

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

HILLMAN SOLUTIONS CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

NOTICE OF 2026 ANNUAL MEETING

To be held June 4, 2026



FELLOW HILLMAN STOCKHOLDERS:

We are pleased to invite you to join us for Hillman's 2026 Annual Meeting of Stockholders on June 4, 2026 at 8:30 a.m. Eastern Time. In order to make the meeting more accessible for investors, the 2026 Annual Meeting of Stockholders will be conducted via webcast only. You will be able to participate in the virtual meeting online, vote your shares electronically, examine our list of stockholders, and submit questions during the meeting by visiting www.virtualshareholdermeeting.com/HLMN2026.

ITEMS OF BUSINESS:

- 01 Elect six directors, each for a term that expires in 2027.
- 02 Approve, by non-binding vote, the compensation of our named executive officers.
- 03 Ratify the selection of Deloitte & Touche LLP as our independent auditor for fiscal year 2026.
- 04 Transact other business as may properly come before the meeting.

ATTENDING THE MEETING

Stockholders holding shares at the close of business on the record date may attend the virtual meeting. You will be able to attend the Annual Meeting, vote, examine our list of stockholders, and submit your questions 15 minutes in advance of, and in real-time during, the meeting by a live audio webcast by visiting www.virtualshareholdermeeting.com/HLMN2026. To participate in the meeting, you must have your sixteen-digit control number that is shown on your Notice of Internet Availability of Proxy Materials or on your proxy card if you receive the proxy materials by mail. You will not be able to attend the Annual Meeting in person.

When



June 4, 2026 at
8:30 a.m.
Eastern Time.

Where



Online at:
www.virtualshareholdermeeting.com/HLMN2026

Who Can Vote



Holders of Hillman common stock at the close of business on the record date of April 9, 2026 are entitled to notice of and to vote at the meeting.

Ways to Vote

Your vote is important! Please vote your proxy in one of the following ways:



BY INTERNET

By visiting
www.proxyvote.com.



BY TELEPHONE

By calling the number on your proxy card or voting instruction form.



BY MAIL

By marking, signing, dating, and mailing your proxy card if you requested printed materials, or your voting instruction form. No postage is required if mailed in the United States.



BY MOBILE

By scanning the QR code on your proxy card, notice of internet availability of proxy materials, or voting instruction form.



REAL TIME

By voting electronically during the virtual Annual Meeting at www.virtualshareholdermeeting.com/HLMN2026.

We appreciate your continued confidence in Hillman and we look forward to your participation in our virtual meeting.

By Order of the Board of Directors,

Douglas J. Cahill
Executive Chairman of the Board
Hillman Solutions Corp.
April 22, 2026
Cincinnati, Ohio

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PROXY STATEMENT

FOR THE 2026 ANNUAL MEETING

FELLOW HILLMAN STOCKHOLDERS:

We are providing this notice, proxy statement, and annual report to the stockholders of Hillman Solutions Corp. (“Hillman”, “we”, “us”, “our”) in connection with the solicitation of proxies by the Board of Directors of Hillman (the “Board”) for use at the Annual Meeting of Stockholders to be held on June 4, 2026, at 8:30 a.m. Eastern Time (the “Annual Meeting”), and at any adjournments thereof. The Annual Meeting will be held virtually and can be accessed online at www.virtualshareholdermeeting.com/HLMN2026. There is no physical location for the Annual Meeting of Stockholders.

Our principal executive offices are located at 1280 Kemper Meadow Dr., Forest Park, Ohio 45240. Our telephone number is 513-851-4900. This notice, proxy statement, and annual report, and the accompanying proxy card were first furnished to stockholders on April 22, 2026.

QUESTIONS AND ANSWERS

Why are you holding a virtual meeting?

In order to make the meeting more accessible for our global investor base, our 2026 Annual Meeting is being held on a virtual-only basis with no physical location. Our goal for the Annual Meeting is to enable the broadest number of stockholders to participate in the meeting, while providing substantially the same access and exchange with the Board and Management as an in-person meeting. We believe that we are observing best practices for virtual stockholder meetings, including by providing a support line for technical assistance and addressing as many stockholder questions as time allows.

Who can vote?

You can vote if, as of the close of business on April 9, 2026, you were a stockholder of record of Hillman common shares.

Who is asking for my vote, and who pays for this proxy solicitation?

Your proxy is being solicited by Hillman’s Board. Hillman is paying the cost of solicitation. We also will reimburse banks, brokers, nominees, and other fiduciaries for postage and reasonable expenses incurred by them in forwarding the proxy material to beneficial owners of our common shares.

Proxies may be solicited personally, by telephone, electronically by Internet, or by mail.

How do I vote my proxy?

You can vote your proxy in one of the following ways:

1. By internet, by visiting www.proxyvote.com.
2. By telephone, by calling the number on your proxy card, voting instruction form, or notice.
3. By mail, by marking, signing, dating, and mailing your proxy card if you requested printed materials, or your voting instruction form. No postage is required if mailed in the United States.
4. By mobile device, by scanning the QR code on your proxy card, notice of internet availability of proxy materials, or voting instruction form.
5. By voting electronically during the virtual Annual Meeting at www.virtualshareholdermeeting.com/HLMN2026.

How can I participate and ask questions at the Annual Meeting?

We are committed to ensuring that our stockholders have substantially the same opportunities to participate in the virtual Annual Meeting as they would at an in-person meeting. In order to submit a question at the Annual Meeting, you will need your 16-digit control number that is printed on the notice or proxy card that you received in the mail, or by email if you have elected to receive material electronically.

You may log in 15 minutes before the start of the Annual Meeting and submit questions online. We encourage you to submit any question that is relevant to the business of the meeting. Questions asked during the Annual Meeting will be read and addressed during the meeting as time allows. Stockholders are encouraged to log into the webcast 15 minutes prior to the start of the meeting to test their Internet connectivity.

What documentation must I provide to be admitted to the virtual Annual Meeting and how do I attend?

If your shares are registered in your name, you will need to provide your sixteen-digit control number included on your notice or your proxy card (if you receive a printed copy of the proxy materials) in order to be able to participate in the meeting. If your shares are not registered in your name (if, for instance, your shares are held in “street name” for you by your broker, bank, or other institution), you must follow the instructions printed on your Voting Instruction Form.

In order to participate in the Annual Meeting, please log on to www.virtualshareholdermeeting.com/HLMN2026 at least 15 minutes prior to the start of the Annual Meeting to provide time to register and download the required software, if needed. A replay of the webcast will be available at www.virtualshareholdermeeting.com/HLMN2026 until the 2027 Annual Meeting of Stockholders. If you access the meeting but do not enter your control number, you will be able to listen to the proceedings, but you will not be able to vote or otherwise participate.

What if I have technical or other “IT” problems logging into or participating in the Annual Meeting webcast?

We have provided a toll-free technical support “help line” on the virtual Annual Meeting login page that can be accessed by any stockholder who is having challenges logging into or participating in the virtual Annual Meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support line number that will be posted on the virtual Annual Meeting login page.

What documentation must I provide to vote online at the Annual Meeting?

If you are a stockholder of record at the close of business on April 9, 2026 and provide your sixteen-digit control number when you access the meeting, you may vote all shares registered in your name during the Annual Meeting webcast. If you are not a stockholder of record as to any of your shares (i.e., instead of being registered in your name, all or a portion of your shares are registered in “street name” and held by your broker, bank, or other institution for your benefit), you must follow the instructions printed on your Voting Instruction Form.

How do I submit a question at the Annual Meeting?

If you would like to submit a question during the Annual Meeting, once you have logged into the webcast at www.virtualshareholdermeeting.com/HLMN2026, simply type your question in the “Ask a Question” box and click “submit”. You may submit questions beginning 15 minutes prior to the Annual Meeting start time.

When should I submit my question at the Annual Meeting?

We anticipate having a question-and-answer session following the formal business portion of the meeting during which stockholders may submit questions. Stockholders can submit a question beginning 15 minutes prior to the start of the Annual Meeting and up until the time we indicate that the question-and-answer session is concluded. However, we encourage you to submit your questions before or during the formal business portion of the meeting and our prepared statements, in advance of the question-and-answer session, in order to ensure that there is adequate time to address questions in an orderly manner.

Can I change or revoke my proxy?

The shares of common stock represented by each proxy will be voted in the manner you specified unless your proxy is revoked before it is exercised. You may change or revoke your proxy by providing written notice to Hillman’s Secretary at 1280 Kemper Meadow Dr., Forest Park, Ohio 45240, by executing and sending us a subsequent proxy, or by voting your shares while logged in and participating in the 2026 Annual Meeting of Stockholders.

How many shares are outstanding?

As of the close of business on the record date, April 9, 2026, our outstanding voting securities consisted of 196,209,611 shares of common stock.

How many votes per share?

Each share of common stock outstanding on the record date will be entitled to one vote on each of the director nominees and one vote on each other proposal. Stockholders may not cumulate votes in the election of directors.

What voting instructions can I provide?

You may instruct the proxies to vote “For” or “Against” each proposal, or you may instruct the proxies to “Abstain” from voting.

What happens if proxy cards or voting instruction forms are returned without instructions?

If you are a registered stockholder and you return your proxy card without instructions, the proxies will vote in accordance with the recommendations of the Board.

If you hold shares in street name and do not provide your broker with specific voting instructions on Proposals 1-2, which are considered non-routine matters, your broker does not have the authority to vote on those proposals. This is generally referred to as a “broker non-vote.” Proposal 3, ratification of auditors, is considered a routine matter and, therefore, your broker may vote your shares according to your broker’s discretion.

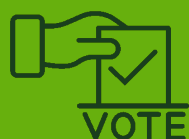
The vote required, including the effect of broker non-votes and abstentions for each of the matters presented for stockholder vote, is set forth below.

What are the voting requirements and voting recommendation for each of the proposals?

Proposals	Board Recommendation	Voting Approval Standard	Effect of Abstention	Effect of Broker Non-vote
01 Election of Directors	FOR each Director Nominee	More votes “FOR” than “AGAINST” since an uncontested election	No Effect	No Effect
02 Non-Binding Vote to approve Executive Compensation	FOR	Affirmative vote of the majority of shares participating in the vote	No Effect	No Effect
03 Ratification of Independent Auditors	FOR	Affirmative vote of the majority of shares participating in the vote	No Effect	Not Applicable

ITEM NO. 1

ELECTION OF DIRECTORS



**THE BOARD RECOMMENDS THAT
YOU VOTE FOR THE ELECTION
OF ALL DIRECTOR NOMINEES.**

Nominees for Term to Expire in 2027

**JON MICHAEL
ADINOLFI**

Director, President and CEO

**DOUGLAS J.
CAHILL**

Director, Executive Chairman

**DIANE C.
HONDA**

Director

**AARON P.
JAGDFELD**

Director

**DAVID A.
OWENS**

Director

**PHILIP K.
WOODLIEF**

Director

YOU ARE BEING ASKED TO ELECT SIX DIRECTOR NOMINEES FOR A TERM EXPIRING IN 2027.

At the 2024 Annual Meeting, our shareholders approved a proposal to declassify the Board by the 2027 Annual Meeting of Stockholders. As of the date of this proxy statement, the Board consists of ten members, of which six members will be up for election at the 2026 Annual Meeting of Stockholder and four members will not be up for election until the 2027 Annual Meeting, at which time all directors will be elected annually.

Each of the nominees is a current director of the Company who has consented to stand for re-election to the Board with a term expiring at the Company's 2027 Annual Meeting of Stockholders. In the event that any of the nominees becomes unavailable to serve as a director before the Annual Meeting, the Board may designate a new nominee, and the persons named as proxies will vote for that substitute nominee.

Director Qualifications and Attributes

The Nominating and ESG Committee is responsible for developing and recommending to the Board a set of director qualifications and attributes that are applicable to the Company's business and strategic direction. The Nominating and ESG Committee evaluates each director candidate on the basis of the length, breadth and quality of the candidate's business experience, the applicability of the candidate's skills and expertise to the Company's business and strategic direction, the perspectives that the candidate would bring to the entire Board, and the personality or "fit" of the candidate with our culture, existing members of the Board, and management.

The following are descriptions of the qualifications and attributes that the Board believes are important in effective oversight of the Company, listed in alphabetical order:

Qualifications and Attributes	Relevance to Hillman
Diversity	We believe diversity strengthens our competitive advantage and reflects the consumers we serve.
Finance	Our business involves complex financial transactions and reporting requirements.
Governance	As a public company, we and our stockholders expect effective oversight and transparency.
Human Capital Management	Directors with experience in organizational management and talent development provide key insights into developing and investing in our employees.
Technology	We rely on technology, including information technology, cybersecurity and artificial intelligence, to manage customer, employee and supplier data and deliver products and services to the market, and it is important to protect this data.
Marketing / Communications	Effective marketing and communications are critical to building customer loyalty, deepening customer engagement, and expanding market share.
Mergers & Acquisitions	Ability to assess M&A opportunities for a strategic fit, strong value creation potential, and clear execution capacity.
Product Development	Ideation, research and development, and commercialization of products and services are critical to our growth and customer retention.
Retail / Merchandising	Experience in the retail industry provides a relevant understanding of the business, strategy and marketplace dynamics of our customers and the markets we serve.
Senior Leadership	The significant leadership experience that comes from a senior leadership role can provide insight on business operations, driving growth, and building and strengthening corporate culture.
Strategic Management	Our Board regularly reviews and has input on our strategic plan, which guides our long-term business investments and objectives and our capital allocation.
Supply Chain	Upstream and downstream supply chain management, structure and design are critical to our strategic initiatives and sourcing.

Directors and director nominees self-identified their qualifications, attributes, and expertise gained through their varied backgrounds and industries. The overall qualifications and attributes represented on the Board, as identified by the directors, is demonstrated through the following chart:

Qualifications and Attributes	Adinolfi	Cahill	Dowling	Gendron	Honda	Jagdfeld	O'Leary	Owens	Swygert	Woodlief
Diversity			■	■	■			■	■	
Finance	■	■	■	■	■	■	■		■	■
Governance	■	■	■	■	■		■		■	■
Human Capital Management	■	■	■		■	■	■	■	■	■
Technology					■			■		
Marketing / Communications	■	■				■	■	■		
Mergers & Acquisitions	■	■	■	■	■	■	■			■
Product Development	■	■	■			■		■		
Retail/ Merchandising	■	■						■	■	
Senior Leadership	■	■	■	■	■	■	■	■	■	■
Strategic Management	■	■	■	■	■	■	■	■	■	■
Supply Chain	■	■					■		■	

Director Nominees for a Term to Expire in 2026

The experience, qualifications, attributes, and skills that led the Nominating and ESG Committee and the Board to conclude that the following individuals should serve as directors are set forth below. The committee memberships stated below are those in effect as of the date of this proxy statement. References to director service to Hillman include service to our predecessor companies HMAN Group Holdings, Inc. and The Hillman Companies, Inc., as applicable.



JON MICHAEL ADINOLFI

Director, President, and Chief Executive Officer

Age: 50 | Director Since: 2025

Mr. Adinolfi has been our President and Chief Executive Officer since the beginning of 2025, after serving as Chief Operating Officer of Hillman since June of 2023. Prior to COO, Mr. Adinolfi served as Divisional President, Hillman U.S., a role he held since joining Hillman in 2019. Prior to his time at Hillman, Mr. Adinolfi served as President of U.S. Retail for Stanley Black & Decker from November 2016 to July 2019; served as President of Hand Tools for Stanley Black & Decker from October 2013 to December 2016; and served as the CFO - North America, CDiy for Stanley Black & Decker from June 2011 to September 2013. Prior to that, he worked as President at Crown Bolt from 2008 to 2011. Mr. Adinolfi was initially selected to serve on our Board due to his financial acumen, industry expertise, and extensive management experience.



DOUGLAS J. CAHILL

Director and Executive Chairman

Age: 66 | Director Since: 2014

Mr. Cahill has been our Executive Chairman since the beginning of 2025, after serving as Chairman since 2014 and as Hillman's President and Chief Executive Officer from 2019 to 2024. Prior to joining Hillman, Mr. Cahill was a Managing Director of CCMP from July 2014 to July 2019 and was a member of CCMP's Investment Committee and previously was an Executive Adviser of CCMP from March 2013. Mr. Cahill served as President and Chief Executive Officer of Oreck, the manufacturer of upright vacuums and cleaning products, from May 2010 until December 2012. Prior to joining Oreck, Mr. Cahill served for eight years as President and Chief Executive Officer of Doane Pet Care Company, a private label manufacturer of pet food and former CCMP portfolio company, through to its sale to MARS Inc. in 2006. From 2006 to 2009, Mr. Cahill served as president of Mars Petcare U.S. Prior to joining Doane in 1997, Mr. Cahill spent 13 years at Olin Corporation, a diversified manufacturer of metal and chemicals, where he served in a variety of managerial and executive roles. Mr. Cahill serves as a Board Member for Junior Achievement of Middle Tennessee and the Visitor Board at Vanderbilt University's Owen Graduate School of Management. In January 2009, Mr. Cahill was appointed as an Adviser to Mars Incorporated. Mr. Cahill previously served as a director of Banfield Pet Hospital from 2006 to 2016, Ollie's Bargain Outlet (Nasdaq: OLLI) from 2013 to 2016, Jamieson Laboratories from 2014 to 2017, Founder Sport Group from 2016 to 2019, and Shoes for Crews from 2015 to 2019. Mr. Cahill serves as the Chairman of our board of directors due to his financial, investment, and extensive management experience.



DIANE HONDA

Director | Age: 61 | Director Since: 2023
Committee: Compensation

Ms. Honda most recently served as the Chief Administrative Officer and General Counsel of Redis, Inc. from August 2024 to December 2025. Prior to that, she served as Chief Administrative Officer, General Counsel, & Secretary of Barracuda Networks, a cybersecurity and data protection company, from 2012 through January 2024. During her 12 years at Barracuda, Ms. Honda built and led the Human Resources, Legal, Compliance, Information Security, and Real Estate functions. Prior to joining Barracuda in 2012, she held leading technical and business operations roles at Fortune 50 and mid-size public companies. She has years of transformational experience in leadership positions on both corporate and non-profit boards, and is currently on the Board of Directors and a member of the Audit Committee of Lucidworks, Inc., a privately held provider of next-generation AI-powered search applications, and a member of the Board of Directors of Conceal, Inc., a browser-native cybersecurity company. Ms. Honda was initially selected to serve on our board of directors due to her extensive cybersecurity, human capital, legal and corporate governance experience.



AARON P. JAGDFELD

Director | Age: 54 | Director Since: 2014
Committee: Compensation (Chair)

Mr. Jagdfeld has been the President and Chief Executive Officer of Generac Power Systems, Inc. since September 2008 and a director of Generac since November 2006 (NYSE: GNRC). Mr. Jagdfeld began his career at Generac in the finance department in 1994 and became Generac's Chief Financial Officer in 2002. In 2007, he was appointed President and was responsible for sales, marketing, engineering, and product development. Prior to joining Generac, Mr. Jagdfeld worked in the audit practice of the Milwaukee, Wisconsin office of Deloitte & Touche from 1993 to 1994. Mr. Jagdfeld was selected to serve on our board of directors due to his extensive management and financial experience.



DAVID A. OWENS

Director | Age: 63 | Director Since: 2018
Committee: Nominating and ESG (Chair)

Dr. Owens is Professor of the Practice of Management at the Vanderbilt Graduate School of Management where he has taught in the MBA program since 1998. From 2019 to 2026, he served as executive director of The Wond'ry, Vanderbilt University's center for innovation, design and commercialization for which he led the visioning and design. Dr. Owens has significant industry experience, having served as an independent management consultant for numerous Fortune 100 companies since 1998 and having served as CEO of Griffin Technologies, a consumer products company, from 2007 to 2008. Dr. Owens was selected to serve on our board of directors due to his financial and business experience



PHILIP K. WOODLIEF

Director | Age: 72 | Director Since: 2015
Committee: Audit (Chair)

Mr. Woodlief has been an independent financial consultant since 2007 and was an Adjunct Professor of Management at Vanderbilt University's Owen Graduate School of Business from 2010 to 2020. At Vanderbilt, Mr. Woodlief taught Financial Statement Research and Financial Statement Analysis. Mr. Woodlief also served as a Visiting Instructor of Accounting at Sewanee: The University of the South from 2017 to 2020. Prior to 2008, Mr. Woodlief was Vice President and Chief Financial Officer of Doane Pet Care, a global manufacturer of pet products. Prior to 1998, Mr. Woodlief was Vice President and Corporate Controller of Insilco Corporation, a diversified manufacturer of consumer and industrial products. Mr. Woodlief began his career in 1979 at KPMG Peat Marwick in Houston, Texas, progressing to the Senior Manager level in the firm's Energy and Natural Resources practice. Mr. Woodlief was a certified public accountant. Mr. Woodlief currently serves as Chairman of the board of trustees of Sewanee St. Andrew's School, and serves on the Masters of Accounting Advisory Board at Vanderbilt University's Owen Graduate School of Business. Mr. Woodlief previously served on the board of Founder Sport Group from 2017 to 2020. Mr. Woodlief was selected to serve on our board of directors due to his financial and business experience.

Continuing Directors – Term to Expire in 2027



DIANA DOWLING

Director | Age: 60 | Director Since: 2021

Committee: Compensation, Nominating and ESG

Ms. Dowling has served as the owner and President of Be Worthy Foods, a franchisee of quick service restaurants, since June 2024. Prior to that, she was an innovation and strategy consultant advising corporations on partnerships, M&A activity, and new product initiatives. Her clients included Epiq, where she focused on blockchain and data privacy, as well as Pitney Bowes, where she worked in the mobile data and ecommerce spaces. She is also the CEO/Founder of Two Hudson Ventures, investing in start-ups and real estate. Earlier in her career, Ms. Dowling was a VP of Business Development at MaMaMedia, a digital media startup, and Director of Business Development at Hearst New Media. In addition, she worked as a market research analyst at Tontine Partners. Ms. Dowling began her career as an analyst and associate at Bankers Trust. She was Executive Director of Harvard Business School Alumni Angels NY, as well as Co-Chair of HBSCNY Entrepreneurship. Ms. Dowling was selected to serve on our board of directors due to her experience in digital marketing, e-commerce, data and analytics, innovation, new business development, and M&A.



TERESA GENDRON

Director | Age: 56 | Director Since: 2021

Committee: Audit

Ms. Gendron has served as Chief Financial Officer of Nakamoto Inc. (Nasdaq: NAKA) since December 2025. Prior to that, she was Chief Financial Officer of Markel Corporation (NYSE: MKL) from March 2023 to December 2023. Previously, Ms. Gendron had been the Vice President and Chief Financial Officer of Jefferies Financial Group from 2014 to 2023. From 2011 to 2014, Ms. Gendron was the Vice President and Controller of Gannett Co., Inc., an international media and marketing solutions company, and performed the duties of Chief Accounting Officer. Previously, Ms. Gendron was Vice President and Controller at NII Holdings, Inc., a mobile communication services company, which she joined as its Finance Director in 1998. Ms. Gendron was selected to serve on our board of directors due to her financial and business experience.



DANIEL O'LEARY

Director | Age: 70 | Director Since: 2021

Lead Independent Director

Committee: Audit, Nominating and ESG

Mr. O'Leary is an independent consultant who served as President and CEO of Edgen Murray Corporation from 2003 to 2021. He was appointed Chairman of the board of Edgen Murray in 2006. He began at Edgen Murray, a distributor for energy infrastructure components, specialized oil and gas parts and equipment, and its predecessor companies in 2003, guiding a management buyout that grew the company through a series of acquisitions and growth initiatives. The company went public in May 2012 and was acquired in 2013 by Sumitomo Corporation. Mr. O'Leary has served on the board of Vitesse Energy, Inc. (NYSE: VTS), and has been designated as Lead Director, since 2023 and Custom Ecology, Inc. since 2021. Additionally, he served as an independent director on the board of Sprint Industrial from 2017 to 2019. Mr. O'Leary has a long career in leadership positions in manufacturing and distribution, principally in the oil and gas and energy infrastructure markets. Mr. O'Leary was selected to serve on our board of directors due to his extensive management, operational, investment, and business experience.



JOHN SWYGERT

Director | Age: 57 | Director Since: 2021

Committee: Audit

Mr. Swygert has been the Executive Chairman of the Board of Directors of Ollie's Bargain Outlet Holdings, Inc. (Nasdaq: OLLI) since February 2025, and previously served as President, Chief Executive Officer, and a Director of Ollie's from December 2019 to February 2025. Prior to that, Mr. Swygert was Ollie's Executive Vice President and Chief Operating Officer since January 2018. Mr. Swygert joined Ollie's in March 2004 as Chief Financial Officer and was later promoted to Executive Vice President and Chief Financial Officer in 2011. Mr. Swygert has worked in discount retail as a finance professional for over 30 years. Prior to joining Ollie's, Mr. Swygert was Executive Vice President and Chief Financial Officer at Factory 2-U Stores, Inc. He held several positions while at Factory 2-U Stores from 1992, ranging from Staff Accountant, Assistant Controller, Controller, Director of Financial Planning and Analysis, Vice President of Finance and Planning, and Executive Vice President and Chief Financial Officer. Mr. Swygert also previously worked for PETCO Animal Supplies, Inc. in Business Development and Financial Analysis. Mr. Swygert previously served on the board of Truck Hero Holdings, Inc. from 2018 through January 2021. Mr. Swygert was selected to serve on our board of directors due to his extensive financial, operational and management experience in the retail field.

Corporate Governance

The Board has three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and ESG Committee. In addition, the Board has adopted Corporate Governance Principles and a Code of Business Conduct and Ethics. Each of these documents and the charters of the Board Committees are posted on the Company's web site at <https://ir.hillmangroup.com/corporate-governance/governance-documents>.

DIRECTOR INDEPENDENCE

The Board and the Nominating and ESG Committee have reviewed and evaluated transactions and relationships with Board members and Board nominees to determine the independence of each of the members or nominees. The Board does not believe that any of its non-employee members or nominees have relationships with the Company that would interfere with the exercise of independent judgment in carrying out his or her responsibilities as a director. The Board has determined that each of Ms. Dowling, Ms. Gendron, Ms. Honda, Mr. Jagdfeld, Mr. O'Leary, Mr. Owens, Mr. Swygert, and Mr. Woodlief are "independent directors" as defined in Nasdaq rules and the applicable SEC rules. In making these determinations, the Board considered Ms. Gendron's role as Chief Financial Officer of Jefferies through March 2023, which serves as a lender to the Company and has a current and long standing investment banking relationship with the Company.

BOARD ATTENDANCE

Each member of the Board is expected to make a reasonable effort to attend all meetings of the Board, all applicable committee meetings and each annual meeting of stockholders. There were 7 meetings of our Board during the fiscal year ended December 27, 2025. Each director attended at least 75% of the aggregate meetings of the Board and the committees on which he or she served in fiscal 2025. All but two of our directors attended our 2025 Annual Meeting of Stockholders.

BOARD LEADERSHIP STRUCTURE

Our Corporate Governance Principles provide our Board with flexibility to combine or separate the positions of Chairman of the Board and Chief Executive Officer in accordance with its determination that utilizing one or the other structure would be in the best interests of our Company. Currently, the roles are separated, with Mr. Cahill serving as Chairman of the Board and Mr. Adinolfi serving as Chief Executive Officer. Our Board has determined that continuing Mr. Cahill in the role of Chairman is in the best interests of our Company and its stockholders at this time because it allows for Mr. Cahill to continue to support Mr. Adinolfi and management in executing the Company's strategy and business plans.

The Company revised its Corporate Governance Principles in 2023 to require a Lead Independent Director when the positions of Chairman of the Board and CEO are held by the same person, or when the Board Chair is not an independent director. The independent directors of the Board appointed Daniel O'Leary as Lead Independent Director in 2023. The Lead Independent Director's duties include:

- Work closely with the Chairman with regard to approving the information presented to the Board and setting and approving meeting agendas and meeting schedules;
- Chair meetings of the Board in the absence of the Chairman;
- Have authority to call and oversee meetings of the independent Directors, including executive sessions of the non-employee Directors;
- Serve as the principal liaison between the independent Directors and the Chairman; and
- Take a significant role in the Board evaluation process.

Due to the strong leadership of Mr. Cahill and Mr. Adinolfi, coupled with the independent oversight provided by our independent committees and the position of Lead Independent Director, our Board has concluded that our current leadership structure is appropriate at this time. However, our Board will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate.

BOARD ROLE IN RISK OVERSIGHT

The Board executes its oversight responsibility for risk management with the assistance of its Audit Committee, Compensation Committee, and Nominating and ESG Committee. The Audit Committee oversees the Company's risk management activities, generally, and is charged with reviewing and discussing with management the Company's

major risk exposures and emerging risks and the steps management has taken to monitor, control, and manage these exposures. The Audit Committee's meeting agendas include discussions of individual risk areas throughout the year, as well as an annual summary of the risk management process, including the Company's risk assessment and risk management guidelines. The Compensation Committee oversees the Company's compensation policies generally to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company. The Nominating and ESG Committee monitors compliance with the Corporate Governance Principles and reviews the Company's management of risks related to corporate social responsibility, including with respect to sustainability and the environment.

Although the Board and its committees oversee risk management for the Company, management is responsible for the day-to-day management and mitigation of the Company's risks. We believe this division of responsibility reflects the appropriate roles of the Board and management in assessing and managing risks.

DIRECTOR NOMINEE SELECTION PROCESS

The Nominating and ESG Committee is responsible for recommending to the Board a slate of nominees for election at each annual meeting of stockholders. The Nominating and ESG Committee recruits candidates for Board membership through its own efforts and through recommendations from other directors, management, and stockholders. In addition, the Nominating and ESG Committee may retain an independent search firm to assist in identifying and recruiting director candidates who meet the criteria developed by the Nominating and ESG Committee.

The Nominating and ESG Committee also considers the specific experience and abilities of director candidates in light of our current business, strategy, structure, and the current or expected needs of the Board in its identification and recruitment of director candidates.

CANDIDATES NOMINATED BY STOCKHOLDERS

Stockholders who wish to recommend director candidates for consideration by the Nominating and ESG Committee may send a written notice to the Secretary at the Company's principal executive offices. Stockholders should review the Company's Bylaws and most recent proxy statement filed with the SEC to determine the applicable deadlines for the Company's receipt of a stockholder's nomination notice.

In general, the notice should indicate the name, age, and address of the person recommended, the person's principal occupation or employment for the last five years, other public company boards on which the person serves, whether the person would qualify as independent as the term is defined under the applicable listing standards of Nasdaq, and the class and number of shares of Company securities owned by the person. The Nominating and ESG Committee may require additional information to determine the eligibility and qualifications of the person recommended. The notice should also state the name and address of, and the class and number of shares of Company securities owned by, the person or persons making the recommendation.

In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Securities Exchange Act of 1934 no later than April 5, 2027, which is the date 60 calendar days prior to the one year anniversary of the 2026 Annual Meeting.

BOARD DIVERSITY

In determining whether to recommend a director nominee, the Nominating and ESG Committee members consider and discuss diversity, among other factors, with a view toward the needs of the Board as a whole. The committee members generally conceptualize diversity expansively to include, without limitation, concepts such as race, gender, national origin, differences of viewpoint, professional background, education, skills and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.

PERIODIC EVALUATION OF THE BOARD

The Nominating and ESG Committee oversees a Board evaluation process for the Board and its committees each year. As part of the Board evaluation process, the Board considers, among other matters, whether its composition reflects the skills needed to appropriately oversee the Company's long-term strategy and continued success. The Board also evaluates its processes and interactions with management to determine whether it is operating efficiently with respect to its oversight responsibilities.

CORPORATE GOVERNANCE PRINCIPLES

We operate under a set of Corporate Governance Principles designed to promote good corporate governance and align the interests of our Board and management with those of our stockholders. The Corporate Governance Principles relate to the role, composition, structure, and functions of the Board and the Company. The Nominating and ESG Committee is responsible for periodically reviewing these Corporate Governance Principles and recommending any changes to the Board.

MAJORITY VOTING POLICY IN UNCONTESTED ELECTIONS

Pursuant to our Corporate Governance Principles, in an uncontested election of directors (i.e., an election where the number of nominees does not exceed the number of directors to be elected), a nominee who receives more “Against” votes than “For” votes in such election is expected to promptly tender his or her resignation as a director. The Nominating and ESG Committee will consider each tendered director resignation and recommend to the Board whether to accept or reject it. After considering the recommendation of the Nominating and ESG Committee and any other information the Board deems appropriate, and within 90 days following the certification of the election results, the Board will act to accept or reject each tendered director resignation and promptly disclose its decision.

If a director’s resignation is rejected, the Board will disclose the reasons for its decision, and the director will continue to serve the remainder of his or her term until his or her successor is duly elected or until his or her earlier death, resignation, or removal. If a director’s resignation is accepted, the Board, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board, in each case to the extent permitted by the Company’s Bylaws.

Any director who tenders a resignation under this policy may not participate in the Nominating and ESG Committee recommendation or the action of the Board regarding whether to accept or reject such tender of resignation.

CODE OF CONDUCT AND ETHICS

We have adopted a code of business conduct that applies to all of our directors, officers, and employees, including our principal executive officer, principal financial officer, and principal accounting officer, which is available on our website at <https://ir.hillmangroup.com/esg-governance/corporate-responsibility-governance-documents>. Our code of business conduct is a “code of ethics”, as defined in Item 406(b) of Regulation S-K. Please note that our internet website address is provided as an inactive textual reference only. We will make any legally required disclosures regarding amendments to, or waivers of, provisions of our code of ethics on our internet website.

CORPORATE RESPONSIBILITY EFFORTS

Our Corporate Responsibility efforts and reporting continue to evolve in a manner that is beneficial to the Company and our shareholders, and to align with upcoming reporting requirements of certain states as they come to be effective. Hillman publishes an annual Corporate Responsibility Report to detail our efforts and a summary Corporate Responsibility Fact Sheet. Our most recent Corporate Responsibility Report and Fact Sheet are each posted on the Company’s web site at <https://ir.hillmangroup.com/esg-governance/corporate-responsibility-governance-documents>.

COMPENSATION RECOVERY POLICY (CLAWBACK)

We have adopted a Compensation Recovery Policy that provides for the recovery of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws. A copy of our Compensation Recovery Policy was filed as Exhibit 97 to our Annual Report on Form 10-K.

INSIDER TRADING ARRANGEMENTS AND POLICIES

We are committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, we have adopted our Insider Trading Policy governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, employees and certain contractors, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to us. A copy of our Insider Trading Policy was filed as Exhibit 19.1 to our Annual Report on Form 10-K.

PROHIBITION ON HEDGING AND PLEDGING

Our Insider Trading Policy prohibits directors and executive officers from engaging, directly or indirectly, in the pledging of, hedging transactions in, or short sales of, Hillman securities.

EQUITY GRANT POLICY

Our Equity Grant Policy was approved by our Compensation Committee and specifies a procedure and timing for granting and pricing equity awards to protect against any appearance of spring loading or timing the grant of equity awards for the benefit of the grantee. The Equity Grant Policy designates quarterly predetermined grant dates for the granting of equity awards to employees, including our Executive Officers (a “Predetermined Quarterly Grant Date”), unless such date would fall during a blackout period. The Company selects Predetermined Quarterly Grant Dates because they will fall within the Company’s regular open trading window and should protect against any appearance of spring loading or timing the grant of equity awards for the benefit of the grantee.

Equity grants, including stock options, to our employees, including our executive officers, are generally approved annually at a meeting of the Compensation Committee that is held during the first quarter of each year. The grants are typically expressed and approved in fixed dollar terms, with the grant being effective as of, and the number of equity awards and exercise price calculated based on, the market value of the Company’s stock on the next Predetermined Quarterly Grant Date, which is during an open trading window (i.e. at least two full trading days following the release of earnings).

During our fiscal year ended December 27, 2025, we have not timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

STOCKHOLDER COMMUNICATION WITH THE BOARD

Any of the directors may be contacted by writing to them at: Board of Directors, c/o Secretary’s Office, Hillman Solutions Corp., 1280 Kemper Meadow Dr., Forest Park, Ohio 45240. The directors have requested that the Secretary of the Company act as their agent in processing any communication received. All communications that relate to matters that are within the scope of responsibilities of the Board and its committees will be forwarded to the Board. Communications relating to matters within the responsibility of one of the committees of the Board will be forwarded to the Chairperson of the appropriate committee. Communications relating to ordinary business matters are not within the scope of the Board’s responsibility and will be forwarded to the appropriate officer at the Company. Solicitations, advertising materials, and frivolous or inappropriate communications will not be forwarded.

Committees of the Board

To assist the Board in undertaking its responsibilities, and to allow deeper engagement in certain areas of Company oversight, the Board has established the following three standing committees: Audit Committee, Compensation Committee, and Nominating and ESG Committee.

All committees are composed exclusively of independent directors, as defined in Nasdaq rules and the applicable SEC rules. The current charter of each Board committee is available on our website at www.ir.hillmangroup.com under Corporate Governance – Board Committees.

AUDIT COMMITTEE

Number of Meetings in 2025: 5

MEMBERS

Philip K. Woodlief (Chair), Teresa Gendron, Daniel O’Leary, John Swygert

COMMITTEE FUNCTIONS

- Assist the Board in its oversight of:
 - Integrity of the consolidated financial statements of the Company;
 - The Company’s compliance with legal and regulatory requirements;
 - Independent auditor’s qualifications and independence;
 - Performance of the Company’s internal audit function and independent auditors; and
 - The Company’s internal control over financial reporting.
- Appoint, retain or terminate the Company’s independent auditors and pre-approve all audit, audit-related, tax, and other services, if any, to be provided by the independent auditors; and
- Prepare the Audit Committee Report.

COMPENSATION COMMITTEE

Number of Meetings in 2025: 5

MEMBERS

Aaron P. Jagdfeld (Chair), Diana Dowling, Diane Honda

COMMITTEE FUNCTIONS

- Review and approve the Company's overall compensation strategy;
- Review and approve, or recommend to the Board for approval, the compensation of the CEO and executive officers of the Company;
- Administers the Company's executive compensation policies and programs, including determining grants of equity awards under the plans;
- Prepare the Compensation Committee Report; and
- Has sole authority to retain and direct the committee's compensation consultant.

NOMINATING AND ESG COMMITTEE

Number of Meetings in 2025: 4

MEMBERS

David A. Owens (Chair), Diana Dowling, Daniel O'Leary

COMMITTEE FUNCTIONS

- Oversee the Company's corporate governance policies and procedures;
- Identify individuals qualified to become new directors, consistent with criteria approved by the Board;
- Review the qualifications of incumbent directors to determine whether to recommend them for reelection;
- Recommend to the Board qualified individuals to serve as committee members on the various Board committees;
- Review the Board's performance and director independence; and
- Review the Company's ESG goals and initiatives and monitor the Company's progress against the same.

AUDIT COMMITTEE EXPERTISE

The Board has determined that Philip K. Woodlief qualifies as an “audit committee financial expert” as such term is defined in Item 407(d)(5) of Regulation S-K and possesses financial sophistication, as defined under the rules of the Nasdaq Stock Market. The Board has determined that Mr. Woodlief is an independent director as defined under applicable Nasdaq rules.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee was at any time during fiscal year 2025, or at any other time, one of our officers or employees. None of our executive officers has served as a director or member of a compensation committee (or other committee serving an equivalent function) of any entity during fiscal year 2025, one of whose executive officers served as a director of our Board or member of our Compensation Committee.

Shares Authorized for Issuance Under Existing Equity Compensation Plans

The following table provides information regarding shares outstanding and available for issuance under our existing equity compensation plans as of December 27, 2025.

Equity Compensation Plan Information			
	(a)	(b)	(c)
Plan Category	Number of securities to be issued upon exercise of outstanding options and awards	Weighted-average exercise price of outstanding options and awards	Number of Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation plans approved by shareholders	15,862,472	8.70	5,710,574
Equity Compensation plans not approved by shareholders	—	—	—
Total	15,862,472	8.70	5,710,574

Beneficial Ownership of Common Stock

SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the common shares beneficially owned as of April 1, 2026 by Hillman's directors, the NEOs, and the directors and executive officers as a group. The percentage of ownership is based on 203,589,609 of Hillman common shares outstanding on April 1, 2026, which includes the number of shares of common stock that could be acquired within 60 days following April 1, 2026 by the exercise of stock options and the vesting of time-based restricted stock units ("RSUs") held by our directors and executive officers set forth in footnote 3 below.

Shares Beneficially Owned		
Name ⁽¹⁾	Amount and Nature of Beneficial Ownership (#) ⁽²⁾⁽³⁾	Percent of Class (%)
Jon Michael Adinolfi	1,062,190	*
Douglas Cahill	7,131,714	3.4 %
Daniel O'Leary	55,841	*
John Swygert	38,634	*
Aaron Jagdfeld	210,666	*
David Owens	95,288	*
Philip Woodlief	85,509	*
Diana Dowling	45,841	*
Teresa Gendron	45,841	*
Diane Honda	28,304	*
Robert Kraft	1,449,598	*
Robert Davis	48,540	*
Amanda Kitzberger	130,329	*
Brett Hillman	109,510	*
Scott Ride	246,483	*
All directors and executive officers as a group (eighteen individuals)	11,006,134	5.3 %

* Less than 1%

(1) Unless otherwise noted, the business address of each beneficial owner is c/o The Hillman Group, Inc., 1280 Kemper Meadow Dr., Cincinnati, Ohio 45240.

(2) This column consists of shares for which the directors and executives, directly or indirectly, have the power to vote or to dispose, or to direct the voting or disposition thereof, and also includes shares for which the person has the right to acquire beneficial ownership within 60 days following April 1, 2026. Except as otherwise noted, none of the named

individuals shares with another person either voting or investment power as to the shares reported. None of the shares reported are pledged as security.

- (3) Figures for the directors and executive officers include the number of shares of common stock that could have been acquired within 60 days following April 1, 2026 by the exercise of stock options or the vesting of time-based RSUs awarded under our equity plans as set forth below:

Name	RSUs (#)	Options (#)
Jon Michael Adinolfi	—	742,961
Douglas Cahill	—	6,650,333
Dan O'Leary	—	—
John Swygert	—	—
Robert Davis	—	—
Aaron Jagdfeld	—	—
David Owens	—	49,447
Philip Woodlief	—	—
Diana Dowling	—	—
Teresa Gendron	—	—
Diane Honda	—	—
Robert Kraft	—	1,056,296
Brett Hillman	—	68,475
Amanda Kitzberger	—	107,226
Scott Ride	—	227,895
All directors and executive officers as a group (eighteen individuals)	—	9,041,189

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding the beneficial owners of more than five percent of Hillman common shares as of the close of business on April 1, 2026, based on reports on Schedule 13G or Schedule 13D and other information filed with the SEC.

Name and Address of Beneficial Owner	Amount and Nature of Ownership (#)	Percentage of Class (%)
BlackRock, Inc. ⁽¹⁾ 50 Hudson Yards New York, NY 10001	14,257,243	7.3 %
Kayne Anderson Rudnick Investment Management, LLC ⁽²⁾ 2000 Avenue of the Stars, Suite 1110 Los Angeles, CA 90067	13,124,553	6.7 %
Bank of Montreal ⁽³⁾ 1 First Canadian Place Toronto, Ontario, Canada M5X1A1	10,855,347	5.6 %
FMR LLC ⁽⁴⁾ 245 Summer Street Boston, MA 02210	10,405,326	5.3 %
Reinhart Partners, LLC ⁽⁵⁾ 11090 N. Weston Drive Mequon, WI 53029	10,053,219	5.2 %
Jefferies Financial Group Inc. ⁽⁶⁾ 520 Madison Ave. New York, New York 10022	9,855,076	5.1 %

- (1) This information is based on a Schedule 13-G filed by BlackRock, Inc. on January 26, 2024. BlackRock, Inc. has sole voting power for 13,867,710 of the shares, shared voting power for none of the shares, sole dispositive power for 14,257,243 of the shares, and shared dispositive power for none of the shares.
- (2) This information is based on a Schedule 13-G/A filed by Kayne Anderson Rudnick Investment Management, LLC on August 13, 2025. Kayne Anderson Rudnick Investment Management, LLC has sole voting power for 7,452,699 of the shares, shared voting power for 3,223,179 of the shares, sole dispositive power for 9,901,374 of the shares, and shared dispositive power for 3,223,179 of the shares.
- (3) This information is based on a Schedule 13-G filed by Bank of Montreal on February 12, 2026. This filing includes a position previously reported by Burgundy Asset Management, Inc., which Bank of Montreal indicated it acquired on November 5, 2025. Bank of Montreal has sole voting power for 7,917,163 of the shares, shared voting power for 880 of the shares, sole dispositive power for 10,854,467 of the shares, and shared dispositive power for 880 of the shares.
- (4) This information is based on a Schedule 13-G filed by FMR, LLC on February 4, 2026. FMR, LLC has sole voting power for 10,403,990 of the shares, shared voting power for none of the shares, sole dispositive power for 10,405,325.60 of the shares, and shared dispositive power for none of the shares.
- (5) This information is based on a Schedule 13-G filed by Reinhart Partners, LLC on August 5, 2025. Reinhart Partners, LLC has sole voting power for 9,039,504 of the shares, shared voting power for none of the shares, sole dispositive power for 10,053,219 of the shares, and shared dispositive power for none of the shares.
- (6) This information is based on a Schedule 13-G/A filed by Jefferies Financial Group Inc., on behalf of itself and its controlled subsidiaries, on February 14, 2024. Jefferies Financial Group Inc. has sole voting power for none of the shares, shared voting power for 9,855,076 of the shares, sole dispositive power for none of the shares, and shared dispositive power for 9,855,076 of the shares.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, officers, and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership of our common stock with the SEC. Based on

the information available to us during the fiscal year 2025, we believe that all applicable Section 16(a) reports were timely filed.

Certain Relationships and Related Party Transactions

SALES TO OLLIE'S BARGAIN OUTLET

In fiscal 2025, Hillman made sales of \$0.3 million to Ollie's Bargain Outlet Holdings, Inc. ("Ollie's"). The sales consisted of several transactions for the sale of excess inventory. John Swygert, Executive Chairman of Ollie's since 2025, and before that President and Chief Executive Officer of Ollie's, is a member of our Board of Directors.

RELATED PARTY TRANSACTION POLICY

The Board has adopted a written related party transaction policy that sets forth the following policies and procedures for the review and approval or ratification of related party transactions. This policy covers, with certain exceptions set forth in Item 404 of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act"), any transaction, arrangement, or relationship, or any series of similar transactions, arrangements, or relationships, in which we were or are to be a participant, where the amount involved exceeds \$120,000 in any fiscal year and a related party had, has, or will have a direct or indirect material interest, including without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness, and employment by us of a related party.

In reviewing and approving any such transactions, our Audit Committee is tasked with considering all relevant facts and circumstances, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related party's interest in the transaction. All of the transactions described in this section were approved by our Audit Committee or Board, as applicable.

Information about our Executive Officers

The following persons serve as our executive officers:

Name	Position	Age
Jon Michael Adinolfi	President and Chief Executive Officer	50
Douglas J. Cahill	Executive Chairman	66
Robert O. Kraft	Chief Financial Officer and Treasurer	55
Scott K. Moore	President, Robotics & Digital Solutions	55
Robert D. Davis	Executive Vice President, Global Supply Chain	67
Brett A. Hillman	Executive Vice President, Sales	46
Amanda Kitzberger	Chief Legal Officer and Secretary	45
Aaron Parker	Chief People Officer	41

The following is a brief biography of each of our executive officers. References to executive officer service to Hillman include service to our predecessor companies HMAN Group Holdings, Inc. and The Hillman Companies, Inc., as applicable.

JON MICHAEL ADINOLFI

Jon Michael Adinolfi ("JMA") serves as President and Chief Executive Officer since January 1, 2025, after serving as Chief Operating Officer of Hillman from June 2023 to December 2024. Prior to COO, Mr. Adinolfi served as Divisional President, Hillman U.S. from 2019 to June 2023. Prior to his time at Hillman, Mr. Adinolfi served as President of U.S. Retail for Stanley Black & Decker from November 2016 to July 2019; served as President of Hand Tools for Stanley Black & Decker from October 2013 to December 2016; and served as the CFO - North America, CDIY for Stanley Black & Decker from June 2011 to September 2013. Prior to that, he worked as President at Crown Bolt from 2008 to 2011.

DOUGLAS J. CAHILL

Douglas J. Cahill serves as Executive Chairman since January 1, 2025, after serving as Chairman since 2014 and as Hillman's President and Chief Executive Officer from 2019 to 2024. Prior to joining Hillman, Mr. Cahill was a Managing Director of CCMP from July 2014 to July 2019 and was a member of CCMP's Investment Committee and previously was an Executive Adviser of CCMP from March 2013. Mr. Cahill served as President and Chief Executive Officer of Oreck, the manufacturer of upright vacuums and cleaning products, from May 2010 until December 2012. Prior to joining Oreck, Mr. Cahill served for eight years as President and Chief Executive Officer of Doane Pet Care Company, a private label manufacturer of pet food and former CCMP portfolio company, through to its sale to MARS Inc. in 2006. From 2006 to 2009, Mr. Cahill served as president of Mars Petcare U.S. Prior to joining Doane in 1997, Mr. Cahill spent 13 years at Olin Corporation, a diversified manufacturer of metal and chemicals, where he served in a variety of managerial and executive roles. Mr. Cahill serves as a Board Member for Junior Achievement of Middle Tennessee and the Visitor Board at Vanderbilt University's Owen Graduate School of Management. In January 2009, Mr. Cahill was appointed as an Adviser to Mars Incorporated. Mr. Cahill previously served as a director of Banfield Pet Hospital from 2006 to 2016, Ollie's Bargain Outlet (Nasdaq: OLLI) from 2013 to 2016, Jamieson Laboratories from 2014 to 2017, Founder Sport Group from 2016 to 2019, and Shoes for Crews from 2015 to 2019.

ROBERT O. KRAFT

Robert O. Kraft serves as Hillman's Chief Financial Officer and Treasurer since November 2017. Prior to joining Hillman, Mr. Kraft served as the President of the Omnicare (Long Term Care) division, and an Executive Vice President, of CVS Health Corporation from August 2015 to September 2017. From November 2010 to August 2015, Mr. Kraft was Chief Financial Officer and Senior Vice President of Omnicare, Inc. Mr. Kraft began his career with PriceWaterhouseCoopers LLP in 1992, was admitted as a Partner in 2004, and is a certified public accountant (inactive). Mr. Kraft currently serves on the board of Medpace Holdings, Inc (Nasdaq: MEDP).

SCOTT K. MOORE

Scott K. Moore serves as Hillman's Divisional President, Robotics and Digital Solutions since May 2024. Prior to that, Mr. Moore was our Chief Technology Officer from August 2022 to May 2024. From August 2018 to August 2022, Mr. Moore served as Senior Vice President, IT, of Hillman's Robotics and Digital Solutions division, and in the same role at MinuteKey from 2011 to August 2018 when the company was acquired by Hillman. From 2006 to 2011, Mr. Moore served as Chief Information Officer of AP-Networks, an oil and gas consultancy using data analytics to improve performance.

ROBERT D. DAVIS

Robert D. Davis serves as Hillman's Executive Vice President of Global Supply Chain since February 2024. Mr. Davis joined Hillman in November 2021 as Vice President of Transportation and Indirect Sourcing, then served as Vice President of Operations for Hillman's Protective Solutions Division while maintaining his role for Transportation, and also had additional responsibilities of Global Sourcing and Packaging. Prior to his time at Hillman, Mr. Davis worked for Home Depot from 2005 to 2021 in various supply chain leadership roles, including leading all supply chain operations for Crown Bolt for twelve years.

BRETT A. HILLMAN

Brett A. Hillman serves as Executive Vice President, Sales since February 2024. Prior to this role, Mr. Hillman served as Vice President & General Manager of our Hardware Solutions division from 2022 to 2024. From 2019 to 2022, he served as Hillman's Vice President, Traditional Hardware & Strategic Accounts Sales. Prior to that, he served as Hillman's Director of Traditional Hardware Sales from 2016 to 2019, leading one of the industry's largest field sales

teams. From 2014 to 2016, Mr. Hillman was Hillman's Director of Tractor Supply & Home Depot Sales, and served in various sales leadership roles at Hillman from 2005 to 2013.

AMANDA KITZBERGER

Amanda Kitzberger serves as Hillman's Chief Legal Officer and Secretary since February 2023. From July 2021 to January 2023, Ms. Kitzberger served as Hillman's Vice President Human Resources and Administration. Ms. Kitzberger served as Assistant General Counsel at Hillman from 2019 to 2021. Prior to joining Hillman, Ms. Kitzberger was the Vice President and General Counsel at Clopay Plastic Products Co from 2014 to 2018 and served in in-house legal counsel roles at GOJO Industries, Inc. from 2008 to 2014.

AARON J. PARKER

Aaron Parker serves as Hillman's Chief People Officer since February 2023. From September 2020 to February 2023, Mr. Parker served as Director, then Senior Director, of Human Resources at Hillman. Prior to joining Hillman, Mr. Parker served in various positions in Human Resources at Fifth Third Bancorp from 2014 to 2020 and at Macy's, Inc. from 2009 to 2014.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis provides an overview and analysis of our compensation programs, the compensation decisions we have made under these programs, and the factors we considered in making these decisions with respect to the compensation earned by the following individuals, who as determined under the rules of the SEC are collectively referred to herein as our named executive officers (“NEOs”) for fiscal year 2025:

- Jon Michael Adinolfi, President and Chief Executive Officer (previously Chief Operating Officer until 12/31/2024)
- Douglas J. Cahill, Executive Chairman (previously President and Chief Executive Officer until 12/31/2024)
- Robert O. Kraft, Chief Financial Officer and Treasurer
- Robert D. Davis, EVP, Global Supply Chain
- Brett A. Hillman, EVP Sales
- Amanda M. Kitzberger, Chief Legal Officer
- Scott C. Ride, Former President, Hillman Canada

Overview of the Compensation Program

COMPENSATION PHILOSOPHY

The objective of our corporate compensation and benefits program is to establish and maintain competitive total compensation programs that will attract, motivate, and retain the qualified and skilled workforce necessary for the continued success of our business. To help align compensation paid to executive officers with the achievement of corporate goals, we have designed our cash compensation program as a pay-for-performance based system that rewards NEOs for their individual performance and contribution in achieving corporate goals. In determining the components and levels of NEO compensation each year, the Compensation Committee of our Board considers Company performance, and each individual’s performance and potential to enhance long-term stockholder value. To remain competitive, our Compensation Committee also periodically reviews compensation survey information provided by our compensation consultant as another factor in setting NEO compensation. Our Compensation Committee relies on judgment and does not have any formal guidelines or formulas for allocating between long-term and currently paid compensation, cash and non-cash compensation, or among different forms of non-cash compensation for our NEOs.

COMPONENTS OF TOTAL COMPENSATION

Compensation packages in 2025 for the Company's NEOs were comprised of the following elements:

Short-Term Compensation Elements	
Element	Role and Purpose
Base Salary	Attract and retain executives and reward their skills and contributions to the day-to-day management of our Company.
Annual Performance-Based Bonuses	Motivate the attainment of annual Company and division, financial, operational, and strategic goals by paying bonuses determined by the achievement of specified performance targets with a performance period of one year.
Discretionary Bonuses	From time to time, the Company may award discretionary bonuses to compensate executives for special contributions or extraordinary circumstances or events.

Long-Term Compensation Elements	
Element	Role and Purpose
Performance Stock Units, Restricted Stock Units, and other Equity-Based Awards	Motivate the attainment of long-term value creation, align executive interests with the interests of our stockholders, create accountability for executives to achieve performance targets and enhance stockholder value, and promote long-term retention through the use of multi-year vesting equity awards.
Change of Control Benefits	Promote long-term retention and align the interests of executives with stockholders by providing for no mandatory acceleration of equity vesting in the event of a change in control transaction.
Severance Benefits	We adopted an Executive Severance Plan that provides severance protection in the form of continued base salary, COBRA premiums, and a pro-rated performance bonus in the event of a termination of employment without cause or for good reason for individual NEOs, as described below. The severance benefit is enhanced if the termination is within 24 months following a change in control transaction.

Benefits	
Element	Role and Purpose
Employee Benefit Plans and Perquisites	Participation in Company-wide health and retirement benefit programs provide financial security and additional compensation commensurate with senior executive level duties and responsibilities.

Process

ROLE OF THE COMPENSATION COMMITTEE AND MANAGEMENT

Our Compensation Committee meets at least quarterly to review and consider base salary and any proposed adjustments, prior year annual performance bonus results and targets for the current year, and any long-term incentive awards. Our Compensation Committee also reviews the compensation package for all new executive officer hires.

The key member of management involved in the compensation process is our Chief Executive Officer (“CEO”), which was Jon Michael Adinolfi in substantially all of 2025. Our CEO presents recommendations for each element of compensation for each NEO, other than himself, to our Compensation Committee, which in turn evaluates these goals and either approves or appropriately revises and approves them. On an annual basis, a comprehensive report is provided by the CEO to our Compensation Committee on all of our compensation programs.

DETERMINATION OF CEO COMPENSATION

Our Compensation Committee determines and approves the level of each element of compensation for our CEO. Consistent with its determination process for other NEOs, our Compensation Committee considers a variety of factors when determining compensation for our CEO, including past corporate and individual performance, compensation information from our peer group, input from our compensation consultant, and general market survey data for similar size companies.

ASSESSMENT OF MARKET DATA AND ENGAGEMENT OF COMPENSATION CONSULTANTS

In establishing the compensation for each of our NEOs, our Compensation Committee considers information about the compensation practices of companies both within and outside our industry and geographic region, and considers evolving compensation trends and practices generally. Our Compensation Committee reviews market data provided by our compensation consultant. Our Compensation Committee may review such survey data for market trends and developments, and utilize such data as one factor when making its annual compensation determinations.

Pearl Meyer & Partners, LLC (“Pearl Meyer”) had been engaged since 2021 as an independent executive compensation consultant to advise on the executive and director compensation programs of Hillman, and served in that role through the end of 2025.

The Compensation Committee conducted an RFP process to select a new compensation consultant for 2026. On November 6, 2025, the Compensation Committee engaged Meridian Compensation Partners (“Meridian”) to serve as an independent executive compensation consultant to advise on the executive and director compensation programs of Hillman for 2026. As a result, Pearl Meyer is no longer engaged as our Compensation Consultant for 2026 or beyond. We anticipate that we will continue to use an executive compensation consultant going forward.

In reaching the conclusion that Meridian is independent, the Compensation Committee considered the compensation consultant independence factors set forth in Rule 10C-1(b)(4) of the Securities Exchange Act of 1934, as amended.

ROLE OF COMPENSATION CONSULTANT

Pearl Meyer, our independent compensation consultant in 2025, provided research, market data, survey, proxy information, and design expertise in developing executive and director compensation programs. As requested by the Compensation Committee, Pearl Meyer provided the Compensation Committee with market data from proprietary databases and publicly available information to consider when making compensation decisions for the NEOs. Pearl Meyer also provided similar input to support compensation recommendations and decisions made for Company executives who are not NEOs.

Pearl Meyer regularly attended Compensation Committee meetings in fiscal 2025 and advised the Compensation Committee on principal aspects of executive compensation, including the competitiveness of individual executive pay levels and short- and long-term incentive designs. Pearl Meyer also provided advice with respect to the non-employee director compensation program. Pearl Meyer is engaged by and reports directly to the Compensation Committee. In reaching the conclusion that Pearl Meyer is independent, the Compensation Committee considered the compensation consultant independence factors set forth in Rule 10C-1(b)(4) of the Securities Exchange Act of 1934, as amended.

DEVELOPMENT AND USE OF PEER GROUP

Based on Pearl Meyer’s recommendation, the Compensation Committee adopted a peer group of publicly traded industrial and consumer discretionary companies with similar revenues and market cap to determine competitive pay levels for input into the Compensation Committee’s decision-making process. For 2025, we used the following peer group (the “Peer Group”):

Allegion plc	JELD-WEN Holding, Inc.	Simpson Manufacturing Co., Inc.
American Woodmark Corporation	Leslie’s, Inc.	SiteOne Landscape Supply, Inc.
Armstrong World Industries, Inc.	Lumber Liquidators Holdings, Inc.	Spectrum Brands Holdings, Inc.
Dorman Products, Inc.	Masonite International Corporation	The AZEK Company Inc.
Floor & Decor Holdings, Inc	Pool Corporation	Trex Company, Inc.
Gibraltar Industries, Inc.	Richelieu Hardware Ltd.	YETI Holdings, Inc.
Griffon Corporation		

As of the date on which the 2025 Peer Group was evaluated for purposes of providing input with respect to fiscal 2025 compensation, Hillman had the following financial characteristics compared to our 2025 Peer Group:

- Our net sales were at the 33rd percentile; and
- Our market capitalization was at the 22nd percentile.

The Compensation Committee made no changes to the 2025 Peer Group compared to the 2024 Peer Group, with the exception that PGT Innovations Inc. was acquired in 2024 and was removed from the Peer Group as a result of the acquisition.

The Compensation Committee has not set a range or percentile relative to its Peer Group for determining the compensation of our NEOs and other executive officers. Rather, the Peer Group is reviewed as one of many factors by our Compensation Committee.

Short-Term Compensation Elements

BASE SALARY

We believe that executive base salaries are an essential element to attract and retain talented and qualified executives. Base salaries are designed to provide financial security and a minimum level of fixed compensation for services rendered to the Company. Base salary adjustments may reflect an individual's performance, experience, cost of living adjustments, and/or changes in job responsibilities. We also consider the other compensation we provide to our NEOs, such as the grant date value of recently granted equity awards, when determining base salary.

The rate of annual base salary for each NEO as of the last day of the applicable fiscal year is set forth below.

Name	2025 Base Salary (\$)	2024 Base Salary (\$)	Percent Change (%)
Jon Michael Adinolfi	700,000	500,000	40 %
Douglas J. Cahill	800,000	800,000	— %
Robert O. Kraft	500,000	500,000	— %
Robert D. Davis ⁽¹⁾	400,000	N/A	N/A
Brett A. Hillman ⁽¹⁾	325,000	N/A	N/A
Amanda M. Kitzberger ⁽¹⁾	350,000	N/A	N/A
Scott C. Ride ⁽²⁾	323,626	306,969	5 %

(1) Mr. Davis, Mr. Hillman and Ms. Kitzberger were not NEOs for Fiscal 2024.

(2) Mr. Ride is based in Canada and paid in Canadian dollars. His base salaries were converted to U.S. dollars for disclosure purposes using the following rates: 1.3674 effective December 27, 2025, 1.4416 effective December 28, 2024, and 1.3226 effective December 30, 2023. His base salary was not increased in Fiscal 2025, and the increase shown above is solely due to changes in the exchange rate.

In connection with our CEO Transition effective for fiscal year 2025, Mr. Adinolfi's annual base salary was increased to \$700,000, and Mr. Cahill's annual base salary remained at \$800,000 for 2025.

The increase, if any, in base salary for each NEO for a fiscal year reflects each individual's particular skills, responsibilities, experience, and prior year performance. The fiscal year 2025 base salary amounts were determined as part of the total compensation paid to each NEO and were not considered, by themselves, as fully compensating the NEOs for their service to the Company.

ANNUAL PERFORMANCE-BASED BONUSES

Each NEO is eligible to receive an annual cash bonus under the terms of a performance-based bonus plan. Each NEO's bonus opportunity specifies an annual target, threshold, and maximum bonus as a percentage of the NEO's annual base salary, which percentages may be adjusted for any particular year in the discretion of our Board. The specific performance criteria and performance goals are established and approved annually by our Compensation Committee in consultation with our CEO (other than with respect to himself). The performance targets are communicated to the NEOs following formal approval by our Compensation Committee, which normally occurs in the first quarter of our fiscal year.

The table below shows the target bonus and threshold and maximum bonuses as a percentage of base salary for each NEO for 2025. Generally, the higher the level of responsibility of the NEO within the Company, the greater the percentages of base salary applied for that individual's target and maximum bonus compensation.

2025 Threshold, Target and Maximum Bonus

Name	2025 Threshold Bonus as a Percentage of Base Salary (%)	2025 Target Bonus as Percentage of Base Salary (%)	2025 Maximum Bonus as Percentage of Base Salary (%)
Jon Michael Adinolfi	50%	100%	200%
Douglas J. Cahill	50%	100%	200%
Robert O. Kraft	37.5%	75%	150%
Robert D. Davis	25%	50%	100%
Brett A. Hillman	25%	50%	100%
Amanda M. Kitzberger	25%	50%	100%
Scott C. Ride	25%	50%	100%

In connection with our CEO Transition effective for fiscal year 2025, Mr. Adinolfi's target bonus opportunity increased to 100% of base salary, and Mr. Cahill's target bonus opportunity will remain 100% of base salary.

The table below shows the performance criteria for fiscal year 2025 selected for each NEO and the relative weight of total target bonus assigned to each component.

2025 Performance Criteria and Relative Weight

Name	Adjusted EBITDA (%)	Adjusted Leverage Ratio (%)	Net Sales (%)
Jon Michael Adinolfi	60%	20%	20%
Douglas J. Cahill	60%	20%	20%
Robert O. Kraft	60%	20%	20%
Robert D. Davis	60%	20%	20%
Brett A. Hillman	60%	20%	20%
Amanda M. Kitzberger	60%	20%	20%
Scott C. Ride	60%	20%	20%

For 2025, the bonus criteria for all NEOs included three Company performance goals measured by (1) our Adjusted EBITDA for the year ended December 27, 2025, which is our consolidated earnings before interest, taxes, depreciation, and amortization, as adjusted for non-recurring charges as shown under the header “Adjusted EBITDA” (“Adjusted EBITDA”), (2) our adjusted leverage ratio, which is ratio of (a) overall indebtedness less cash as of year ended December 27, 2025; to (b) Adjusted EBITDA during the year ended December 27, 2025 (“Adjusted Leverage Ratio”), and (3) our Net Sales for the year ended December 27, 2025.

For any bonus to be awarded, the Adjusted EBITDA target must meet the threshold. Once the Adjusted EBITDA threshold is met, the final payout is dependent on the achievement of all metrics and their respective targets. Achievement at levels between threshold and maximum will result in payments on a sliding scale.

Adjusted EBITDA and Adjusted Leverage Ratio are non-GAAP measures. Please refer to Appendix A for additional information, including our definitions and use of Adjusted EBITDA and Adjusted Leverage Ratio, and for a reconciliation of those measures to the most directly comparable financial measures under GAAP.

The threshold, target, and maximum amounts and payout levels of each of the Adjusted EBITDA, Adjusted Leverage Ratio, and Net Sales targets that determine the annual bonus payouts to each of the NEOs are as follows (amounts in thousands):

Metric	Threshold	Target	Maximum
Adjusted EBITDA ⁽¹⁾	\$250,400	\$265,000	\$280,000
Payout	50%	100%	200%

Metric	Threshold	Target	Maximum
Adjusted Leverage Ratio ⁽¹⁾	2.7	2.3	2.0
Payout	50%	100%	200%

Metric	Threshold	Target	Maximum
Net Sales	\$1,472,600	\$1,535,000	\$1,600,000
Payout	50%	100%	200%

- (1) Non-GAAP metric, see Appendix A to this proxy statement for additional information, including our definitions, use of, and for a reconciliation of those measures to the most directly comparable financial measures under GAAP.

The level of performance actually reported and the deemed achievement after adjustment by our Compensation Committee for the fiscal year ended December 27, 2025 in each of the above categories was as follows (dollar amounts in thousands):

Metric	Target	Actual Reported	Actual Achievement to Target	Resulting Payout Factor (%)
Adjusted EBITDA ⁽¹⁾	\$265,000	\$275,317	103.9%	168.8%
Adjusted Leverage Ratio ⁽¹⁾	2.3	2.4	95.0%	84.9%
Net Sales	1,535,000	1,552,200	101.1%	126.5%

- (1) Non-GAAP metric, see Appendix A to this proxy statement for additional information, including our definitions, use of, and for a reconciliation of those measures to the most directly comparable financial measures under GAAP.

The annual performance based bonus paid to each of our NEOs for the year ended December 27, 2025 was as follows:

Name	2025 Target Bonus (\$)	Plan Based Bonus Calculation (\$)	% of Target Bonus	Discretionary Adjustments	Bonus Actually Paid	% of Target Bonus
Jon Michael Adinolfi	700,000	1,004,500	143.5%	—	1,004,500	143.5%
Douglas J. Cahill	800,000	1,148,000	143.5%	—	1,148,000	143.5%
Robert O. Kraft	375,000	538,125	143.5%	—	538,125	143.5%
Robert D. Davis	200,000	287,000	143.5%	63,000	350,000	175.0%
Brett A. Hillman	162,500	233,188	143.5%	10,563	243,751	150.0%
Amanda M. Kitzberger	173,623	249,149	143.5%	—	249,149	143.5%
Scott C. Ride ⁽¹⁾	161,813	121,360	75.0%	—	121,360	75.0%

- (1) Mr. Ride is based in Canada and paid in Canadian dollars. Mr. Ride's employment with the Company ended on September 29, 2025. Under the terms of Mr. Ride's severance agreement, he was entitled to his 2025 bonus, payable at target, and prorated for the portion of 2025 that he was employed. The amount above reflects the amount paid per his severance agreement, and is stated in U.S. dollars for disclosure using the 1.3674 exchange rate effective December 27, 2025.

The Compensation Committee exercised its discretion to increase Mr. Davis's bonus for 2025 to reflect a payout of 175% of his bonus target due to his continued excellent leadership of our Global Supply chain team and navigation of the tariff environment in 2025. The Compensation Committee exercised its discretion to increase Mr. Hillman's bonus for 2025 to reflect a payout of 150% of his bonus target due to his leadership in navigating the tariff environment in 2025 and working with customers on pricing actions in response to the tariffs.

Long-Term Compensation Elements

Upon becoming a public company on July 14, 2021, the Company established the 2021 Equity Incentive Plan. Under the 2021 Equity Incentive Plan, as amended (the "2021 Equity Incentive Plan"), the maximum number of shares of Stock that may be delivered in satisfaction of Awards under the Plan as of the Effective Date is (i) 10,950,814 shares, plus (ii) the number of shares of Stock underlying awards under the 2014 Equity Incentive Plan that on or after July 14, 2021 expire or become unexercisable, or are forfeited, cancelled, or otherwise terminated, in each case, without delivery of shares or cash therefor, and would have become available again for grant under the 2014 Equity Incentive Plan in accordance with its terms (not to exceed 14,523,510 shares of Stock in the aggregate) (the "Share Pool"). All grants made after becoming a public company on July 14, 2021 and going forward will be made from the 2021 Equity Incentive Plan.

Our equity incentive plans are designed to align the interests of our stockholders and executive officers by increasing the proprietary interest of our executive officers in our growth and success to advance our interests by attracting and retaining key employees, and motivating such executives to act in our long-term best interests. We grant equity awards to promote the success and enhance the value of the Company by providing participants with an incentive for outstanding performance. Equity-based awards also provide the Company with the flexibility to motivate, attract, and retain the services of employees upon whose judgment, interest, and special effort the successful conduct of our operation is largely dependent.

For fiscal 2025, the Compensation Committee determined to grant performance stock units, using return on invested capital ("ROIC") as the performance metric, to our named executive officers instead of granting stock options. For fiscal 2025, the equity awards granted to our named executive officers were 50% performance stock units and 50% restricted stock units.

PERFORMANCE STOCK UNITS

The Committee grants performance stock units ("PSUs") that are earned based on multi-year ROIC performance to align executive compensation with disciplined capital allocation and long-term value creation. ROIC-based PSUs vest only when the Company achieves pre-established performance levels, reinforcing the Company's pay-for-performance philosophy and focus on sustainable returns above the cost of capital.

The PSUs are based on the average ROIC of each of the three years in the performance period. The average of each of the three-years in the performance period is compared to a target, then used to calculate the final payout percentages, ensuring a continued focus on a three-year performance cycle. Shares will be received following the end of the three-year performance period solely if and to the extent the performance measures are met.

Information with respect to performance targets for the ROIC metric during the pendency of the performance period is not considered material to an understanding of our compensation arrangements and is not addressed in this discussion because it represents confidential business or financial information that we do not otherwise disclose to the public. Disclosing this information could cause significant competitive harm to the Company. We believe our performance target for the ROIC metric was set at an appropriate level at the beginning of the performance period to be challenging, but sufficiently realistic to motivate the performance of our executive officers. We will disclose information with respect to the ROIC threshold, target and maximum payout opportunities, and the actual number of shares awarded, in our executive compensation disclosures with the SEC in the year following conclusion of the performance period.

The Fiscal 2025-2027 PSU awards granted in March 2025 provide for the issuance of shares of our common stock at the end of a three-year period based on the achievement of average ROIC for each year in that period, as follows:

Fiscal 2025-2027 PSUs	Threshold	Target	Maximum
Percent of Target Payout	50%	100%	200%

For results between the threshold, target and maximum levels, the number of shares will be determined by interpolation. There will be no payout for results below the threshold level. ROIC for each year in the performance period is defined as (a) operating profit, less tax and less amortization from the CCMP acquisition of Hillman; divided by (b) average invested capital for year (equal to the sum of indebtedness, plus stockholders equity, minus legacy goodwill and intangible assets, net of amortization, from the CCMP acquisition of Hillman). The Compensation Committee has discretion to make adjustments for changes in accounting rules or tax laws, changes in our business or capital structure, business acquisitions or dispositions, and any other extraordinary events not contemplated by the Compensation Committee at the time the awards were issued.

The PSUs granted to employees for service generally vest after three years, subject to continued employment and achievement of the applicable performance level. In the year ended December 27, 2025, we granted 225,129 PSU's to NEOs under the 2021 Equity Incentive Plan. See the Grants of Plan-Based Awards in Fiscal Year 2025 table below for details of the grant for each NEO.

RESTRICTED STOCK UNITS

The RSUs vest in equal installments on each of the first three anniversaries of the grant date, subject to the grantee's continued employment on such vesting date. In the year ended December 27, 2025, we granted 371,725 RSUs to NEOs under the 2021 Equity Incentive Plan. See the Grants of Plan-Based Awards in Fiscal Year 2025 table below for details of the grant for each NEO.

Severance and Change in Control Benefits

On November 2, 2023, the Board of Directors of the Company adopted the Hillman Solutions Corp. Executive Severance Plan (the "Severance Plan"). The primary purpose of the Severance Plan is to standardize and clarify the severance arrangements of our named executive officers (other than Mr. Ride) and the related terms and conditions.

Each of our named executive officers, other than Mr. Ride, participate in the Plan. As a condition to participating in the Severance Plan, each of our named executive officers (other than Mr. Ride) agreed to terminate their employment agreements, if any, with the Company effective November 2, 2023.

Executives covered by the Severance Plan will generally be eligible to receive severance benefits in the event of a termination by the Company without "cause" or by the executive for "good reason" (each as defined in the Severance Plan). The severance benefit is enhanced if the termination is within 24 months following a change in control transaction.

In 2025, Mr. Ride entered into a separation agreement with the Company in connection with the termination by the Company of his employment without cause. His separation agreement is described in more detail below under ["Potential Payments Upon Termination or Change in Control—Separation Agreement with Mr. Ride"](#).

The severance payments and equity vesting benefits payable both in the event of, and independently from, a change in control are in amounts that we have determined are necessary to remain competitive in the marketplace for executive talent. See "Potential Payments Upon Termination or Change in Control" for additional information.

Employee Benefit Plans and Perquisites

Executives are eligible to participate in the same health and benefit plans generally available to all full-time employees, including health, dental, vision, term life, disability insurance, and supplemental long term disability insurance. In addition, the NEOs are eligible to participate in Hillman's Defined Contribution Plan (401(k) Plan), described below.

DEFINED CONTRIBUTION PLANS

Our NEOs and most other full-time U.S. employees are covered under a 401(k) retirement savings plan (the “Defined Contribution Plan”) which permits employees to make tax-deferred contributions and provides for a matching contribution of 50% of each dollar contributed by the employee up to 6% of the employee’s compensation. In addition, the Defined Contribution Plan allows for a discretionary annual contribution in amounts authorized by our Board, subject to the terms and conditions of the plan.

NONQUALIFIED DEFERRED COMPENSATION PLAN

Prior to 2022, our NEOs and certain other employees were eligible to participate in the Hillman Nonqualified Deferred Compensation Plan (the “Deferred Compensation Plan”). The Deferred Compensation Plan was frozen at the end of fiscal 2021 such that the Deferred Compensation Plan does not allow new contributions. The Deferred Compensation Plan allowed eligible employees to defer up to 25% of salary and commissions and up to 100% of bonuses. Prior to 2021, the Company contributed a matching contribution of 25% on the first \$10,000 of employee deferrals, subject to a five-year vesting schedule.

PERQUISITES

Our NEOs receive a car allowance from the Company of \$700 per month in the case of Mr. Adinolfi, Mr. Cahill, Mr. Kraft, Mr. Davis, Mr. Hillman, and Ms. Kitzberger.

STOCK OWNERSHIP GUIDELINES

The Board adopted stock ownership guidelines applicable to our executive officers, and our non-employee directors.

The stock ownership guidelines for executive officers are determined as holdings of the Company’s common stock, expressed as a multiple of the officer’s base salary, as set forth below:

Position / Title	Multiple of Executive’s Base Salary
Chief Executive Officer and Executive Chairman	5x
Chief Financial Officer	3x
Divisional Presidents	2x
Other Executive Officers	1x

Non-employee directors are required to hold shares of the Company’s common stock with a value equal to three (3) times the amount of the annual cash retainer paid to outside directors for service on the Board (excluding additional chair of the Board, committee and committee chair retainers, if any). Further detail on non-employee director compensation can be found in the section entitled “Compensatory Arrangements for Directors” below.

Executive officers and non-employee directors are required to achieve the applicable level of ownership within five (5) years from the later of (a) July 14, 2021, which is the date the guidelines were originally adopted, or (b) the date the person was initially designated to the applicable executive officer position or director, as applicable, of the Company.

Compensation Committee Report

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

Respectfully submitted,

The Compensation Committee

Aaron Jagdfeld (Chairman)

Diana Dowling

Diane Honda

Summary Compensation Table

The following table sets forth compensation of our named executive officers, or NEOs, earned during the years ended December 27, 2025, December 28, 2024, and December 30, 2023.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$) ⁽⁴⁾	Compensation - All Other (\$) ⁽⁵⁾	Total (\$)
Jon Michael Adinolfi CEO	2025	692,308	—	2,000,000	—	1,004,500	19,423	3,716,231
	2024	500,000	—	374,995	374,997	480,900	18,811	1,749,703
	2023	446,154	—	2,874,993	374,996	267,192	43,023	4,006,358
Douglas J. Cahill Executive Chairman	2025	800,000	—	1,399,992	—	1,148,000	25,375	3,373,367
	2024	800,000	—	1,124,994	1,124,999	1,282,400	18,837	4,351,230
	2023	746,154	—	1,067,493	1,067,500	742,201	19,537	3,642,885
Robert O. Kraft CFO and Treasurer	2025	500,000	—	750,000	—	538,125	25,052	1,813,177
	2024	500,000	—	1,874,988	374,997	480,900	20,425	3,251,310
	2023	454,231	—	374,996	374,999	271,645	18,826	1,494,697
Robert D. Davis ⁽⁶⁾ EVP, Global Supply Chain	2025	400,000	63,000	399,992	—	287,000	23,084	1,173,076
Brett A. Hillman ⁽⁶⁾ EVP, Sales	2025	325,000	10,563	399,992	—	233,187	17,004	985,746
Amanda M. Kitzberger ⁽⁶⁾ Chief Legal Officer	2025	346,539	—	349,998	—	249,149	19,066	964,752
Scott C. Ride ⁽⁷⁾⁽⁸⁾ President, Hillman Canada	2025	385,862	—	877,778	212,568	121,360	693,021	2,290,589
	2024	306,969	22,562	249,997	—	246,334	34,326	860,188
	2023	304,626	—	200,000	199,999	152,135	40,326	897,086

- (1) These discretionary bonuses are presented in the table in the year in which the bonuses were earned. Amounts for 2025 reflect discretionary adjustments to the performance-based bonus amounts. See “Compensation Discussion and Analysis—Short-Term Compensation Elements—Annual Performance-Based Bonuses” above, for additional information.
- (2) The amount included in the “Stock Awards” column represents the grant date fair value of performance stock units and restricted stock units calculated in accordance with FASB ASC Topic 718. See Note 11 - Stock-Based Compensation to the Consolidated Financial Statements included in our Form 10-K for the fiscal year ended December 27, 2025 for additional details.
- (3) The amount included in the “Option Awards” column represents the grant date fair value of options calculated in accordance with FASB ASC Topic 718. See Note 11 - Stock-Based Compensation to the Consolidated Financial Statements included in our Form 10-K for the fiscal year ended December 27, 2025 for additional details.
- (4) Represents earned bonuses for services rendered in each year and paid in the subsequent year based on achievement of performance goals under the performance-based bonus arrangements. See “Compensation Discussion and Analysis—Short-Term Compensation Elements—Annual Performance-Based Bonuses” above, for additional information.

- (5) The amounts in this column for 2025 consist of matching contributions to the Hillman 401(k) plan (or Canadian Deferred Profit Sharing Plan in the case of Mr. Ride), car allowance or personal use of a company car, relocation / moving expenses, premiums for group term life insurance, or other miscellaneous. These amounts are detailed below:

Name	401(k) Matching Contribution (\$)	Car Allowance / Pers. Use Company Car (\$)	Relocation / Moving (\$)	Premium for Group Term Life Ins. (\$)	Separation Payments (\$)	Total Other Comp. (\$)
Jon Michael Adinolfi	10,213	8,400	—	810	—	19,423
Douglas J. Cahill	10,104	8,400	—	6,871	—	25,375
Robert O. Kraft	14,330	8,400	—	2,322	—	25,052
Robert D. Davis	9,658	8,077	—	5,349	—	23,084
Brett A. Hillman	8,107	8,400	—	497	—	17,004
Amanda M. Kitzberger	10,299	8,400	—	367	—	19,066
Scott C. Ride	12,363	25,156	—	—	655,502	693,021

- (6) Mr. Davis, Mr. Hillman and Ms. Kitzberger were not NEOs for Fiscal 2023 or 2024.
- (7) Mr. Ride is based in Canada and paid in Canadian dollars. His compensation was converted to U.S. dollars for disclosure using the following rates: 1.3674 effective December 27, 2025, 1.4416 effective December 28, 2024, and 1.3226 effective December 30, 2023.
- (8) Mr. Ride served as President, Hillman Canada until September 29, 2025. In connection with his termination of employment by the Company without cause, Mr. Ride entered into a separation agreement with the Company, as described in more detail below under [“Potential Payments Upon Termination or Change in Control—Separation Agreement with Mr. Ride”](#). Under the terms of the separation agreement, the vesting of certain previously granted stock options was accelerated and certain previously granted restricted stock units were modified so that they were no longer subject to risk of forfeiture. The incremental fair values of the restricted stock units and stock options resulting from these modifications are included in the “Stock Awards” and “Option Awards” columns, respectively, as further described in the table below:

Type of Award	Number of Shares Subject to Modification (#)	Incremental Fair Value Due to Modification (\$)
Restricted Stock Units	48,237	469,828
Stock Options	120,419	212,568

In accordance with SEC rules, the fair value of certain of the fiscal 2025 equity awards forfeited by Mr. Ride is reflected in the Summary Compensation Table, notwithstanding their forfeiture. Accordingly, the value of his equity compensation reflected in the Summary Compensation Table is greater than the value he received.

Grants of Plan-Based Awards in Fiscal Year 2025

The following table summarizes the plan-based incentive awards granted to NEOs in 2025:

Name	Grant Date ⁽¹⁾	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽²⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽³⁾			All Other Stock Awards: Number of Shares or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price of Option Awards (\$)	Grant Date Fair Value of Stock and Option Awards ⁽⁴⁾
		Minimum (\$)	Target (\$)	Maximum (\$)	Minimum (#)	Target (#)	Maximum (#)				
Jon Michael Adinolfi											
Performance Bonus Plan	2/27/2025	350,000	700,000	1,400,000	—	—	—	—	—	—	—
PSU Grant	3/7/2025	—	—	—	52,356	104,712	209,424	—	—	—	1,000,000
RSU Grant	3/7/2025	—	—	—	—	—	—	104,712	—	—	1,000,000
Douglas J. Cahill											
Performance Bonus Plan	2/27/2025	400,000	800,000	1,600,000	—	—	—	—	—	—	—
RSU Grant	3/7/2025	—	—	—	—	—	—	146,596	—	—	1,399,992
Robert O. Kraft											
Performance Bonus Plan	2/27/2025	187,500	375,000	750,000	—	—	—	—	—	—	—
PSU Grant	3/7/2025	—	—	—	19,634	39,267	78,534	—	—	—	375,000
RSU Grant	3/7/2025	—	—	—	—	—	—	39,267	—	—	375,000
Robert D. Davis											
Performance Bonus Plan	2/27/2025	100,000	200,000	400,000	—	—	—	—	—	—	—
PSU Grant	3/7/2025	—	—	—	10,471	20,942	41,884	—	—	—	199,996
RSU Grant	3/7/2025	—	—	—	—	—	—	20,942	—	—	199,996
Brett A. Hillman											
Performance Bonus Plan	2/27/2025	81,250	162,500	325,000	—	—	—	—	—	—	—
PSU Grant	3/7/2025	—	—	—	10,471	20,942	41,884	—	—	—	199,996
RSU Grant	3/7/2025	—	—	—	—	—	—	20,942	—	—	199,996
Amanda M. Kitzberger											
Performance Bonus Plan	2/27/2025	86,812	173,623	347,246	—	—	—	—	—	—	—
PSU Grant	3/7/2025	—	—	—	9,162	18,324	36,648	—	—	—	174,994
RSU Grant	3/7/2025	—	—	—	—	—	—	18,324	—	—	174,994

Scott C. Ride ⁽⁵⁾

Performance Bonus Plan	2/27/2025	110,936	221,871	443,742	—	—	—	—	—	—	—
PSU Grant	3/7/2025	—	—	—	10,471	20,942	41,884	—	—	—	203,975
RSU Grant	3/7/2025	—	—	—	—	—	—	20,942	—	—	203,975
Modified Awards ⁽⁶⁾	9/29/2025	—	—	—	—	—	—	48,237	120,419	—	682,396

- (1) All PSU, RSU, and Option awards were granted under the 2021 Equity Incentive Plan.
- (2) Reflects the 2025 performance-based bonus awards that each NEO was eligible to receive pursuant to the Company's 2025 performance bonus plan. The award opportunities presented in the table represent the potential payout range based on percentages of base salary at threshold, target, and maximum levels of corporate performance. See the description of Annual Performance Bonus in the Compensation Discussion and Analysis for a description of the specific performance components and more detail regarding the determination of actual 2025 performance-based bonus payments.
- (3) Reflects the 2025 PSU awards granted to each NEO. The award opportunities presented in the table represent the potential payout range based on performance achievement at threshold, target, and maximum levels. See the description of PSUs in the Compensation Discussion and Analysis for a description of the performance metric(s).
- (4) The amount included in this column represents the grant date fair value of performance stock units and restricted stock units calculated in accordance with FASB ASC Topic 718. See Note 13 - Stock Based Compensation to the Consolidated Financial Statements included in our Form 10-K for the fiscal year ended December 27, 2025 for additional details. Restricted stock units granted in 2025 vest in equal installments upon each of the first three anniversaries of the grant date. Performance stock units granted in 2025 vest on the third anniversary of the date of grant, in all cases subject to the continued employment of the NEO on the applicable vesting date and achievement of the applicable level of performance metric.
- (5) Mr. Ride served as President, Hillman Canada until September 29, 2025. In connection with his termination of employment by the Company without cause, Mr. Ride entered into a separation agreement with the Company, as described in more detail below under "[Potential Payments Upon Termination or Change in Control—Separation Agreement with Mr. Ride](#)". In accordance with SEC rules, the fair value of certain of the fiscal 2025 equity awards forfeited by Mr. Ride is reflected in the Grants of Plan Based Awards Table, notwithstanding their forfeiture. Accordingly, the value of his equity compensation reflected in the Grants of Plan Based Awards Table is greater than the value he received.
- (6) Amounts for Mr. Ride represent the incremental fair value of certain restricted stock and stock option awards resulting from award modifications pursuant to the terms of his severance agreement terms, as discussed in more detail under "[Potential Payments Upon Termination or Change in Control—Separation Agreement with Mr. Ride](#)"

Outstanding Equity Awards at 2025 Fiscal Year-End

The following table sets forth the number of unexercised options and unvested shares of restricted stock held by the NEOs at December 27, 2025.

Name	Grant Date	Option Awards ⁽¹⁾					Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Unearned Option (#)	Option Exercise Price (\$)	Option Expiration Date	Number of shares or units (#) of stock that have not vested ⁽²⁾	Market value of shares or units (\$) of stock that have not vested ⁽²⁾	Equity incentive plan awards: number of unearned shares, units (#) or other rights that have not vested ⁽³⁾	Equity incentive plan awards: market or payout value of unearned shares, units (\$) or other rights that have not vested ⁽³⁾
Jon Michael Adinolfi	7/15/2019	197,790	—	—	8.50	7/15/2029	—	—	—	—
	7/30/2020	218,393	—	—	7.89	7/20/2030	—	—	—	—
	1/22/2021	146,475	—	—	10.00	1/22/2031	—	—	—	—
	1/11/2022	51,306	17,103	—	9.94	1/10/2032	—	—	—	—
	3/7/2023	40,147	40,148	—	8.77	3/7/2033	—	—	—	—
	6/7/2023	10,441	10,441	—	8.59	6/7/2033	—	—	—	—
	3/7/2024	20,616	61,848	—	9.83	3/7/2034	—	—	—	—
	3/7/2023	—	—	—	—	—	34,207	310,942	—	—
	6/7/2023	—	—	—	—	—	291,036	2,645,517	—	—
	6/7/2023	—	—	—	—	—	8,731	79,365	—	—
	3/7/2024	—	—	—	—	—	38,148	346,765	—	—
	3/7/2025	—	—	—	—	—	104,712	951,832	209,424	1,903,664

		Option Awards ⁽¹⁾					Stock Awards				
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Option (#)	Option Exercise Price (\$)	Option Expiration Date	Number of shares or units (#) of stock that have not vested ⁽²⁾	Market value of shares or units (\$) of stock that have not vested ⁽²⁾	Equity incentive plan awards: number of unearned shares, units (#) or other rights that have not vested ⁽³⁾	Equity incentive plan awards: market or payout value of unearned shares, units (\$) or other rights that have not vested ⁽³⁾	
Douglas J. Cahill	7/29/2019	5,494,126	—	—	8.50	7/29/2029	—	—	—	—	
	1/22/2021	544,583	—	—	10.00	1/22/2031	—	—	—	—	
	1/11/2022	205,229	68,410	—	9.94	1/10/2032	—	—	—	—	
	3/7/2023	142,859	142,859	—	8.77	3/7/2033	—	—	—	—	
	3/7/2024	61,848	185,546	—	9.83	3/7/2034	—	—	—	—	
	3/7/2023	—	—	—	—	—	121,721	1,106,444	—	—	
	3/7/2024	—	—	—	—	—	114,445	1,040,305	—	—	
	3/7/2025	—	—	—	—	—	146,596	1,332,558	—	—	
Robert O. Kraft	11/1/2017	247,238	—	247,238	6.07	11/1/2027	—	—	—	—	
	8/30/2018	103,015	—	103,015	7.29	8/30/2028	—	—	—	—	
	7/30/2020	319,761	—	—	7.89	7/30/2030	—	—	—	—	
	1/22/2021	178,561	—	—	10.00	1/22/2031	—	—	—	—	
	1/11/2022	68,409	22,804	—	9.94	1/10/2032	—	—	—	—	
	3/7/2023	50,184	50,184	—	8.77	3/7/2033	—	—	—	—	
	3/7/2024	20,616	61,848	—	9.83	3/7/2034	—	—	—	—	
	3/7/2023	—	—	—	—	—	42,759	388,679	—	—	
	3/7/2024	—	—	—	—	—	38,148	346,765	—	—	
	9/7/2024	—	—	—	—	—	157,894	1,435,256	—	—	
	3/7/2025	—	—	—	—	—	39,267	356,937	78,534	713,874	
Robert D. Davis	3/7/2025	—	—	—	—	—	20,942	190,363	41,884	380,726	

Option Awards ⁽¹⁾

Stock Awards

Name	Grant Date	Option Awards ⁽¹⁾			Stock Awards					
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Unearned Option (#)	Option Exercise Price (\$)	Option Expiration Date	Number of shares or units (#) of stock that have not vested ⁽²⁾	Market value of shares or units (\$) of stock that have not vested ⁽²⁾	Equity incentive plan awards: number of unearned shares, units (#) or other rights that have not vested ⁽³⁾	Equity incentive plan awards: market or payout value of unearned shares, units (\$) or other rights that have not vested ⁽³⁾
Brett A. Hillman	10/1/2017	—	—	9,065	6.07	10/1/2027	—	—	—	—
	11/7/2019	23,899	—	23,899	8.50	11/7/2029	—	—	—	—
	7/30/2020	44,576	—	—	7.89	7/30/2030	—	—	—	—
	3/7/2023	—	—	—	—	—	22,805	207,297	—	—
	3/7/2024	—	—	—	—	—	25,432	231,177	—	—
	3/7/2025	—	—	—	—	—	20,942	190,363	41,884	380,726

		Option Awards ⁽¹⁾					Stock Awards			
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Unearned Option (#)	Option Exercise Price (\$)	Option Expiration Date	Number of shares or units (#) of stock that have not vested ⁽²⁾	Market value of shares or units (\$) of stock that have not vested ⁽²⁾	Equity incentive plan awards: number of unearned shares, units (#) or other rights that have not vested ⁽³⁾	Equity incentive plan awards: market or payout value of unearned shares, units (\$) or other rights that have not vested ⁽³⁾
Amanda M. Kitzberger	1/1/2019	18,130	—	18,130	8.50	1/1/2029	—	—	—	—
	7/30/2020	8,241	—	—	7.89	7/30/2030	—	—	—	—
	1/11/2022	28,503	9,502	—	9.94	1/11/2032	—	—	—	—
	3/7/2023	19,404	19,405	—	8.77	3/7/2033	—	—	—	—
	3/7/2024	6,872	20,616	—	9.83	3/7/2034	—	—	—	—
	3/7/2023	—	—	—	—	—	16,533	150,285	—	—
	3/7/2024	—	—	—	—	—	12,716	115,588	—	—
	3/7/2025	—	—	—	—	—	18,324	166,565	36,648	333,130
Scott C. Ride	10/1/2017	—	—	72,523	6.07	10/1/2027	—	—	—	—
	7/30/2020	115,377	—	—	7.89	7/30/2030	—	—	—	—
	1/22/2021	82,413	—	—	10.00	1/22/2031	—	—	—	—
	1/11/2022	50,166	16,723	—	9.94	1/10/2032	—	—	—	—
	3/7/2023	26,765	26,765	—	8.77	3/7/2033	—	—	—	—
	3/7/2023	—	—	—	—	—	22,805	207,297	—	—
	3/7/2024	—	—	—	—	—	25,432	231,177	—	—
	3/7/2025	—	—	—	—	—	13,961	126,905	—	—

(1) All stock options reported in the table above with a grant date prior to July 14, 2021 are options to acquire common stock granted under the 2014 Equity Incentive Plan. For all options granted prior to 2021, pursuant to each NEO's stock option award agreement (other than options granted to Mr. Cahill in 2019 and options granted to Mr. Kraft and Mr. Ride in 2020), these options were divided into two equal vesting tranches. The first tranche is a time-based award which, beginning on the first anniversary of the grant date, vests 25% annually until fully vested on the fourth anniversary of the grant date, subject to the grantee's continued employment on each such vesting date.

The second tranche of each stock option granted prior to 2021 is performance-based. Subject to the grantee's continuous employment with the Company, 100% of the performance-based options will vest upon the Hillman stock achieving a 20-day volume weighted average price (VWAP) of \$12.50. Options granted to Mr. Cahill in 2019 and options granted to Mr. Kraft and Mr. Ride in 2020 do not contain the performance-based vesting criteria and vest solely on the time-based schedule described above.

All stock options reported in the table above with a grant date on or after July 14, 2021 are options to acquire common stock granted under the 2021 Equity Incentive Plan. These stock options are time-based awards which, beginning on the first anniversary of the grant date, vest 25% annually until fully vested on the fourth anniversary of the grant date, subject to the grantee's continued employment on each such vesting date.

- (2) Represents restricted stock units granted under the 2021 Equity Incentive Plan. Restricted stock unit grants prior to 2025 vest 100% on the third anniversary of the grant date, subject to the grantee's continued employment on the vesting date, except that Mr. Adinolfi's grant of 291,036 restricted stock units on June 7, 2023 and Mr. Kraft's grant of 157,894 restricted stock units on September 7, 2024 will each vest 50% on the third anniversary of the grant date, 25% on the fourth anniversary of the grant date, and 25% on the fifth anniversary of the grant date. Restricted stock unit grants in 2025 vest in equal installments on each of the first three anniversaries of the grant date, subject to the grantee's continued employment on the vesting date.
- (3) Represents performance stock units granted under the 2021 Equity Incentive Plan. Performance stock unit grants vest on the third anniversary of the date of grant, in all cases subject to the continued employment of the NEO on the applicable vesting date and achievement of the applicable level of performance metric. The actual number of shares that may be earned will range from 0% to 200% and are based on the performance metrics for the full performance period. The reported number of shares assumes achievement of the maximum level of performance for the PSUs granted in 2025, in accordance with SEC reporting rules.

Option Exercises and Stock Vested During Fiscal Year 2025

The table below sets forth the number of shares that were acquired upon the exercise of options and the vesting of RSUs during the year ended December 27, 2025.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized Upon Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Jon Michael Adinolfi	—	—	22,635	210,279
Douglas J. Cahill	—	—	90,543	841,144
Robert O. Kraft	—	—	30,181	183,673
Robert D. Davis	—	—	70,054	688,398
Brett A. Hillman	—	—	15,090	140,186
Amanda M. Kitzberger	—	—	12,575	116,822
Scott C. Ride	—	—	22,132	205,606

Nonqualified Deferred Compensation for Fiscal Year 2025

The Nonqualified Deferred Compensation Plan was frozen to new contributions starting in fiscal year 2022. As such, no NEO contributed to the Nonqualified Deferred Compensation Plan in fiscal year 2025.

Name	Executive Contributions (\$)	Company Matching Contributions (\$)	Aggregate Earnings (\$) ⁽¹⁾	Aggregate Withdrawal/ Distributions (\$)	Aggregate Balance at December 27, 2025 (\$) ⁽²⁾
Jon Michael Adinolfi	—	—	—	—	—
Douglas J. Cahill	—	—	—	—	—
Robert O. Kraft	—	—	10,931	—	73,083
Robert D. Davis	—	—	—	—	—
Brett A. Hillman	—	—	—	—	—
Amanda M. Kitzberger	—	—	—	—	—
Scott C. Ride	—	—	—	—	—

- (1) Earnings in the Deferred Compensation Plan were not required to be included in the Summary Compensation Table because the earnings were neither preferential nor above-market.
- (2) Amounts reported in this column for each NEO include amounts previously reported in the Company's Summary Compensation Table in previous years when earned if that officer's compensation was required to be disclosed in a previous year. Amounts previously reported in such years include previously earned, but deferred, salary and bonus and Company matching contributions. This total reflects the cumulative value of each NEO's deferrals, matching contributions, and investment experience.

The Nonqualified Deferred Compensation Plan was frozen to new contributions starting in fiscal year 2022. The Deferred Compensation Plan allowed eligible employees to defer up to 25% of salary and commissions and up to 100% of bonuses. A separate account is maintained for each participant in the Deferred Compensation Plan, reflecting hypothetical contributions, earnings, expenses, and gains or losses. The plan is "unfunded" for tax purposes — those are notional accounts and not held in trust. Prior to 2021, we contributed a matching contribution of 25% on the first \$10,000 of salary and bonus deferrals. Participants in the Deferred Compensation Plan can choose to invest amounts deferred and the matching Company contributions in a variety of mutual fund investments, consisting of bonds, stocks, and short-term investments as well as blended funds. The available investment choices are the same as the primary investment choices available under the Defined Contribution Plan. The account balances are thus subject to investment returns and will change over time depending on market performance. A participant is entitled to receive his or her account balance upon termination of employment or the date or dates selected by the participant on his or her enrollment forms. If a participant dies or experiences a total and permanent disability before terminating employment and before commencement of payments, the entire value of the participant's account shall be paid at the time selected by the participant in his or her enrollment forms.

Potential Payments Upon Termination or Change in Control

Severance Payments and Benefits under Executive Severance Plan

On November 2, 2023, the Board of Directors of the Company adopted the Hillman Solutions Corp. Executive Severance Plan (the "Severance Plan"). The primary purpose of the Severance Plan is to standardize and clarify the severance arrangements of our named executive officers (other than Mr. Ride) and the related terms and conditions.

Each of our named executive officers, other than Mr. Ride, participate in the Plan. As a condition to participating in the Severance Plan, each of our named executive officers (other than Mr. Ride) agreed to terminate their employment agreements, if any, with the Company effective November 2, 2023.

In connection with our CEO Transition effective fiscal year 2025, Mr. Adinolfi became entitled to enhanced benefits under the Severance Plan, and Mr. Cahill's enhanced benefits under the Severance Plan reverted to that of the other NEOs.

TERMINATION WITHOUT CHANGE IN CONTROL

Under the Severance Plan, in the event of a termination by the Company without "Cause" or by the NEO for "Good Reason" (each as defined in the Severance Plan) prior to a Change in Control or more than 24 months following a Change in Control, the severance benefits for the a participating NEO shall generally consist of the following:

- Lump sum payment of the NEO's earned but unpaid bonus for a performance period ending prior to the Executive's termination (if any);
- Continuation of the NEO's base salary for a period specified in the applicable NEO's participation notice, which is (i) eighteen months in the case of Mr. Adinolfi; and (ii) twelve months in the case of all other participating NEOs.
- In the case of Mr. Adinolfi only, an amount equal to 150% of his performance based bonus at target achievement level, payable over eighteen months in equal installments on the Company's regular payroll dates.
- Payment by the Company of COBRA medical, dental and/or vision insurance premiums, based on the Executive's benefits plan elections in effect at the time of termination for a period specified in the applicable NEO's participation notice, which is (i) eighteen months in the case of Mr. Adinolfi; and (ii) twelve months in the case of all other participating NEOs.
- Payment of the NEO's performance based bonus for the year in which the termination occurred, pro-rated for the NEO's service up to and including the date of termination and based on actual performance for the year, payable concurrently with bonus payments to other employees under the bonus plan.

TERMINATION WITH CHANGE IN CONTROL

Under the Severance Plan, in the event of a termination by the Company without Cause or by the Executive for Good Reason within the 24 months following a Change in Control, the severance benefits for the Executive shall generally consist of the following:

- Lump sum payment of the NEO's earned but unpaid bonus for a performance period ending prior to the NEO's termination (if any);
- Continuation of the NEO's base salary for a period specified in the applicable NEO's participation notice, which is (i) twenty-four months in the case of Mr. Adinolfi; and (ii) twelve months in the case of all other participating NEOs.
- In the case of Mr. Adinolfi only, an amount equal to 200% of his performance based bonus at target achievement level, payable over twenty-four months in equal installments on the Company's regular payroll dates.
- In the case of all participating NEOs other than Mr. Adinolfi, an amount equal to 100% of the NEO's performance based bonus at target achievement level, payable over twelve months in equal installments on the Company's regular payroll dates.

- Payment by the Company of COBRA medical, dental and/or vision insurance premiums, based on the NEO's benefits plan elections in effect at the time of termination for a period specified in the applicable NEO's participation notice, which is (i) twenty-four months in the case of Mr. Adinolfi; and (ii) twelve months in the case of all other participating NEOs.
- Payment of the NEO's performance based bonus for the year in which the termination occurred, pro-rated for the NEO's service up to and including the date of termination and based on actual performance for the year, payable concurrently with bonus payments to other employees under the bonus plan.

“Good reason” is defined generally as (i) any material diminution in the executive's authority, duties, or responsibilities with the Company, (ii) the Company reassigning the executive to work at a location that is more than 50 miles from the executive's current work location, or (iii) any reduction in base salary or bonus unless such reduction is part of a generalized reduction affecting similarly situated executives. The Company has a 30-day period to cure all circumstances otherwise constituting good reason.

Separation Agreement with Mr. Ride

On September 16, 2025, the Company and Mr. Ride, entered into a separation letter agreement in connection with his departure from the Company on September 29, 2025. Under the separation agreement, Mr. Ride receives certain benefits in exchange for agreeing to certain non-compete, non-solicitation, and restrictive covenants and a waiver and general release of all claims in favor of the Company and its affiliates. A copy of the separation agreement and a summary of the benefits provided under it are detailed in the Company's Current Report on Form 8-K filed with the SEC on September 19, 2025.

The table below summarizes the approximate value of the benefits pursuant to the separation agreement described above, which are contingent and conditioned upon Mr. Ride's compliance with the covenants set forth in the separation agreement:

Benefit	Amount (#) ⁽¹⁾	Category for Summary Compensation Table
Separation Payments ⁽²⁾	648,696	Other
2025 Performance Based Bonus ⁽³⁾	121,360	Non-Equity Incentive Plan Compensation
Continuation of Health Benefits	6,806	Other
Right of Use of Company Car ⁽⁴⁾	25,156	Other
Continued Vesting of Certain Stock Options ⁽⁵⁾	212,568	Option Awards
Continued Vesting of Certain Restricted Stock Units ⁽⁵⁾	469,828	Stock Awards
Total	1,484,414	

(1) Mr. Ride is based in Canada and paid in Canadian dollars. Amounts reflected above were converted to U.S. dollars for disclosure using the exchange rate 1.3674 effective December 27, 2025.

(2) Reflects the aggregate amount of separation payments, including notice pay, sixteen months of base salary, and a termination bonus payable under the terms of Mr. Ride's employment agreement.

(3) Reflects the prorated performance based bonus earned at 100% of target, prorated for the time period Mr. Ride served during Fiscal 2025.

- (4) Reflects the payment by the Company of the remaining lease payments on the Company vehicle used by Mr. Ride, and the transfer by the Company to Mr. Ride of the right of use of the vehicle to Mr. Ride for the remaining lease term.
- (5) Reflects the value of the stock options no longer subject to risk of forfeiture based on the intrinsic value as of the date Mr. Ride signed his severance agreement of September 16, 2025 and the value of the restricted stock no longer subject to risk of forfeiture on September 16, 2025, in each case using the closing stock price of \$9.74 on September 16, 2025. The incremental fair values of the restricted stock units and stock options resulting from these modifications are further described in the table below:

Type of Award	Number of Shares Subject to Modification (#)	Incremental Fair Value Due to Modification (\$)
Restricted Stock Units	48,237	469,828
Stock Options	120,419	212,568

Equity Award Vesting Upon a Change in Control

2014 Equity Incentive Plan

Options granted prior to becoming a public company on July 14, 2021 were granted under our 2014 Equity Incentive Plan. All time based options granted under the 2014 Equity Incentive Plan issued prior to 2021 that remain outstanding have already fully vested because the four year vesting period has elapsed. All time based options granted under the 2014 Equity Incentive Plan issued during 2021 prior to becoming a public company on July 14, 2021 do not have mandatory vesting upon a change in control. All performance based options granted under our 2014 Equity Incentive Plan do not have mandatory vesting upon a change in control, but will vest under their terms if the change in control transaction causes the performance targets to be achieved.

2021 Equity Incentive Plan

All equity awards granted after becoming a public company on July 14, 2021 are granted under our 2021 Equity Incentive Plan. The awards granted under our 2021 Equity Incentive Plan do not have mandatory vesting upon a change in control, but do allow for the Compensation Committee to accelerate vesting on a discretionary basis.

Beginning with grants made in 2025, our equity award agreements to all employees, including the NEOs, generally provide for accelerated vesting of the award upon employment termination without cause during the twenty-four months following a change in control. Grants made prior to 2025 do not provide for accelerated vesting in this circumstance.

Equity Award Vesting Upon a Termination Due to Death or Disability

Beginning with grants made in 2025, our equity award agreements to all employees, including the NEOs, generally provide for accelerated vesting of the award upon employment termination due to death or disability. Grants made prior to 2025 do not provide for accelerated vesting due to death or disability.

Estimated Payments Upon Termination of Employment or Change in Control

As required by SEC rules, the table below shows the severance payments and benefits that each of our NEOs would receive upon (1) death, disability, or non-renewal by executive, (2) termination without cause, resignation with good reason, or non-renewal by the Company, (3) termination without cause, resignation with good reason, or non-renewal by the Company within 90 days of a change in control, or (4) a change in control, regardless of termination. The amounts are calculated as if the termination of employment (and change in control, where applicable) occurred on December 27, 2025.

For purposes of the table, the cost of continuing health care, life, and disability insurance coverage is based on the current Company cost for the level of such coverage elected by the executive. The amounts in the table under the "Change in Control" column assume that all outstanding options and awards with mandatory accelerated vesting will vest, and those options and awards with discretionary vesting and performance criteria did not vest. For any amounts payable based upon actual performance bonus, as opposed to target bonus, the amounts in the table are calculated using the actual bonus earned in the year ended December 27, 2025, see the Annual Performance-Based Bonuses section of this Compensation Discussion and Analysis for additional details on that calculation.

The terms of the separation agreement for Mr. Ride, including consideration received by the Company in exchange for compensation to be provided in accordance therewith, are discussed above under "[Potential Payments Upon Termination or Change in Control—Separation Agreement with Mr. Ride](#)". Accordingly, Mr. Ride is omitted from the table below.

Name	Death, Disability, or non-renewal by Executive (\$)	Termination without cause, resignation with good reason, or non-renewal by the Company (\$)	Termination without cause, resignation with good reason, or non-renewal by the Company within 90 days of a change in control (\$)	Change in Control (regardless of termination) (\$) ⁽¹⁾
Jon Michael Adinolfi	1,903,664	3,125,897	5,729,561	—
Douglas J. Cahill	1,332,558	1,971,151	4,111,426	—
Robert O. Kraft	713,874	1,055,527	2,144,402	—
Robert D. Davis	380,726	765,434	1,346,160	—
Brett A. Hillman	380,726	590,888	1,134,114	—
Amanda M. Kitzberger	333,130	621,151	1,129,281	—

- (1) Assumes that the applicable performance targets were not achieved and/or our Compensation Committee did not exercise its discretion to accelerate the vesting in full of all outstanding equity awards upon a "change in control." Note that, in the absence of an actual change in control transaction, it is not possible to determine whether the performance thresholds would actually be met or whether our Compensation Committee would accelerate vesting.

Pay Ratio Disclosure

The following information is a reasonable estimate of the annual total compensation of our employees as it relates to the 2025 total compensation of our CEO. Based on the methodology described below, our CEO's 2025 total compensation was approximately 84 times that of our median employee.

We identified the median employee using our employee population as of December 27, 2025, which included all 3,986 global full-time, part-time, temporary, and seasonal employees employed on that date. We applied an exchange rate as of December 27, 2025 to convert all international currencies into U.S. Dollars.

A variety of pay elements comprise the total compensation of our employees. This includes annual base salary, equity awards, annual cash incentive payments based on Company performance, sales or commission incentives, and various field bonuses. The incentive awards an employee is eligible for is based on his or her pay grade and reporting level, and are consistently applied across the organization. Cash incentives, rather than equity, are the primary vehicle of incentive compensation for most of our employees throughout the organization. While all employees earn a base salary, not all receive such cash incentive payments. Furthermore, only a relatively small percentage of our employees received equity awards in fiscal 2025. Consequently, for purposes of applying a consistently-applied compensation metric for determining our median employee, we selected annual base salary as the sole, and most appropriate, compensation element for determining the median employee. We used the annual base salary of our employees as reflected on our human resources systems on December 27, 2025, excluding that of our CEO, in preparing our data set.

Using this methodology, we determined that the median employee was a full-time maintenance associate located in the United States with total annual compensation of \$44,361, which includes base pay, bonus pay, 401(k) match, and equity awards. With respect to the 2025 total compensation of our CEO, we used the amount reported in the "Total" column of our 2025 Summary Compensation Table included in this proxy statement, \$3,716,231. Accordingly, our CEO to Employee Pay Ratio is 84:1. The pay ratio disclosed is a reasonable estimate calculated in a manner consistent with the applicable SEC disclosure rules.

Pay Versus Performance Disclosure

As discussed in the CD&A above, our Compensation Committee has implemented an executive compensation program designed to link a substantial portion of our NEOs' realized compensation to the achievement of Hillman's financial, operational, and strategic objectives, and to align our executive pay with changes in the value of our shareholders' investments. The following table sets forth additional compensation information for our NEOs, calculated in accordance with SEC regulations, for fiscal years 2025, 2024, 2023, 2022, and 2021.

Value of Initial Fixed
\$100 Investment Based
on:

Year	Summary Compensation Table Total for CEO (\$) ⁽¹⁾		Compensation Actually Paid to CEO (\$) ⁽²⁾		Average Summary Compensation Table Total for Non-CEO NEOs (\$) ⁽³⁾	Average Compensation Actually Paid to Non-CEO NEOs (\$) ⁽²⁾⁽³⁾	Total Shareholder Return (\$) ⁽⁴⁾	Peer Group Total Shareholder Return (\$) ⁽⁵⁾	Net Income (\$)	Adjusted EBITDA ⁽⁶⁾
	Jon Micheal Adinolfi	Douglas J. Cahill	Jon Micheal Adinolfi	Douglas J. Cahill						
2025	3,716,231	3,373,367	3,163,453	2,556,557	1,445,466	874,101	88.77	204.84	40,305	275,317
2024	—	4,351,230	—	4,453,502	1,533,651	1,645,518	95.70	182.50	17,255	241,753
2023	—	3,642,885	—	6,663,136	1,832,761	2,494,439	89.94	161.90	(9,589)	219,360
2022	—	2,619,285	—	(2,579,710)	966,154	(1,105)	70.40	110.90	(16,436)	210,249
2021	—	3,349,100	—	8,165,216	2,426,095	2,428,106	102.50	126.40	(38,332)	207,418

- (1) The dollar amounts reported are the amounts of total compensation reported for our CEO in the Summary Compensation Table for fiscal years 2025, 2024, 2023, 2022, and 2021. Mr. Adinolfi served as our CEO in substantially all of fiscal year 2025 (since January 1, 2025). Mr. Cahill served as CEO for each of the fiscal years 2021-2024 and for a short period of fiscal year 2025 (until January 1, 2025). The dollar amounts for Mr. Cahill in fiscal year 2025 also includes compensation received for service as Executive Chairman January 1, 2025.
- (2) The dollar amounts reported represent the amount of “compensation actually paid”, as computed in accordance with SEC rules. Deductions from, and additions to, total compensation in the Summary Compensation Table by year to calculate CAP are described in the tables immediately following this table.
- (3) For 2025, reflects compensation information for our NEOs, other than our CEOs, as described in the CD&A of this proxy statement. For 2024, reflects compensation information for Mr. Kraft, Mr. Adinolfi, Mr. Ride, Scott K. Moore, Hillman’s Divisional President, Robotics & Digital Solutions, and George S. Murphy, Hillman’s former Divisional President, Hardware & Protective Solutions. For 2023, reflects compensation information for Mr. Kraft, Mr. Adinolfi, Mr. Ride, and Randall J. Fagundo, Hillman’s then Divisional President, Robotics & Digital Solutions. For 2022, reflects compensation information for Mr. Kraft, Mr. Moore, Mr. Murphy and Mr. Ride. For 2021, reflects compensation information for Mr. Kraft, Mr. Ride, Mr. Fagundo, and Gary L. Seeds, Hillman’s then Executive Vice President, Sales & Field Service.
- (4) Reflects cumulative total stockholder return on our common stock as of the last trading day prior of each of our fiscal years listed. The graph assumes an initial investment of \$100 at the market close on December 24, 2020, the last trading date before the first fiscal year in the table.
- (5) Reflects cumulative total stockholder return of the Dow Jones U.S. Industrial Suppliers Index (INDEXDJX: DJUSDS) as of the last trading day prior to the end of each of our fiscal years listed. The graph assumes an initial investment of \$100 at the market close on December 24, 2020, the last trading date before the first fiscal year in the table. The Dow Jones U.S. Industrial Suppliers Index is the peer group used by Hillman for purposes of Item 201(e) of Regulation S-K under the Exchange Act in Hillman’s Annual Report on Form 10-K for the Year Ended December 27, 2025.
- (6) Adjusted EBITDA is a non-GAAP measure that represents our consolidated earnings before interest, taxes, depreciation, and amortization, as adjusted for non-recurring charges. For a reconciliation of our net income on a GAAP basis to adjusted EBITDA, see Appendix A.

CEO Pay

To calculate the amounts in the “Compensation Actually Paid to CEO” column in the table above, the following amounts were deducted from and added to (as applicable) our CEO’s “Total” compensation as reported in the Summary Compensation Table (SCT):

CEO Adjustments	2025	2025	2024	2023	2022	2021
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
	Jon Micheal Adinolfi	Douglas J. Cahill	Douglas J. Cahill	Douglas J. Cahill	Douglas J. Cahill	Douglas J. Cahill
Total Compensation from Summary Compensation Table	3,716,231	3,373,367	4,351,230	3,642,885	2,619,285	3,349,100
Adjustments for Equity Awards: (1)						
Subtract: Grant Date Fair Values in Summary Compensation Table	(2,000,000)	(1,399,992)	(2,249,993)	(2,134,993)	(1,799,120)	(2,637,196)
Add: Year-end fair value of awards granted during the year	1,903,664	1,332,558	2,219,531	2,322,888	1,326,398	2,353,822
Year-over-year increase (decrease) of fair value of unvested awards granted in prior years	(388,148)	(548,357)	226,003	687,985	(4,084,314)	3,430,666
Increase (decrease) from prior fiscal year—end of fair value for awards that vested during the year	(68,294)	(201,019)	(93,269)	2,144,371	(641,959)	1,668,824
Subtract: Forfeitures during current year equal to prior year-end fair value	—	—	—	—	—	—
Total Adjustments for Equity Awards	(552,778)	(816,810)	102,272	3,020,251	(5,198,995)	4,816,116
Compensation Actually Paid as Calculated	3,163,453	2,556,557	4,453,502	6,663,136	(2,579,710)	8,165,216

(1) Fair values set forth in the table above are computed in accordance with ASC 718 as of the end of the respective fiscal year, other than fair values of awards that vest in the covered year, which are valued as of the applicable vesting date, or the fair values of awards forfeited in the covered year, which are valued as of the end of the prior fiscal year. The fair value or change in fair value of RSUs and PSUs is measured using the closing price of a share of Company common stock on the applicable measurement date. The fair value or change in fair value of stock options is determined using the Black-Scholes option pricing model. Refer to Note 13 - Stock Based Compensation, to the Consolidated Financial Statements included in our Form 10-K for each applicable fiscal year ended for additional details.

Non-CEO NEO Pay

To calculate the amounts in the “Average Compensation Actually Paid to Non-CEO NEOs” column in the table above, the following amounts were deducted from and added to (as applicable) the average of the “Total” compensation of our non-CEO named executive officers for each applicable year, as reported in the SCT for that year:

Non-CEO NEO Adjustments	2025 (\$)	2024 (\$)	2023 (\$)	2022 (\$)	2021 (\$)
Total Compensation from Summary Compensation Table	1,445,466	1,533,651	1,832,761	966,154	2,426,095
Adjustments for Equity Awards:⁽¹⁾					
Subtract: Grant Date Fair Values in Summary Compensation Table	(598,064)	(749,994)	(1,199,996)	(559,829)	(1,962,204)
Add: Year-end fair value of awards granted during the year	387,072	754,423	1,297,678	418,321	484,799
Year-over-year increase (decrease) of fair value of unvested awards granted in prior years	(278,941)	109,246	393,356	(752,231)	1,367,983
Increase (decrease) from prior fiscal year-end of fair value for awards that vested during the year	(26,703)	(1,808)	170,640	(73,520)	111,433
Subtract: Forfeitures during current year equal to prior year-end fair value	(54,729)	—	—	—	—
Total Adjustments for Equity Awards	(571,365)	111,867	661,678	(967,259)	2,011
Compensation Actually Paid as Calculated	874,101	1,645,518	2,494,439	(1,105)	2,428,106

- (1) Fair values set forth in the table above are computed in accordance with ASC 718 as of the end of the respective fiscal year, other than fair values of awards that vest in the covered year, which are valued as of the applicable vesting date, or the fair values of awards forfeited in the covered year, which are valued as of the end of the prior fiscal year. The fair value or change in fair value of RSUs and PSUs is measured using the closing price of a share of Company common stock on the applicable measurement date. The fair value or change in fair value of stock options is determined using the Black-Scholes option pricing model. Refer to Note 13 - Stock Based Compensation, to the Consolidated Financial Statements included in our Form 10-K for each applicable fiscal year ended for additional details.

Tabular List of Financial Performance Metrics

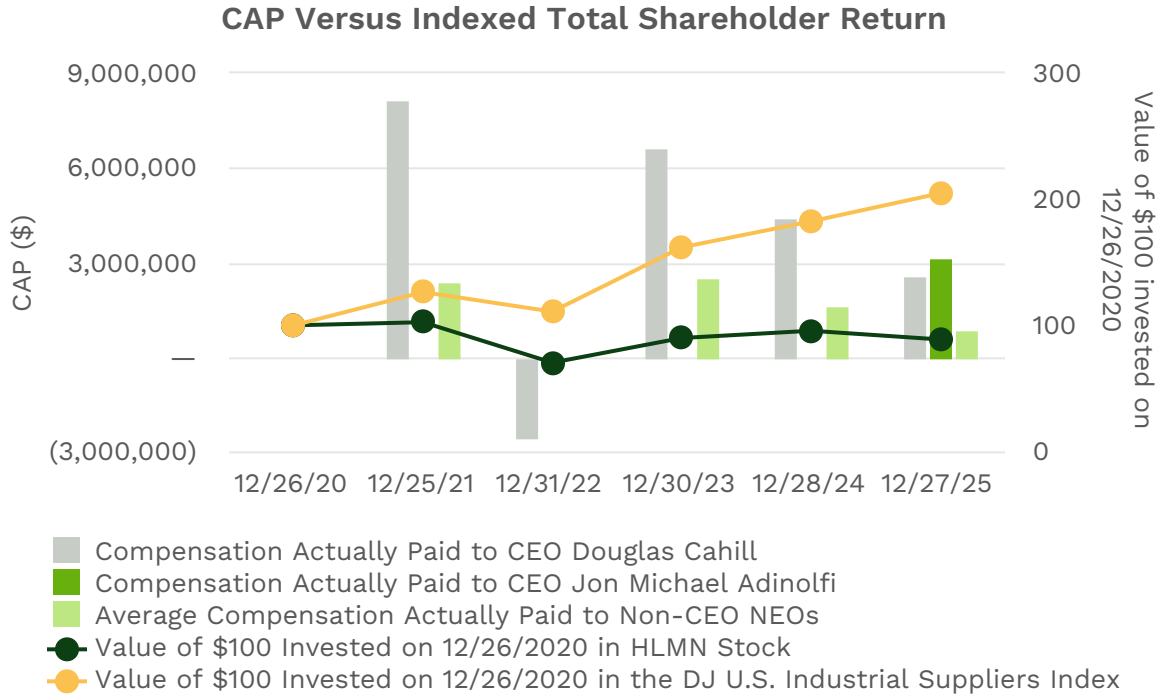
As described in greater detail in the CD&A, we have a significant focus on pay-for-performance. The most important financial performance measures used to link CAP (as calculated in accordance with the SEC rules), to our NEOs in 2025 to our performance were:

Financial Performance Measures
Adjusted EBITDA
Return on Invested Capital (ROIC)
Adjusted Leverage Ratio
Net Sales
Free Cash Flow

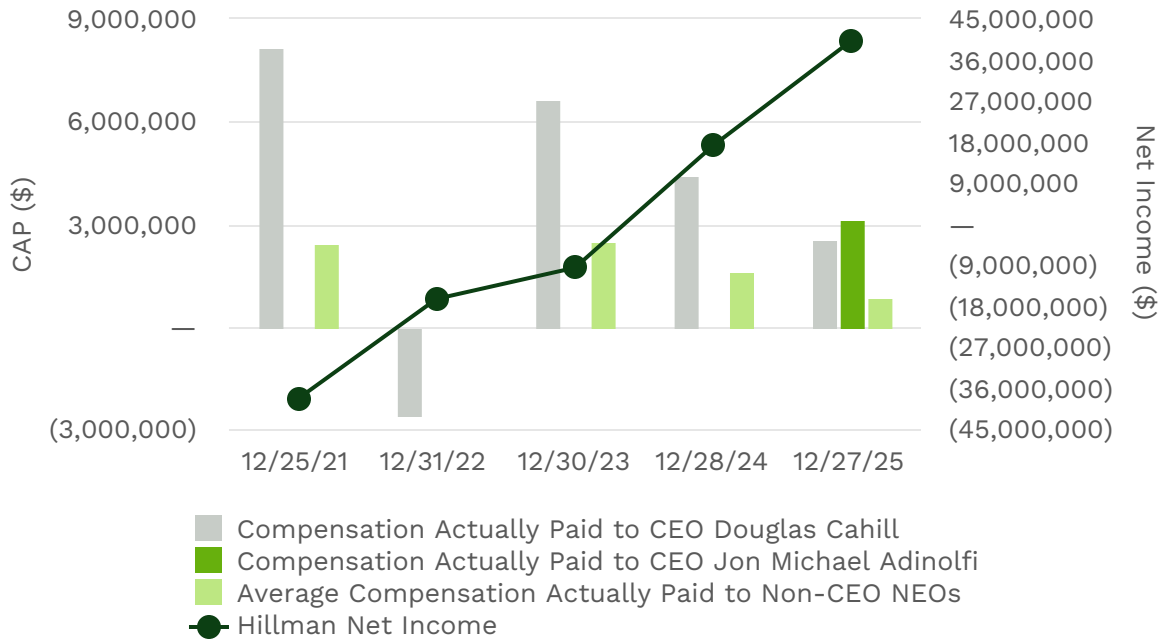
Description of Relationship Between Pay and Performance

The graphs below provide a description of CAP (as calculated in accordance with the SEC rules) and the following measures:

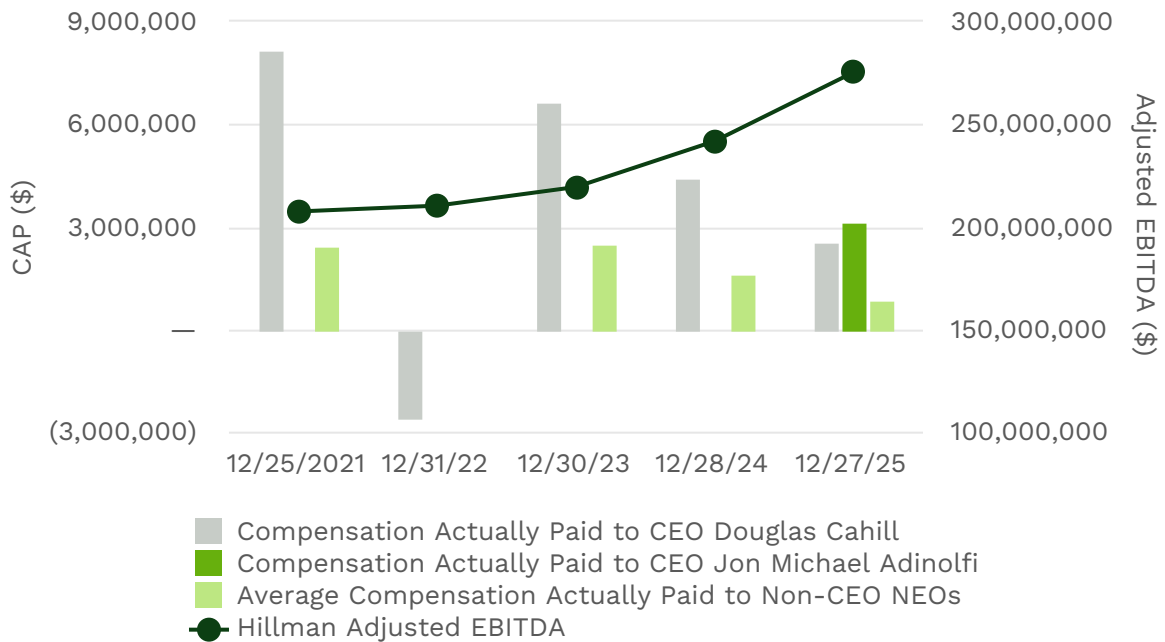
- Hillman’s cumulative TSR and Dow Jones U.S. Industrial Suppliers Index cumulative TSR;
- Hillman’s Net Income; and
- the Company Selected Measure, which for Hillman is Adjusted EBITDA.



CAP Versus Net Income



CAP Versus Adjusted EBITDA



Director Compensation for Fiscal Year 2025

The following table sets forth compensation earned by the Company's directors who are not also employees of the Company during the year ended December 27, 2025.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾	Total (\$)
Diana Dowling	75,000	139,997	214,997
Teresa S. Gendron	75,000	139,997	214,997
Diane C. Honda	75,000	139,997	214,997
Aaron P. Jagdfeld ⁽²⁾	92,000	139,997	231,997
Daniel O'Leary ⁽³⁾	100,000	139,997	239,997
David A. Owens ⁽⁴⁾	90,000	139,997	229,997
John Swygert	75,000	139,997	214,997
Philip K. Woodlief ⁽⁵⁾	95,000	139,997	234,997

(1) The amount included in the "Stock Awards" column represents the grant date fair value of RSUs calculated in accordance with FASB ASC Topic 718. See Note 13 - Stock Based Compensation, to the Consolidated Financial Statements included in our Form 10-K for the fiscal year ended December 27, 2025 for additional details.

(2) Mr. Jagdfeld is a member of the Board and is entitled to a \$75,000 annual board fee and an additional \$17,000 fee for serving as the chair of our Compensation Committee.

(3) Mr. O'Leary is a member of the Board and is entitled to a \$75,000 annual board fee and an additional \$25,000 fee for serving as our Lead Independent Director.

(4) Mr. Owens is a member of the Board and is entitled to a \$75,000 annual board fee and an additional \$15,000 fee for serving as the chair of our Nominating & ESG Committee.

(5) Mr. Woodlief is a member of the Board and is entitled to a \$75,000 annual board fee and an additional \$20,000 fee for serving as our Audit Committee chair.

Directors do not receive any perquisites or other personal benefits from the Company.

In 2025, the Board, following the recommendation of our Compensation Committee, increased the annual equity retainer for non-employee directors from \$120,000 to \$140,000 to align with market practices. The Board did not

make any other changes to our non-employee director compensation policy during 2025. The director compensation for 2025 is set forth below:

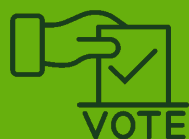
Compensation Element	Amount (\$)
Annual cash retainer	75,000
Additional annual cash retainer for Lead Independent Director	25,000
Additional annual cash retainer for chair of the Audit Committee	20,000
Additional annual cash retainer for chair of the Compensation Committee	17,000
Additional annual cash retainer for chair of the Nominating & ESG Committee	15,000
Annual equity retainer	140,000

We also reimburse expenses incurred by our non-employee directors to attend Board and committee meetings. Directors who are also our employees do not receive cash or equity compensation for services on our Board in addition to compensation payable for their services as employees.

As mentioned above, our non-employee directors are subject to stock ownership guidelines requiring them to hold shares of the Company's common stock with a value equal to three (3) times his or her annual cash retainer. Non-employee directors are required to achieve the applicable level of ownership within five (5) years from the later of (a) July 14, 2021, which is the date the guidelines were originally adopted, or (b) the date the person was initially designated an executive officer or director, as applicable, of the Company.

ITEM NO. 2

ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION



You are being asked to vote, on a nonbinding, advisory basis, to approve the compensation of our NEOs.

**THE BOARD RECOMMENDS THAT
YOU VOTE FOR THE APPROVAL
OF COMPENSATION OF OUR NEOs.**

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, requires that we give our stockholders the right to approve, on a nonbinding, advisory basis, the compensation of our NEOs as disclosed earlier in this proxy statement in accordance with the SEC's rules.

As discussed earlier in the Compensation Discussion & Analysis, our compensation philosophy is to attract and retain the best management talent and to motivate these associates to achieve our business and financial goals. Our incentive plans are designed to reward the actions that lead to long-term value creation. To achieve our objectives, we seek to ensure that compensation is competitive and that there is a direct link between pay and performance.

The vote on this resolution is not intended to address any specific element of compensation. Rather, the vote relates to the compensation of our NEOs as described in this proxy statement. The vote is advisory. This means that the vote is not binding on Hillman. The Compensation Committee of the Board is responsible for establishing executive compensation. In so doing, the Compensation Committee will consider, along with all other relevant factors, the results of this vote.

We ask our stockholders to vote on the following resolution:

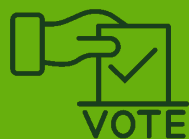
“RESOLVED, that the compensation paid to the Company’s NEOs, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and the related narrative discussion, is hereby APPROVED.”

The next advisory vote will occur at our 2027 Annual Meeting.

**THE BOARD RECOMMENDS
A VOTE FOR THIS PROPOSAL.**

ITEM NO. 3

RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR



You are being asked to ratify the appointment of Hillman's independent auditor, Deloitte & Touche LLP.

THE BOARD RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

The Audit Committee has again selected Deloitte & Touche LLP ("Deloitte") to serve as our independent registered public accounting firm for fiscal 2026. We are asking stockholders to ratify the appointment of Deloitte because we value our stockholders' views on the Company's independent registered public accounting firm selection and as a matter of good corporate governance.

The Audit Committee is directly responsible for the appointment, compensation, retention, and oversight of the independent registered public accounting firm. The Audit Committee regularly evaluates the qualifications, performance, and independence of the independent registered public accounting firm, and whether the firm should be rotated.

Deloitte has served as our independent registered public accounting firm since 2022. The Audit Committee and the Board believe that the continued retention of Deloitte to serve as our independent registered public accounting firm is in the best interests of the Company and its stockholders. The Audit Committee will reconsider the appointment of Deloitte if its selection is not ratified by the stockholders. The Audit Committee may also reconsider the appointment of Deloitte at any time even if the selection is ratified by stockholders.

INDEPENDENT AUDITOR ATTENDANCE AT THE ANNUAL MEETING

Representatives of Deloitte, our independent registered public accounting firm for the most recently completed fiscal year (2025) and for the current fiscal year (2026) will be present at the 2026 Annual Meeting. These representatives will have an opportunity at the annual meeting to make a statement if they so desire and will also be available to respond to appropriate stockholder questions.

Audit Fees, Audit-Related Fees, Tax Fees, and All Other Fees

For the fiscal years ended December 27, 2025 (fiscal 2025) and December 28, 2024 (fiscal 2024), the Company paid, or will pay, the following fees to its independent auditor for services rendered during the year or for the audit in respect of those years (dollars in thousands):

	Fiscal 2025 (\$)	Fiscal 2024 (\$)
Independent Auditor	Deloitte	Deloitte
Audit Fees⁽¹⁾	1,276	1,217
Tax Fees⁽²⁾	26	—
All Other Fees⁽³⁾	4	4
Total	1,306	1,221

- (1) Audit fees consist of fees for professional services rendered for the audit of the Company's Consolidated Financial Statements and review of the interim condensed consolidated financial statements included in quarterly reports and services that are normally provided in connection with statutory and regulatory filings.
- (2) Tax fees consist of fees billed for professional services for tax compliance, tax advice, tax planning, and transfer pricing services.
- (3) All Other Fees consist of fees billed for subscriptions.

PRE-APPROVAL POLICY

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by its independent auditor on a case-by-case basis, and any pre-approval is detailed as to the particular service or category of service and is generally subject to a specific budget. These services may include audit services, audit related services, tax services, and other related services. The independent auditor and the Company's management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditor in accordance with this pre-approval policy, and the fees for the services performed to date. In accordance with its policies and procedures, the Audit Committee pre-approved 100% of the audit and non-audit services performed by Deloitte for the years ended December 27, 2025 and December 28, 2024.

**THE BOARD RECOMMENDS
A VOTE FOR THIS PROPOSAL.**

Audit Committee Report

Management of the Company is responsible for the preparation and presentation of the Company's financial statements, the Company's accounting and financial reporting principles and internal controls, and procedures that are designed to provide reasonable assurance regarding compliance with accounting standards and applicable laws and regulations. The independent public accountants are responsible for auditing the Company's financial statements and expressing opinions as to the financial statements' conformity with generally accepted accounting principles.

In performing its functions, the Audit Committee:

- Met separately with the Company's internal auditor and Deloitte with and without management present to discuss the results of the audits;
- Met separately with the Company's Chief Financial Officer or the Company's Chief Legal Officer when needed;
- Met regularly in executive sessions;
- Reviewed and discussed with management the audited financial statements included in our Annual Report;
- Discussed with Deloitte the matters required to be discussed under the applicable requirements of the Public Company Accounting Oversight Board and the SEC; and
- Received the written disclosures and the letter from Deloitte required by the applicable requirements of the Public Accounting Oversight Board regarding the independent public accountant's communication with the Audit Committee concerning independence and discussed the matters related to their independence.

Based upon the review and discussions described in this report, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 27, 2025, as filed with the SEC.

This report is submitted by the Audit Committee.

Philip K. Woodlief (Chair)
Teresa Gendron
Daniel O'Leary
John Swygert

APPENDIX A

RECONCILIATION OF NON-GAAP MEASURES

The following charts reconcile Adjusted EBITDA and Adjusted Leverage Ratio to their nearest GAAP measure. Please refer to the “Non-GAAP Financial Measures” section of this filing for additional information, including our definitions and use of Adjusted EBITDA and Adjusted Leverage Ratio, and for a reconciliation of those measures to the most directly comparable financial measures under GAAP.

Adjusted EBITDA is a non-GAAP financial measure and is the primary basis used to measure the operational strength and performance of our businesses, as well as to assist in the evaluation of underlying trends in our businesses. This measure eliminates the significant level of noncash depreciation and amortization expense that results from the capital-intensive nature of our businesses and from intangible assets recognized in business combinations. It is also unaffected by our capital and tax structures, as our management excludes these results when evaluating our operating performance. Our management and Board of Directors use this financial measure to evaluate our consolidated operating performance and the operating performance of our operating segments and to allocate resources and capital to our operating segments. Additionally, we believe that Adjusted EBITDA is useful to investors because it is one of the bases for comparing our operating performance with that of other companies in our industries, although our measure of Adjusted EBITDA may not be directly comparable to similar measures used by other companies.

The following table presents a reconciliation of Net loss, the most directly comparable financial measures under GAAP, to Adjusted EBITDA:

Adjusted EBITDA

Amounts in Thousands

	Year Ended December 27, 2025 (\$)
Net income	40,305
Income tax expense	16,291
Interest expense, net	56,467
Depreciation	79,870
Amortization	61,232
EBITDA	254,165
Stock compensation expense	14,246
Restructuring and other ⁽¹⁾	4,058
Litigation expense ⁽²⁾	1,950
Transaction and integration expense ⁽³⁾	232
Change in fair value of contingent consideration	(240)
Refinancing costs ⁽⁴⁾	906
Adjusted EBITDA	275,317

(1) Restructuring and other costs includes consulting and other costs associated with severance related to our distribution center relocations and corporate restructuring activities.

- (2) Litigation expense includes an accrual for the tentative settlement of a California wage-hour class action / Private Attorneys General Act (PAGA) claim in 2025, see Note 15 – Commitments and Contingencies of the Notes to Consolidated Financial Statements included in our Form 10-K for the fiscal year ended December 27, 2025 for additional information).
- (3) Transaction and integration expense includes professional fees and other costs related to acquisition activity, including without limitation the Koch Industries, Inc. and Intex DIY.
- (4) In the first quarter of 2025, we entered into a Repricing Amendment (2025 Repricing Amendment) on our existing Senior Term Loan due July 14, 2028 (see Note 7 - Long-Term Debt of the Notes to Consolidated Financial Statements included in our form 10-K for the fiscal year ended December 27, 2025 for additional information).

We define Adjusted Leverage Ratio as a ratio of (a) reported gross debt less cash on hand as of December 27, 2025 (“Net Debt”); to (b) Adjusted EBITDA during the year ended December 27, 2025. Adjusted Leverage Ratio is a resulting calculation of two metrics that are not defined under U.S. GAAP and may not be computed the same as similarly titled measures used by other companies. The Company believes that the Adjusted Leverage Ratio provides further insight and comparability into liquidity, borrowing capacity, and its capital structure.

Adjusted EBITDA is defined and reconciled above. The following is a the calculation of Net Debt and the resultant Adjusted Leverage Ratio calculation

Net Debt and Resulting Adjusted Leverage Ratio

Amounts in Thousands

	Year Ended December 27, 2025 (\$)
Revolving loans	\$ 36,000
Senior Term Loan	636,960
Finance leases and other obligations	20,090
Gross Debt	\$ 693,050
Less Cash	27,276
Net Debt	\$ 665,774
Adjusted EBITDA (See Reconciliation Above)	\$ 275,317
Adjusted Leverage Ratio (Net Debt / Adjusted EBITDA)	2.4x

HOUSEHOLDING OF PROXY MATERIALS

We have adopted a procedure approved by the SEC called “householding.” Under this procedure, stockholders of record who have the same address and last name will receive only one copy of the Notice of Availability of Proxy Materials (or proxy materials in the case of stockholders who receive paper copies of such materials) unless one or more of these stockholders notifies us that they wish to continue receiving individual copies. This procedure will reduce our printing costs and postage fees.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of our Notice of Availability of Proxy Materials (or proxy materials in the case of stockholders who receive paper copies of such materials), or if you hold in more than one account, and in either case you wish to receive only a single copy for your household or if you prefer to receive separate copies of our documents in the future, please contact your bank or broker, or contact our Secretary at 1280 Kemper Meadow Dr., Forest Park, Ohio 45240, or via telephone at 513-851-4900.

Beneficial stockholders can request information about householding from their banks, brokers, or other holders of record.



HILLMAN SOLUTIONS CORP
 1280 KEMPER MEADOW DR.
 FOREST PARK, OH 45240



SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/HLMN2026

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

ELECTRONIC DELIVERY OF FUTURE SHAREHOLDER COMMUNICATIONS

If you would like to reduce the costs incurred by Hillman Solutions Corp. in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access shareholder communications electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V92903-P47525

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

HILLMAN SOLUTIONS CORP.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR"
Items 1, 2, and 3.

Vote on Directors

1. ELECTION OF DIRECTORS

Nominees:	For	Against	Abstain
1a. Jon Michael Adinolfi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Douglas J. Cahill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Diane C. Honda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Aaron P. Jagdfeld	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. David A. Owens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Philip K. Woodlief	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Vote on Proposals

	For	Against	Abstain
2. Approve, by non-binding vote, the compensation of our named executive officers;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratify the selection of Deloitte & Touche LLP as our independent auditor for fiscal year 2026; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Transact other business as may properly come before the meeting.			

The shares represented by this proxy when properly executed will be voted in the manner directed herein by the undersigned Stockholder(s). **If no direction is made, this proxy will be voted "FOR" Items 1, 2, and 3.** If any other matters properly come before the meeting.

Please sign your name(s) exactly as it appear(s) hereon. When signing as attorney, executor, administrator, trustee or guardian, please add your title as such. When signing as joint tenants all parties in the joint tenancy must sign. If a signer is a corporation, please sign in full corporate name by duly authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting on June 4, 2026:**

The Combined Proxy Statement / Annual Report are available at www.proxyvote.com.

V92904-P47525

**Hillman Solutions Corp.
ANNUAL MEETING OF STOCKHOLDERS
THURSDAY, JUNE 4, 2026
8:30 AM, EASTERN TIME
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS**

The stockholder(s) hereby appoint(s) Robert O. Kraft and Amanda Kitzberger, or either of them, as proxies, each with the power to appoint his/her substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Hillman Solutions Corp. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 8:30 a.m., Eastern Time on June 4, 2026, at the virtual meeting accessible at www.virtualshareholdermeeting.com/HLMN2026, and any adjournment thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS AND "FOR" Items 1, 2, and 3.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 27, 2025
- 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 001-39609

HILLMAN[®]

Hillman Solutions Corp.

(Exact name of registrant as specified in its charter)

Delaware 85-2096734
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

1280 Kemper Meadow Drive 45240
Cincinnati, Ohio (Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: (513) 851-4900

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.0001 per share	HLMN	The Nasdaq Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large Accelerated Filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

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

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

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

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

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant as of June 28, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was \$1,398 million based upon the closing price reported for such date on the Nasdaq Global Select Market.

On February 13, 2026, 196,590,905 shares of common stock, par value \$0.0001 per share, were issued and outstanding. Documents Incorporated by Reference: Part III of this 10-K incorporates by reference certain information from the registrants definitive Proxy Statement for the 2026 Annual Meeting of Stockholders.

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FORWARD-LOOKING STATEMENTS

This annual report contains certain forward-looking statements, including, but not limited to, certain disclosures related to acquisitions, refinancing, capital expenditures, resolution of pending litigation, and realization of deferred tax assets, which are not historical facts and are subject to numerous assumptions, risks, and uncertainties. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements.

All forward-looking statements are made in good faith by the Company and are intended to qualify for the safe harbor from liability established by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995. You should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "target", "goal", "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company's expectations with respect to future performance. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside the Company's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) unfavorable economic conditions that may affect our and our customers', suppliers' and other business partners' operations, financial condition and cash flows including spending on home renovation or construction projects, inflation, recessions, instability in the financial markets or credit markets; (2) increased supply chain costs, including tariffs, raw materials, sourcing, transportation and energy; (3) the highly competitive nature of the markets that we serve; (4) the ability to continue to innovate with new products and services; (5) seasonality; (6) large customer concentration; (7) the ability to recruit and retain qualified employees; (8) the outcome of any legal proceedings that may be instituted against the Company; (9) adverse changes in currency exchange rates; or (10) regulatory changes and potential legislation that could adversely impact financial results. The foregoing list of factors is not exclusive, and readers should also refer to those risks that are included in the Company's filings with the Securities and Exchange Commission ("SEC"), including this Annual Report on Form 10-K. Given these uncertainties, current or prospective investors are cautioned not to place undue reliance on any such forward looking statements.

Except as required by applicable law, the Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements in this communication to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

ITEM 1 - BUSINESS.

General

Hillman Solutions Corp. and its wholly-owned subsidiaries (collectively, "Hillman" or "Company") are one of the largest providers of hardware-related products and related merchandising services to retail markets in North America. Our principal business is operated through our wholly-owned subsidiary, Hillman, which had net sales of approximately \$1,552.2 million in 2025. Hillman sells its products to hardware stores, home centers, mass merchants, pet supply stores, and other retail outlets principally in the United States, Canada, Mexico, Latin America, and the Caribbean. Product lines include thousands of small parts such as fasteners and related hardware items; threaded rod and metal shapes; keys; builder's hardware; personal protective equipment, such as gloves and eye-wear; rope and chain; and identification items, such as tags and letters, numbers, and signs. We support product sales with services that include design and installation of merchandising systems, maintenance of appropriate in-store inventory levels, and break-fix for our robotics kiosks.

Hillman's corporate headquarters is located at 1280 Kemper Meadow Drive, Cincinnati, Ohio. We maintain a website at www.hillmangroup.com. Information contained or linked on our website is not incorporated by reference into this annual report and should not be considered a part of this annual report.

History

In 1964, Max Hillman established Hillman Bolt & Screw Corporation in Cincinnati, Ohio when he purchased a franchise operation from Sharon Bolt & Screw, a hardware fastener company. Max began distributing fasteners to independent hardware stores in southern Ohio and northern Kentucky, with a relentless commitment to service.

Max's two sons, Mick Hillman and Rick Hillman, joined their father's company in 1969, as Hillman's customer base and distribution network continued to grow. In 1982, Hillman Bolt & Screw was purchased by Sun Distributors followed by Max's retirement shortly thereafter. Mick and Rick took over the day-to-day operations of the business in 1984.

During the early 1990s, the Company developed its National Field Service Group, which today includes over 1,200 field service and sales representatives, to manage the complex assortment of Hillman products on its customers' shelves. Over the next three decades Hillman continued to win new business, expanding from traditional hardware stores to big box and home improvement retailers, and into adjacent product categories through multiple strategic acquisitions.

During the 2000s, Hillman was purchased three separate times by private equity firms (2001, 2004 and 2010). During 2012 and 2013, Rick and Mick Hillman retired, respectively, after more than 40 years of actively managing the Company. Thereafter in 2014, CCMP Capital Advisors acquired the majority interest in Hillman. In 2021, Hillman became a publicly traded company, listing its shares on the Nasdaq stock exchange under the ticker symbol "HLMN" by virtue of a merger with a Special Purpose Acquisition Company ("SPAC").

Hillman's legacy of service has remained unchanged throughout its history, and it continues to take care of its customers first.

Hillman Group

We are comprised of three separate operating business segments: (1) Hardware and Protective Solutions, (2) Robotics and Digital Solutions, and (3) Canada.

We provide products such as fasteners and related hardware items; threaded rod and metal shapes; keys and key duplication systems; builder's hardware; rope and chain; protective solutions, such as gloves, eye-wear, and cleaning rags; and identification items, such as tags and letters, numbers, and signs to retail outlets, primarily hardware stores, home centers and mass merchants, pet supply stores, grocery stores, and drug stores. We complement our extensive product selection with regular retailer visits by our field sales and service organization.

We market and distribute a wide variety of Stock Keeping Units ("SKUs") of small, hard-to-find and hard-to-manage hardware items. We function as a category manager for retailers and support these products with in-store service, high order fill rates, and rapid delivery of products sold. Sales and service representatives regularly visit retail outlets to review stock levels, reorder items in need of replacement, and interact with the store management to offer new product and merchandising ideas. Thousands of items can be actively managed with the retailer experiencing a substantial reduction of in-store labor costs and replenishment paperwork. Service representatives also assist in organizing the products in a consumer-friendly manner. We complement our broad range of products with merchandising services such as displays, product identification stickers, retail price labels, store rack and drawer systems, assistance in rack positioning and store layout, and inventory restocking services. We regularly refresh retailers' displays with new products and package designs utilizing color-coding to simplify the shopping experience for consumers and improve the attractiveness of individual store displays.

We operate from 24 strategically located distribution centers in North America and supplement our operations with third-party logistics providers to warehouse and ship customer orders in the certain areas.

Products and Suppliers

Our product strategy concentrates on providing total project solutions using the latest technology for common and unique home improvement projects. Our portfolio provides retailers the assurance that their shoppers can find the right product at the right price within an 'easy to shop' environment.

We currently manage a worldwide supply chain comprised of a large number of vendors, the largest of which accounted for approximately 7.6% of the Company's annual purchases and the top five of which accounted for approximately 17.2% of our annual purchases. Our vendor quality control procedures include on-site evaluations and frequent product testing. Vendors are also evaluated based on delivery performance and the accuracy of their shipments.

Hardware and Protective Solutions

Our Hardware and Protective Solutions segment includes a variety of product categories including: Fasteners; Builders Hardware; Wall Hanging, Threaded Rod and Metal Shapes; Rope and Chain; Letters, Numbers, and Signs ("LNS"); and Personal Protective Equipment, such as gloves and eye-wear.

Our Fastener business consists of three categories: core fasteners, construction fasteners, and anchors. These are sold under a variety of brands including Hillman, Fas-n-Tite, Deck-Plus, and Power Pro. Core fasteners include nuts, bolts, screws, washers, and specialty items. Construction fasteners include deck, drywall, metal screws, and both hand driven and collated nails. Anchors include hollow wall and solid wall items such as plastic anchors, toggle bolts, concrete screws, and wedge anchors.

Builders Hardware includes a variety of common household items such as coat hooks, door stops, hinges, gate latches, and decorative hardware. We market the builder's hardware products under the Hardware Essentials® brand and provide our retailer partners with innovation in both product and merchandising solutions. The Hardware Essentials® program utilizes modular packaging, color coding, and integrated merchandising to simplify the shopping experience for consumers. Colorful signs, packaging, and installation instructions guide the consumer quickly and easily to the correct product location in store, while digital content including pictures and videos assist the online journey. Hardware Essentials® provides retailers and consumers decorative upgrade opportunities through contemporary finishes and designs.

The Wall Hanging category includes traditional picture hanging hardware, primarily marketed under the OOK® and Hillman brands, and the High & Mighty® series of tool-free wall hangers, decorative hooks and floating shelves that was launched in 2017.

We are the leading supplier of Threaded Rod and Metal Shapes in the retail market. The SteelWorks® threaded rod product includes hot and cold rolled rod, both weldable and plated, as well as a complete offering of All-Thread rod in galvanized steel, stainless steel, and brass. The SteelWorks® program is carried by many top retailers, including Lowe's and Menard's, and through cooperatives such as Ace Hardware. In addition, we are the primary supplier of Metal Shapes to many wholesalers throughout the country. With our acquisition of Koch in January 2024, we are now a premier provider and merchandiser of rope and twine, chain and wire rope, and related hardware products.

LNS includes product lines that target both the homeowner and commercial user. Product lines within this category include individual and/or packaged letters, numbers, signs, safety related products (e.g. 911 signs), driveway markers, and a variety of sign accessories.

Our expansive Personal Protective Equipment category covers many uses for DIYer ("Do It Yourself") around the house and for the professional at the job site. Our products can be found at leading retailers across North America.

We distribute a full assortment of work gloves under the Firm Grip®, True Grip®, and Gorilla Grip brands; automotive gloves including Grease Monkey®; Digz® gardening gloves and more; as well as cleaning and all-purpose gloves. As a category leader in work gloves, our portfolio is founded on design and consumer driven innovation.

Our work-gear products consist of tool storage, knee pads, clothing, and other accessories sold under variety of brands including AWP®, McGuire Nicholas®, and Firm Grip®. The portfolio offers a "one stop shop" for leading retailers with an expansive assortment to meet the needs of both the pro and DIYer.

Our safety products include face masks and safety vests sold under a variety of brands including Firm Grip®, AWP®, and Premium Defense®. Focusing on innovative materials, intuitive design, and industry trends, we expect growth in the Hardware and Protective Solutions segment.

With our acquisition of Intex in August 2024, our cleaning products category now includes wiping cloths, consumable rags, and cleaning textiles used for painting, general cleaning, maintenance, janitorial and auto/marine care applications.

Hardware and Protective Solutions generated approximately \$1,194.0 million, \$1,108.0 million and \$1,090.5 million of revenues in the years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively.

Robotics and Digital Solutions

Our Robotics and Digital Solutions segment consists primarily of software-enabled robotic key duplication and engraving solutions that are tailored to the unique needs of the consumer. Robotics and Digital Solutions products are located in high-foot traffic areas where retailers can provide consumers with on-the-spot, customized licensed and unlicensed key and engraving options. Our offerings include store associate assisted key duplication and self-service robotic engraving and key duplication kiosks; together with related software, systems, keys and key fobs. Our services include product and category management, merchandising services, and access to our proprietary robotic key duplicating and engraving software platforms and equipment.

We design and manufacture proprietary software and equipment in our Boulder, Colorado and Tempe, Arizona facilities; housing the cornerstone for our key duplication business. Our key duplication system is offered in various retail channels including mass merchants, home centers, automotive parts retailers, franchise and independent hardware stores, and grocery/drug chains. We believe we provide the most diverse key duplication systems in the industry, through our unique combination of self-service kiosk technology and store associate assisted duplication systems. Equipment branding allows us to meet the individual needs of retailers. Our self-service solutions are driven by our MinuteKey technology, while store associate assisted duplication currently uses the state-of-the-art KeyKrafter® equipment and other legacy duplication machines.

Our MinuteKey self-service kiosk uses robotics technology in an innovative way that is accurate, easy to use, convenient, fast and highly reliable. We utilize a proprietary network integration software within our MinuteKey kiosks to maintain high levels of machine up-time and ensure machines have the optimal mix of key types available for duplication. The kiosk is completely self-service and has a 100% customer satisfaction guarantee. We manufacture and support the MinuteKey kiosk out of our Boulder, Colorado and Tempe, Arizona facilities.

Hillman KeyKrafter® is our most popular, innovative, and effective store associate assisted key duplication kiosk. It provides significant reduction in duplication time while increasing accuracy and ease of use for unskilled store associates. Additionally, with the KeyKrafter® solution, the capability exists for consumers to securely store and retrieve digital back-ups of their key without the original through the revolutionary Hillman KeyHero® Technology. Our Precision Laser Key System™ uses a digital optical camera, lasers, and proprietary software to scan a customer's key. The system identifies the key and retrieves the key's specifications, including the appropriate blank and cutting pattern, from a comprehensive database. This technology automates nearly every aspect of key duplication and provides the ability for every store associate to cut a key accurately. In the automotive key space, we offer the SmartBox Automotive Key Programmer which is a tool to quickly and easily pair transponder keys, remotes, and smart keys.

We retain ownership of the key duplicating equipment and market and sell keys. Our proprietary key offering features the universal blank which uses a "universal" keyway to replace up to five original equipment keys. We continually refresh the retailer's key offerings by introducing decorated and licensed keys. Our key offering features decorative themes of art and popular licenses such as NFL, Disney, Breast Cancer Awareness, and Marvel to increase personalization, purchase frequency and average transaction value per key.

All of our key duplication systems are supported by a dedicated in store kiosk sales and service team.

In our engraving business, we supply a variety of innovative options of consumer-operated robotic kiosks such as Quick-Tag®, TagWorks®, and FIDO® for engraving specialty items such as pet identification tags, luggage tags, and other engraved identification tags. We have developed unique engraving systems leveraging state-of-the-art technologies to provide a customized solution for mass merchant, pet supply retailers, and other high traffic areas such as theme parks, all supported by our in store kiosk field service technicians. We design, engineer, manufacture, and assemble the engraving kiosks in our Boulder, Colorado and Tempe, Arizona facilities.

Our engraving business focuses on the growing consumer spending trends surrounding personalized and pet identification. Innovation has played a major role in the development of our engraving business unit. From the original Quick-Tag® consumer-operated kiosk system to the proprietary laser system of TagWorks®, we continue to lead the industry with consumer-friendly engraving solutions. As in our key business, we retain ownership of the key engraving equipment and market and sell blank tags.

Robotics and Digital Solutions generated approximately \$220.2 million, \$216.7 million, and \$229.5 million of revenues in the years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively.

Canada

Our Canada segment distributes fasteners and related hardware items, threaded rod, keys, key duplicating systems, accessories, and identification items, such as tags and letters, numbers, and signs to hardware stores, home centers, mass merchants, industrial distributors, automotive aftermarket distributors, and other retail outlets and industrial Original Equipment Manufacturers ("OEMs") in Canada. The product lines offered in our Canada segment are consistent with the product offerings detailed in our other segments. The Canada segment also produces made to order screws and self-locking fasteners for automotive suppliers, OEMs, and industrial distributors.

Our Canada segment generated approximately \$138.1 million, \$147.9 million and \$156.5 million of revenues in the years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively.

Markets and Customers

We sell our products to national accounts such as Home Depot, Lowe's, Tractor Supply, Walmart, Menard's, PETCO, and PetSmart. Our status as a national supplier of proprietary products to big box retailers allows us to develop a strong market position and high barriers to entry within our product categories.

We service a wide variety of franchise and independent retail outlets. These individual dealers are typically members of the larger cooperatives, such as Ace Hardware and Do It Best Corp. We ship directly to the cooperative members' independent retail locations and also supply many items to the cooperative's central warehouses. These central warehouses distribute to their members that do not have a requirement for Hillman's in-store service. These arrangements concentrate credit risk and logistic expenses for us while also reducing central warehouse inventory and delivery costs for the cooperatives.

A typical hardware store maintains thousands of different items in inventory, many of which generate small dollar sales but large profits. It is difficult for a retailer to economically monitor all stock levels and to reorder the products from multiple vendors. This problem is compounded by the necessity of receiving small shipments of inventory at different times and stocking the goods. The failure to have these small items available will have an adverse effect on store traffic, thereby possibly denying the retailer the opportunity to sell items that generate higher dollar profits.

We sell our products to a large volume of customers, the top two of which accounted for approximately \$674.3 million, or approximately 43% of our total revenues in 2025. For the year ended December 27, 2025, Home Depot was the single largest customer, representing approximately \$349.9 million or 22.5% of our total revenues and Lowe's was the second largest customer at approximately \$324.4 million or 20.9% of our total revenues. No other customer accounted for more than 10% of total revenues in 2025. In the years ended December 27, 2025, December 28, 2024 and December 30, 2023, we derived over 10% of our total revenues from Lowe's and Home Depot which operated in each of our operating segments. See Note 17 - Concentration of Credit Risks of the Notes to Consolidated Financial Statements for additional information.

Certain customers operate using a purchasing cooperative(s) business model. In this model, independently owned hardware stores make purchases directly from the Company and are invoiced through a billing arrangement with a cooperative. Under this arrangement, the Company would invoice and receive payment from the cooperative for the product shipped directly to the store, and the cooperative would be responsible for invoicing and collecting from the independently owned hardware store. Due to the nature of the cooperative billing arrangement, the risk of collection of the receivables generated by sales to these independently owned hardware stores is concentrated with the cooperative. The Company does not believe a sales concentration exists in these scenarios, as the independently owned hardware stores can continue to make purchases from the Company via a direct bill arrangement or via another purchasing cooperative. As of December 27, 2025 approximately 17.1% of the Company's accounts receivable was derived through the Ace Hardware purchasing cooperative. See Note 17 - Concentration of Credit Risks of the Notes to Consolidated Financial Statements for additional information.

Hillman continues to expand its B2B eCommerce platform allowing certain customers to order online through the Company's website, www.hillmangroup.com. The B2B eCommerce platform features many of our items available for sale online and over thousands of customers are enrolled with the online ordering platform. We continue to support direct-to-store and direct-to-consumer fulfillment for consumers who choose to order fasteners directly from retailers' websites.

Sales and Marketing

We believe that our primary competitive advantage is rooted in our ability to provide a greater level of customer service than our competitors. We partner with our customers to understand the unmet needs of consumers, design creative solutions, and commercialize those solutions, bringing them to life in both physical and digital channels through a tight alignment between the product management, marketing communications, and channel marketing functions. We provide best in class support and customer service at every touch point for our retail partners. Service is the hallmark of Hillman company-wide, employing 1,263 full-time and 122 part-time people on our sales and service team. The national accounts field service organization consists of approximately 819 employees and 153 field managers focusing on big box retailers, pet super stores, large national discount chains, and grocery stores. This organization reorders products, details store shelves, and sets up in-store promotions. Many of our largest customers use Electronic Data Interchange ("EDI") for processing of orders and invoices.

We employ what we believe to be the largest direct sales force in the industry. The sales force, which consists of approximately 257 employees and is managed by 34 field managers, focuses on the franchise and independent customers. The depth of the sales and service team enables us to maintain consistent call cycles ensuring that all customers experience proper stock levels and inventory turns. This team also prepares custom plan-o-grams of displays to fit the needs of any store and establishes programs that meet customers' requirements for pricing, invoicing, and other needs. This group also benefits from daily internal support from our inside sales and customer service teams. On average, each sales representative is responsible for approximately 73 full service accounts that the sales representative calls on approximately every two weeks. These efforts allow the sales force to sell and support our product lines.

Competition

Our primary competitors in the national accounts marketplace for fasteners are Primesource Building Products, Inc., Midwest Fastener Corporation, Illinois Tool Works Inc., Spectrum Brands, and competition from direct import by our customers. Our national competitors for gloves and personal protective equipment include Techtronic Industries, West Chester Protective Gear, PIP, Iron Clad, and MidWest Quality Gloves, Inc. Competition is primarily based on sourcing and price. We believe our product innovation and in store merchandising service create a more compelling and unique experience for both the consumer and our customers. Other competitors are local and regional distributors. Competitors in the pet tag market are specialty retailers, direct online order, and retailers with in-store mail order capability. The Quick-Tag®, FIDO®, and TagWorks® systems have patent protected technology that is a major barrier to entry and helps to preserve this market segment.

The principal competitor for our franchise and independent hardware store customers is Midwest Fastener Corporation. The hardware outlets that purchase our products without regularly scheduled sales representative visits may also purchase products from local and regional distributors and cooperatives. We compete primarily on field service, merchandising, as well as product availability and price, and depth of product line.

Insurance Arrangements

Under our current large deductible insurance programs, we retain the exposure on certain expected losses related to workers' compensation, general liability, and automobile claims up to the applicable deductibles. Our primary and umbrella policies provide coverage for catastrophic exposure and aggregate losses in excess of applicable deductibles. We also retain the exposure on expected losses related to health benefits of certain employees. We believe that our present insurance is adequate for our businesses. See Note 15 - Commitments and Contingencies, of the Notes to Consolidated Financial Statements.

Human Capital Resources

Employees

As of December 27, 2025, we had 3,986 full time and part time employees, none of which were covered by a collective bargaining agreement. In our opinion, employee relations are good.

Health and Safety

Employee health and safety is a top priority in all aspects of our business. We are committed to providing a healthy environment and safe workplace at all our facilities and in the field. Our dedicated Safety Team oversees our health & safety program and procedures. We implement robust safety protocols across all operations, maintain a Safety Compliance Program, and regularly conduct self-assessments to examine our safety culture and processes.

SAFETY MEASURE ¹	
Total Recordable Incident Rate (TRIR)	1.81
Days Away Restricted Transferred (DART)	1.02

¹ Data spans 12 months between January 2025 and December 2025.

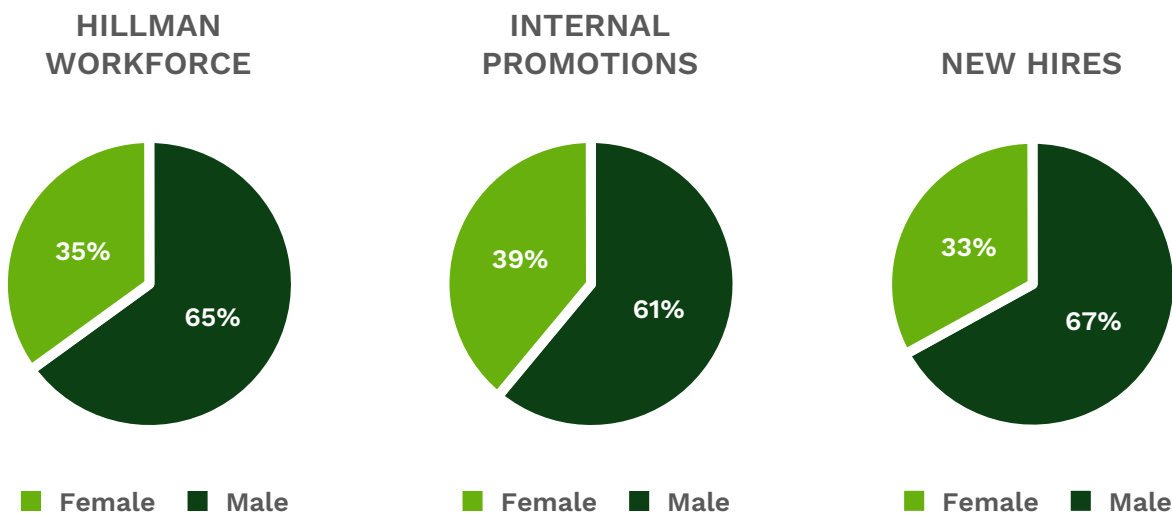
Attraction, Development, and Retention

The success of our efforts to grow our business depends on the contributions and abilities of key executives, our sales force, and other personnel. Our Human Resources department leads the search to reach a large talent pool. We have a standard framework for posting jobs, interviewing for open positions, and onboarding new employees. We offer employees resources to continuously improve their skills and performance with the goal of further cultivating our team. We seek people who are demonstrate our core values: absolute integrity, accountability to our team and customers, the ability to build on difference, trust and respect.

Diversity and Inclusion

We are committed to actions that build an inclusive and equitable workplace where all employees are valued and leveraged. We ask our employees to bring their authentic selves to work every day and this shows in both our

products and our services. We are committed to creating equal opportunities for employment, and creating inclusive and diverse workplaces that allow our team to perform to their fullest potential.



Backlog

We do not consider the sales backlog to be a significant indicator of future performance due to the short order cycle of our business. Our sales backlog from ongoing operations was approximately \$21.2 million as of December 27, 2025 and approximately \$26.0 million as of December 28, 2024. We expect to realize the entire December 27, 2025 backlog during fiscal 2026.

Where You Can Find More Information

We file quarterly reports on Form 10-Q and annual reports on Form 10-K and furnish current reports on Form 8-K and other information with the Securities and Exchange Commission (the “Commission”). The Commission also maintains an Internet site at www.sec.gov that contains quarterly, annual, and current reports, proxy and information statements, and other information regarding issuers, like Hillman, that file electronically with the Commission.

In addition, our quarterly reports on Form 10-Q, annual reports on Form 10-K, current reports on Form 8-K, and all amendments to those reports, are available free of charge on our website at www.hillmangroup.com as soon as reasonably practicable after such reports are electronically filed with the Commission. We are providing the address to our website solely for the information of investors. We do not intend the address to be an active link or to incorporate the contents of the website into this report.

ITEM 1A - RISK FACTORS.

You should carefully consider the following risks. However, the risks set forth below are not the only risks that we face, and we face other risks which have not yet been identified or which are not yet otherwise predictable. If any of the following risks occur or are otherwise realized, our business, financial condition, and results of operations could be materially adversely affected. You should carefully consider the risks described below and all other information in this Annual Report on Form 10-K, including our Consolidated Financial Statements and the related Notes to Consolidated Financial Statements and schedules thereto.

Risks Relating to Our Products and Demand for our Products:

Our sales are dependent upon the health and stability of the general economy. Adverse changes in economic factors specific to the home improvement industry may adversely affect our sales and financial performance.

Many North American and global economic factors may adversely affect our financial performance. These include, but are not limited to, periods of slow economic growth or recession, home price appreciation or decreasing housing turnover, volatility and/or lack of liquidity from time to time in U.S. and world financial markets and the consequent reduced availability and/or higher cost of borrowing to Hillman, its customers, and consumers, slower rates of growth in real disposable personal income that could affect the rate of growth in consumer spending, inflation and its impacts on discretionary spending and on our costs, shortages, and other disruptions in the labor supply, consumer debt levels, changes in tax rates and policy, outbreak of pandemics, fluctuations in fuel and energy costs, inflation or deflation of commodity prices, natural disasters, armed conflicts, and acts of both domestic and international terrorism.

Sales of many of our products are driven by the activity level of home repair and remodel projects. Our customers, suppliers, and other parties with whom we do business are also impacted by the foregoing conditions and adverse changes may result in financial difficulties leading to restructurings, bankruptcies, liquidations, and other unfavorable events for our customers, consumers, suppliers, and other service providers. Adverse trends in any of the foregoing factors could reduce our sales, adversely impact the mix of our sales, or increase our costs, which could have a material adverse effect on our business, financial condition and results of operations.

Large customer concentration and the inability to penetrate new channels of distribution could adversely affect our business.

Our two largest customers constituted approximately \$674.3 million of net sales and \$33.0 million of the year-end accounts receivable balance for 2025. Both of these customers are big box chain stores. Our results of operations depend greatly on our ability to maintain existing relationships and arrangements with these big box chain stores. To the extent that the big box chain stores are materially adversely impacted by the changing retail landscape, this could have a negative effect on our results of operations. These two customers have been key components of our growth and failure to maintain fulfillment and service levels or relationships with these customers could result in a material loss of business. Our inability to penetrate new channels of distribution, including ecommerce, may also have a negative impact on our future sales and business (see Note 17 - Concentration of Credit Risks of the Notes to Consolidated Financial Statements for additional information).

If a large customer experiences a material decline in its business, that could have a negative impact on our ability to collect outstanding accounts receivable or continue future sales and business with that customer, which could have a material adverse effect on our financial condition, results of operations, and ability to generate future sales and cash flow from that customer. This occurred on October 14, 2024, when True Value Company, LLC and certain of its affiliates (collectively, "True Value"), filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code that impaired the collectability of our accounts receivable and resulted in us recording a charge of \$8.6 million in 2024.

To compete successfully, we must develop and commercialize a continuing stream of innovative new products that create consumer demand.

Our long-term success in the current competitive environment depends on our ability to develop and commercialize a continuing stream of innovative new products which create and maintain consumer demand. We also face the risk that our competitors will introduce innovative new products that compete with our products. Our strategy includes increased investment in new product development and continued focus on innovation. There are, nevertheless, numerous uncertainties inherent in successfully developing and commercializing innovative new products on a continuing basis, and new product launches may not provide expected growth results.

Acquisitions have formed a significant part of our growth strategy in the past and may continue to do so. If we are unable to identify suitable acquisition candidates, successfully integrate an acquired business, or obtain financing needed to complete an acquisition, our growth strategy may not succeed.

Historically, our growth strategy has relied in part on acquisitions that either expand or complement our businesses and/or product offerings in new or existing markets. However, there can be no assurance that we will be able to identify or acquire acceptable acquisition candidates on terms favorable to us and in a timely manner.

The process of integrating acquired businesses into our operations may result in unforeseen difficulties and may require a disproportionate amount of resources and management attention, and there can be no assurance that we will be able to successfully integrate acquired businesses into our operations. Additionally, we may not achieve the anticipated benefits from any acquisition.

Unfavorable changes in the current economic environment may make it difficult to acquire businesses in order to further our growth strategy. We will continue to seek acquisition opportunities both to expand into new markets and to enhance our position in our existing markets. However, our ability to do so will depend on a number of factors, including our ability to obtain financing that we may need to complete a proposed acquisition opportunity which may be unavailable or available on terms that are not advantageous to us. If financing is unavailable or on unfavorable terms, we may be forced to forego otherwise attractive acquisition opportunities which may have a negative effect on our ability to grow.

Risks Related to our Operations:

Our business is subject to risks associated with sourcing product from overseas, including tariffs.

We import a majority of our products and rely on foreign sources, primarily China and Taiwan, to meet our supply demands at prices that support our current operating margins. Substantially all of our import operations are subject to customs requirements, tariffs, and quotas set by governments through mutual agreements or unilateral actions. The U.S. tariffs on steel, aluminum, and other imported goods have materially increased the costs of many of our foreign sourced products, and any escalation in the tariffs will increase the impact, including without limitation recent tariffs against goods imported from China, Mexico, and Canada enacted since February 1, 2025 by the Trump Administration and any retaliatory tariffs issued in response thereto.

In order to sustain current operating margins while the tariffs are in effect, we must be able to increase prices with our customers and find alternative, similarly priced sources that are not subject to the tariffs. If we are unable to effectively implement these countermeasures, our operating margins will be impacted.

In addition, the countries from which our products and materials are manufactured or imported may, from time to time, impose additional quotas, duties, tariffs, or other restrictions on their imports or adversely modify existing restrictions. Adverse changes in these import costs and restrictions, or our suppliers' failure to comply with customs regulations or similar laws, could harm our business.

We estimate we source approximately 33% of our products from China, 33% from suppliers based in North America, and 33% from all other countries. Based on the current facts and tariff environment as of the date of this filing, we expect the tariffs to continue to drive an increase in our net working capital and cost of sales. We have raised prices to offset the tariff costs, although these price increases could impact future demand for our products. We continue to analyze the impact of these actions and what, if any, steps, including pricing actions, we may take to mitigate the impact of the tariffs. Consistent with our normal course of business, we will continue exploring alternative suppliers in other countries to source quality products that provide the best value for our customers.

If any of our existing vendors fail to meet our needs, we believe that sufficient capacity exists in the open market to supply any shortfall that may result. However, it is not always possible to replace a vendor on short notice without disruption in our operations, which may require more costly expedited transportation expense and replacement of a major vendor is often at higher prices.

Our ability to import products in a timely and cost-effective manner may also be affected by conditions at ports or issues that otherwise affect transportation and warehousing providers, such as port and shipping capacity, high demand for ocean freight, labor disputes, hostilities or terrorism against ocean vessels or changes in shipping routes to avoid the same, severe weather, or increased homeland security requirements in the U.S. and other countries. These issues could delay importation of products, increase our transit costs, or require us to locate alternative ports or warehousing providers to avoid disruption to customers. These alternatives may not be available on short notice or could result in higher transit costs, which could have an adverse impact on our business and financial condition.

Additionally, in recent years, tensions between mainland China and Taiwan have further escalated. Conflict between China and Taiwan could disrupt our supply chain, including limiting access to key ports, disrupting the operations of our suppliers, or resulting in potential international sanctions, all of which could adversely affect our results of operations or increase our costs.

Our results of operations could be negatively impacted by inflation or deflation in supply chain costs, including raw materials, sourcing, transportation and energy.

Many of our products are manufactured out of metals, including but not limited to steel, aluminum, zinc, and copper. Additionally, we use other commodity-based materials in the manufacture of Letters, Numbers, and Signs ("LNS") that are resin-based and subject to fluctuations in the price of oil. We source the majority of our products from third parties and are subject to changes in their underlying manufacturing costs. We also use third parties for transportation and are exposed to fluctuations in freight costs to transport goods from our suppliers to our distribution facilities and to our customers, as well as the price of diesel fuel in the form of freight surcharges on

customer shipments and the cost of gasoline used by the field sales and service force. Inflation in these costs could result in significant cost increases. If we are unable to mitigate any cost increases from the foregoing factors through various customer pricing actions and cost reduction initiatives, our financial condition may be adversely affected. Conversely, in the event that there is deflation, we may experience, and in fact have experienced, pressure from our customers to reduce prices. There can be no assurance that we would be able to reduce our cost base (through negotiations with suppliers or other measures) to offset any such price concessions which could adversely impact our results of operations and cash flows.

We are subject to inventory management risks: insufficient inventory may result in increased costs, lost sales and lost customers, while excess inventory may increase our costs.

We balance the need to maintain inventory levels that are sufficient to maintain superior customer fulfillment levels against the risk and financial costs of carrying excess inventory levels. In order to successfully manage our inventories, we must estimate demand from our customers at the product level and timely purchase products in quantities that substantially correspond to that demand. If we overestimate demand and purchase too much of a particular product, we could have excess inventory handling costs, distribution center capacity constraints and inventory that we cannot sell profitably.

In addition, we may have to write down such inventory if we are unable to sell it for its recorded value. In fact, in the fourth quarter of 2023, we recorded inventory revaluation charges of \$5.0 million in connection with exiting certain retail locations and markets for a product line. By contrast, if we underestimate demand and purchase insufficient quantities of a product, and/or do not maintain enough inventory of a product, we may not be able to fulfill customer orders on a timely basis which could result in fines, the loss of sales and ultimately loss of customers for those products as they turn to our competitors. Our business, financial condition and results of operations could suffer a material adverse effect if either or both of these situations occur frequently or in large volumes.

Because our business is working capital intensive, we rely on our ability to manage our product purchasing and customer credit policies.

Our operations are working capital intensive, and our inventories, accounts receivable, and accounts payable are significant components of our net asset base. We manage our inventories and accounts payable through our purchasing policies and our accounts receivable through our customer credit policies. During 2022, we saw increased lead times for ocean freight from Asia due to disruptions in the global supply chain, and we had to increase our inventory levels to maintain our high fill rates with our customers, which has increased our inventory costs and reduced our profitability. Our lead times and inventory levels normalized in 2023. However, there are no assurances that lead times will not increase in the future, and if we fail to adequately manage our product purchasing or customer credit policies, our working capital and financial condition may be adversely affected.

We are subject to the risks of doing business internationally.

A portion of our revenue is generated outside the United States, primarily from customers located in Canada, Mexico, Latin America, and the Caribbean. Because we sell our products and services outside the United States, our business is subject to risks associated with doing business internationally, which include:

- changes in a specific country's or region's political and cultural climate or economic condition;
- unexpected or unfavorable changes in foreign laws and regulatory requirements;
- difficulty of effective enforcement of contractual provisions in local jurisdictions;
- inadequate intellectual property protection in foreign countries;
- the imposition of duties and tariffs and other trade barriers, including without limitation recent tariffs against goods imported from China, Mexico, and Canada since February 1, 2025 by the Trump Administration and any retaliatory tariffs issued in response thereto;
- trade-protection measures, import or export licensing requirements such as Export Administration Regulations promulgated by the U.S. Department of Commerce, Economic Sanctions Laws and Regulations administered by the Office of Foreign Assets Control, and fines, penalties, or suspension or revocation of export privileges;
- violations of the United States Foreign Corrupt Practices Act;
- the effects of applicable and potentially adverse foreign tax law changes;
- significant adverse changes in foreign currency exchange rates; and
- difficulties associated with repatriating cash in a tax-efficient manner.

Any failure to adapt to these or other changing conditions in foreign countries in which we do business could have an adverse effect on our business and financial results.

Risks Related to our Workforce:

Successful sales and marketing efforts depend on our ability to recruit and retain qualified employees.

The success of our efforts to grow our business depends on the contributions and abilities of key executives, our sales force, and other personnel, including the ability of our sales force to achieve adequate customer coverage. We must therefore continue to recruit, retain, and motivate management, sales, and other personnel to maintain our current business and to support our projected growth. A shortage of these key employees might jeopardize our ability to implement our growth strategy.

Increases in labor costs, potential labor disputes and work stoppages or an inability to hire skilled distribution, sales and other personnel could adversely affect our business.

An increase in labor costs, work stoppages or disruptions at our facilities or those of our suppliers or transportation service providers, or other labor disruptions, could decrease our sales and increase our expenses. In addition, although our employees are not represented by a union, our labor force may become subject to labor union organizing efforts, which could cause us to incur additional labor costs and increase the related risks that we now face.

A significant increase in the salaries and wages paid by competing employers could result in a reduction of our labor force, increases in the salaries and wages that we must pay, or both. If we are unable to hire warehouse, distribution, sales and other personnel, our ability to execute our business plan and our results of operations would suffer.

Risks Related to our Technology and Cybersecurity:

Our success is highly dependent on information and our technology systems, as well as those of our third party vendors and business partners.

We depend on our information systems, and those of our third party vendors and business partners, to process orders, to manage inventory and accounts receivable collections, to purchase, sell, and ship products efficiently and on a timely basis, to maintain cost-effective operations, and to provide superior service to our customers. If these systems are damaged, intruded upon, shutdown, or cease to function properly (whether by planned upgrades, force majeure, telecommunications failures, hardware or software break-ins or viruses, other cybersecurity incidents, or otherwise), we may suffer disruption in our ability to manage and operate our business.

In late May 2023, we experienced a ransomware attack relating to certain systems on our network (the "Cybersecurity Incident"). The Cybersecurity Incident affected certain of our information technology systems, and as part of the containment effort, we suspended affected systems and elected to temporarily suspend additional systems in an abundance of caution. We reactivated and restored our operational systems over the course of the week following the Cybersecurity Incident.

While we have taken measures designed to protect the security of our information and technology systems, and any information handled by these systems, including personal, sensitive, confidential, and proprietary information, there can be no assurance that the measures which we have adopted to protect against certain events that could disrupt the operations of our information systems will prevent the occurrence of such a disruption. Any such disruption could have a material adverse effect on our business and results of operations.

In addition, we plan to upgrade our existing information technology systems or choose to incorporate new technology systems from time to time in order for such systems to support our business. Costs and potential problems and interruptions associated with the implementation of new or upgraded systems and technology or with maintenance or adequate support of existing systems could disrupt or reduce the efficiency of our operations. Any such reduction in efficiency or disruption could have a material adverse effect on our business and results of operations.

Complications with the design or implementation of our new enterprise resource planning ("ERP") system could adversely impact our business and operations.

We rely on various information systems and technology to manage our business. We are in the process of a multi-year implementation of a new ERP system. We expect the first phase of this project to be operationalized in mid

2026, with future phases to follow. This ERP system is designed to accurately maintain the Company's financial records, enhance operational functionality, provide timely information to the Company's management team related to the operation of the business, and streamline internal controls over financial reporting. The ERP system implementation process has required, and will continue to require, the investment of significant personnel and financial resources. We may not be able to successfully complete the implementation efforts without experiencing delays, increased costs, and other difficulties. Any reduction in efficiency or disruption could have a material adverse effect on our business and results of operations. If we are unable to successfully manage implementation efforts related to our new ERP system, our financial positions, results of operations and cash flows could be negatively impacted. Further, if the ERP system does not operate as intended, the effectiveness of our internal control over financial reporting could be adversely impacted.

Unauthorized disclosure of personal, sensitive or confidential customer, employee, supplier, or Company information, whether through a breach of our computer systems, or those of our third party vendors and business partners, including cyber-attacks or otherwise, could severely harm our business.

As part of our business, we collect, process, and retain personal, sensitive and confidential personal information about our customers, employees, and suppliers. Despite the security measures we have in place, our facilities and systems, and those of the retailers and other third party distributors with which we do business, may be vulnerable to security breaches, cyber-attacks, acts of vandalism, computer viruses, misplaced or lost data, programming and/or human errors, or other similar events. In fact, in late May 2023, we experienced a ransomware attack relating to certain systems on our network, as is more fully described on the preceding page, and some confidential personal information of our employees and selected dependents was accessed by the threat actor.

In addition, employees may intentionally or inadvertently cause the unauthorized access to or release of personal, sensitive, or confidential customer, employee, supplier or Company information. Because the techniques used to circumvent security systems can be highly sophisticated, change frequently, are often not recognized until launched against a target, and may originate from less regulated and remote areas around the world, we may be unable to proactively anticipate or address all possible techniques or implement adequate preventive measures for all situations.

Any security breach involving the misappropriation, loss, or other unauthorized disclosure of confidential customer, employee, supplier, or Company information, whether by us or by the retailers and other third party distributors and business partners with which we do business, could result in losses, severely damage our reputation, expose us to the risks of litigation and liability, disrupt our operations, and have a material adverse effect on our business, results of operations, and financial condition.

We anticipate that these threats will continue to grow in scope and complexity over time. Cybercrime and attacking techniques are constantly evolving, and we or our third party vendors and business partners may be unable to anticipate attempted security breaches, react in a timely manner, or implement adequate preventative measures, particularly given the increasing use of hacking techniques designed to circumvent controls, avoid detection, and remove or obfuscate forensic artifacts.

The regulatory environment related to information security, data collection, and privacy is increasingly rigorous, with new and constantly changing requirements applicable to our business, and compliance with those requirements could result in additional costs. As a result, our practices may not have complied in the past or may not comply now or in the future with all such laws, regulations, requirements and obligations. Our failure to take any steps perceived by the regulatory body as appropriate to protect certain information may result in claims under various data privacy and security laws, which could severely impact our business.

Risks Related to Intellectual Property:

Failure to adequately protect intellectual property could adversely affect our business.

Intellectual property rights are an important and integral component of our business. We attempt to protect our intellectual property rights through a combination of patent, trademark, copyright, and trade secret laws, as well as licensing agreements and third-party nondisclosure and assignment agreements.

In the event that our trademarks or patents are successfully challenged and we lose the rights to use those trademarks or patents, or if we fail to prevent others from using them, we could experience reduced sales or be forced to redesign or rebrand our products, requiring us to devote resources to product development, advertising, and marketing new products and brands. In addition, we cannot be sure that any pending trademark or patent applications will be granted or will not be challenged or opposed by third parties or that we will be able to enforce our trademark rights against counterfeiters.

Failure to obtain or maintain adequate protection of our intellectual property rights for any reason could have a material adverse effect on our business, results of operations, and financial condition.

Our success depends in part on our ability to operate without infringing on or misappropriating the proprietary rights of others, and if we are unable to do so we may be liable for damages.

We cannot be certain that United States or foreign patents or patent applications of other companies do not exist or will not be issued that would prevent us from commercializing our products. Third parties may sue us, and in fact have sued us (see Item 3 - Legal Proceedings of this Annual Report and Note 15 - Commitments and Contingencies of the Notes to Consolidated Financial Statements for additional information), for infringing or misappropriating their patent or other intellectual property rights. Intellectual property litigation is costly. If we do not prevail in litigation, in addition to any damages we might have to pay, we could be required to cease the infringing activity, obtain a license requiring us to make royalty payments, and/or enter into other settlement arrangements that temporarily preclude us from liability. It is possible that a required license may not be available to us on commercially acceptable terms, if at all. In addition, a required license may be non-exclusive, and therefore our competitors may have access to the same technology licensed to us. If we fail to obtain a required license or are unable to design around another company's patent, we may be unable to make use of some of the affected products, which would reduce our revenue.

The defense costs and settlements for patent infringement lawsuits are not covered by insurance. Patent infringement lawsuits can take years to settle. If we are not successful in our defenses or are not successful in obtaining dismissals of any such lawsuit, legal fees or settlement costs could have a material adverse effect on our results of operations and financial position.

Risks Relating to Our Indebtedness:

We have significant indebtedness that could affect operations and financial condition and prevent us from successfully executing our strategy.

We have a significant amount of indebtedness. On December 27, 2025, our total indebtedness was \$693.1 million, of which, \$637.0 million is indebtedness issued under the term loan facility, and \$20.1 million is indebtedness under finance lease and other obligations. The Company also has an asset-based revolving credit facility with aggregate commitments of up to \$375.0 million, an outstanding balance of \$36.0 million, and aggregate availability of \$279.1 million as of December 27, 2025, subject to customary asset-backed loan borrowing base and availability provisions.

Our substantial indebtedness could have important consequences. For example, it could:

- make it more difficult for us to satisfy obligations to holders of our indebtedness;
- increase our vulnerability to increases in interest rates;
- increase our vulnerability to general adverse economic and industry conditions;
- require the dedication of a substantial portion of cash flow from operations to payments on indebtedness, thereby reducing the availability of cash flow to fund working capital, capital expenditures, research and development efforts, and other general corporate purposes;
- limit flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to competitors that have less debt; and
- limit our ability to borrow additional funds.

In addition, the agreement governing our senior secured credit facilities contain financial and other restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. The failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all outstanding indebtedness.

Despite current indebtedness levels, we may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial leverage.

We may be able to incur substantial additional indebtedness in the future. The terms of our senior secured credit facilities do not fully prohibit us from doing so. The senior secured credit facilities permit additional borrowing of up to \$279.1 million as of December 27, 2025, subject to customary asset-backed loan borrowing base and availability provisions. If new debt is added to our current debt levels, the related risks that we now face could intensify.

We rely on available borrowings under the Asset-Based Revolving credit facility (“ABL Revolver”) for cash to operate our business, and the availability of credit under the ABL Revolver may be subject to significant fluctuation.

In addition to cash we generate from our business, our principal existing source of cash is borrowings available under the ABL Revolver. Aggregate availability will be limited to the lesser of a borrowing base and \$375.0 million. The borrowing base is calculated on a monthly (or more frequent under certain circumstances) valuation of our inventory, accounts receivable and certain cash balances. As a result, our access to credit under the ABL Revolver is potentially subject to significant fluctuation, depending on the value of the borrowing base-eligible assets as of any measurement date. The inability to borrow under the ABL Revolver may adversely affect our liquidity, financial position and results of operations. As of December 27, 2025, the ABL Revolver had an outstanding balance of \$36.0 million and had outstanding letters of credit of \$3.3 million, with \$279.1 million of available borrowings as a source of liquidity based on the customary asset-backed loan borrowing base and availability provisions.

We are subject to fluctuations in interest rates.

All of our indebtedness incurred under our senior secured credit facilities have variable interest rates. Increases in borrowing rates will increase our cost of borrowing, which may adversely affect our results of operations and financial condition. Our term loan and interest rate derivatives generally bear interest at a rate per annum equal to Daily Simple Secured Overnight Financing Rate (SOFR). We may, and have in the past, enter into interest rate derivatives that hedge risks related to floating for fixed rate interest payments in order to reduce interest rate volatility, however there are no assurances that we will do so, or that we will be able to do so on terms favorable to us. Further, we may choose not to maintain interest rate swaps with any of our variable rate indebtedness, or may only choose to maintain interest rate swaps with some, but not all, of our variable rate indebtedness.

The failure to meet certain financial covenants required by our credit agreements may materially and adversely affect assets, financial position, and cash flows.

Certain aspects of our credit agreements require the maintenance of a leverage ratio and limit our ability to incur debt, make investments, or undertake certain other business activities. In particular, our minimum allowed fixed charge coverage ratio requirement is 1.0x as of December 27, 2025. A breach of the covenant, or any other covenants, could result in an event of default under the credit agreements. Upon the occurrence of an event of default under the credit agreements, all amounts outstanding, together with accrued interest, could be declared immediately due and payable by our lenders. If this happens, our assets may not be sufficient to repay in full the payments due under the credit agreements. The current credit market environment and other macro-economic challenges affecting the global economy may adversely impact our ability to borrow sufficient funds or sell assets or equity in order to pay existing debt.

Volatility and weakness in bank and capital markets may adversely affect credit availability and related financing costs for us.

Bank and capital markets can experience periods of volatility and disruption. If the disruption in these markets is prolonged, our ability to refinance, and the related cost of refinancing, some or all of our debt could be adversely affected. Additionally, during periods of volatile credit markets, there is a risk that lenders, even those with strong balance sheets and sound lending practices, could fail or refuse to honor their legal commitments and obligations under existing credit commitments. Although we currently can access the bank and capital markets, there is no assurance that such markets will continue to be a reliable source of financing for us. These factors, including the tightening of credit markets, could adversely affect our ability to obtain cost-effective financing.

Increased volatility and disruptions in the financial markets also could make it more difficult and more expensive for us to refinance outstanding indebtedness and obtain financing. In addition, the adoption of new statutes and regulations, the implementation of recently enacted laws or new interpretations or the enforcement of older laws and regulations applicable to the financial markets or the financial services industry could result in a reduction in the amount of available credit or an increase in the cost of credit. Disruptions in the financial markets can also adversely affect our lenders, insurers, customers, and other counterparties. Any of these results could cause a material adverse effect to our business, financial condition, and results of operations.

Legal, Regulatory, and Other External Risks:

We are exposed to adverse changes in currency exchange rates.

Exposure to foreign currency risk exists because we, through our global operations, enter into transactions and make investments denominated in multiple currencies. Our predominant exposures are in Canadian, Mexican, and

Asian currencies, including the Chinese Yuan (“CNY”). In preparing our Consolidated Financial Statements for foreign operations with functional currencies other than the U.S. dollar, asset and liability accounts are translated at current exchange rates and income and expenses are translated using weighted-average exchange rates. With respect to the effects on translated earnings, if the U.S. dollar strengthens relative to local currencies, our earnings could be negatively impacted. We do not make a practice of hedging our non-U.S. dollar earnings.

We source many products from China and other Asian countries for resale in other regions. To the extent that the U.S. dollar declines relative to the CNY or other currencies, we may experience cost increases on such purchases. The U.S. dollar decreased in value relative to the CNY by 4.0% in 2025, increased by 2.8% in 2024 and increased by 2.9% in 2023. Significant appreciation of the CNY or other currencies in countries where we source our products could adversely impact our profitability. In addition, our foreign subsidiaries in Canada and Mexico may purchase certain products from their vendors denominated in U.S. dollars. If the U.S. dollar strengthens compared to the local currencies, it may result in margin erosion. We have a practice of hedging some of our Canadian subsidiary's purchases denominated in U.S. dollars. We may not be successful at implementing customer pricing or other actions in an effort to mitigate the related cost increases which may adversely impact our results of operations.

If we were required to write down all or part of our goodwill or indefinite-lived trade names, our financial condition and results of operations could be materially adversely affected.

We have \$830.7 million of goodwill and \$85.3 million of indefinite-lived trademarks recorded on our accompanying Consolidated Balance Sheets at December 27, 2025. We are required to periodically determine if our goodwill or indefinite-lived trademarks have become impaired, in which case we would write down the impaired portion.

If we were required to record additional write downs of all or part of our goodwill or indefinite-lived trademarks, our financial condition and net income could be materially adversely affected.

We are subject to legal proceedings and legal compliance risks.

We are involved in various legal proceedings, which from time to time may involve lawsuits, state and federal governmental inquiries, audits and investigations, environmental matters, employment, tort, state false claims act, consumer litigation, and intellectual property litigation. At times, such matters may involve executive officers and other management. Certain of these legal proceedings may be a significant distraction to management and could expose us to significant liability, including settlement expenses, damages, fines, penalties, attorneys' fees and costs, and non-monetary sanctions, any of which could have a material adverse effect on our business and results of operations.

Our business may be adversely affected by seasonality.

In general, we have experienced seasonal fluctuations in sales and operating results from quarter to quarter. Typically, the first calendar quarter is the weakest due to the effect of weather on home projects and the construction industry. If adverse weather conditions persist on a regional or national basis into the second or other calendar quarters, our business, financial condition, and results of operations may be materially adversely affected.

Future tax law changes may materially increase our prospective income tax expense.

We are subject to income taxation in many jurisdictions in the U.S., as well as foreign jurisdictions. Judgment is required in determining our worldwide income tax provision and, accordingly, there are many transactions and computations for which our final income tax determination is uncertain. We are occasionally audited by income tax authorities in various tax jurisdictions. Although we believe our recorded tax estimates are reasonable, the ultimate outcome from any audit (or related litigation) could be materially different from the amounts reflected in our income tax provisions and accruals. Future settlements of income tax audits may have a material effect on earnings between the period of initial recognition of tax estimates in the financial statements and the point of ultimate tax audit settlement.

Additionally, it is possible that future income tax legislation and regulations or interpretations thereof in any jurisdiction to which we are subject to taxation may be enacted and such changes could have a material impact on our worldwide income tax provision beginning with the period during which such changes become effective. In addition, our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including:

- changes in the valuation of our deferred tax assets and liabilities;
- expected timing and amount of the release of any tax valuation allowances;
- tax effects of stock-based compensation;

- costs related to intercompany restructurings; and
- lower than anticipated future earnings in jurisdictions where we have lower statutory tax rates and higher than anticipated future earnings in jurisdictions where we have higher statutory tax rates.

ITEM 1B - UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C - CYBERSECURITY.

Cybersecurity Risk Management and Strategy

The Company's cybersecurity policies, standards, processes, and practices for assessing, identifying and managing material risks from cybersecurity threats and responding to cybersecurity incidents are part of the Company's overall risk assessment efforts. The Company has established controls and procedures, including an incident response plan, that provide for the identification, notification, escalation, communication, and remediation of data security incidents at appropriate levels so that decisions regarding the public disclosure and reporting of such incidents can be made by management in a timely manner. The Company continues to review its Cybersecurity program and controls and procedures as part of its efforts to strengthen its defenses.

As part of its cybersecurity program, the Company utilizes firewalls, identity and access management programs, email security, anti-malware, and a detection and response program. The Company periodically assesses and tests its policies, standards, processes and practices that are designed to address cybersecurity threats and incidents by performing internal and external vulnerability scans, penetration testing, and phishing exercises. The Company utilizes a combination of internal employees and third parties to perform security monitoring and 24/7 response, penetration testing, phishing campaigns, and provide security awareness training to our employees. We recently updated our onboarding process for certain third-party vendors and service providers to include a review and assessment of their information security practices. The Company also conducts information security and awareness training to ensure that employees are aware of information security risks and to enable them to take steps to mitigate those risks.

Role of the Board of Directors

The Audit Committee and the Board of Directors are responsible for the oversight of cybersecurity risk. The Audit Committee and Board of Directors receive periodic updates from management on the Company's cybersecurity program, threats, and defense measures implemented. Additionally, our Senior Vice President of Information Technology ("SVP - IT") provides updates to the Board of Directors on an as needed basis with respect to cybersecurity risks or any cybersecurity incident that meets established reporting thresholds, as well as ongoing updates regarding any such cybersecurity incident until it has been remediated.

Role of Management

Our SVP-IT oversees and provides accountability related to our cybersecurity risk management strategy and overall information security program. The SVP-IT's cybersecurity team is led by a Director of Information Technology Security. The cybersecurity team is responsible for leading enterprise-wide cybersecurity strategy, policy, standards, architecture, and processes. The program incorporates policies and practices designed to protect the privacy and security of our sensitive information.

The cybersecurity team includes dedicated internal resources that currently have Certified Information Systems Security Professional ("CISSP") credentials, Certificate of Cloud Security Knowledge ("CCSK"), and other security and network certifications. In addition to our internal security staff, we partner with various third-party security service providers to augment our staffing, expertise, and hours of operation.

The cybersecurity team leverages tools and systems such as Security Information and Event Management ("SIEM"), for real time alerts and insights.

The SVP-IT regularly reports to our senior leadership team, as well as periodically to our Board of Directors, regarding our cybersecurity program and material cybersecurity risks. The SVP-IT coordinates with other teams including internal Audit, to ensure a combined focus on technology modernization and remediation needs. The

SVP-IT is briefed weekly on current security operations and relevant issues across the cybersecurity threat landscape.

Current Cybersecurity Events

In late May 2023, we experienced a ransomware attack relating to certain systems on our network (the “Cybersecurity Incident”). We promptly initiated an investigation, engaged the services of cybersecurity experts and outside advisors and worked with appropriate law enforcement authorities to contain, assess and remediate the Cybersecurity Incident.

The Cybersecurity Incident affected certain of our information technology systems, and as part of the containment effort, we suspended affected systems and elected to temporarily suspend additional systems in an abundance of caution. We reactivated and restored our operational systems over the course of the week following the Cybersecurity Incident. In 2023, the Cybersecurity Incident related costs net of an expected insurance receivable totaled \$1.0 million. Our system remediation efforts regarding the Cybersecurity Incident were concluded as of December 30, 2023. In the fourth quarter of 2024, we received proceeds from our insurance claim that exceeded the amount recorded as a receivable by \$0.6 million. These proceeds represented the cost associated with lost revenue and incremental expenses incurred.

As of the date of this report, the Company is not aware of any risks from cybersecurity threats that have materially affected or are reasonably likely to materially affect the Company, including its business strategy, results of operations, or financial condition. In the event of an attack or other intrusion, we have a response team of internal and external resources engaged and prepared to respond. We also maintain cyber liability insurance to help mitigate potential liabilities resulting from cyber issues. We plan to continually invest in efforts to enhance data security in response to developments in the cybersecurity landscape.

ITEM 2 – PROPERTIES.

As of December 27, 2025, our principal office, manufacturing, and distribution properties were as follows:

Business Segment	Approximate Square Footage	Description
Hardware and Protective Solutions & Robotics and Digital Solutions		
Belton, Missouri	305,000	Distribution
Cincinnati, Ohio	270,000	Office, Distribution
Dallas, Texas	166,000	Distribution
Forest Park, Ohio ⁽¹⁾	428,000	Office, Distribution
Jacksonville, Florida	193,000	Distribution
Jonestown, Pennsylvania	187,000	Distribution
Shafter, California	168,000	Distribution
Tempe, Arizona	184,000	Office, Mfg., Distribution
Hardware and Protective Solutions		
Atlanta, Georgia	14,000	Office
Guadalajara, Mexico	12,000	Office, Distribution
Pompano Beach, Florida	39,000	Office, Distribution
Monterrey, Mexico	13,000	Distribution
Shannon, Georgia	421,000	Office, Mfg., Distribution
Hamilton, Ohio	58,000	Mfg., Distribution
Salem, Oregon	31,000	Distribution
Tyler, Texas ⁽²⁾	202,000	Office, Mfg., Distribution
Villa Rica, Georgia	275,000	Office, Mfg., Distribution
Shakopee, Minnesota	168,000	Office, Distribution
Golden Valley, Minnesota	4,400	Office
Robotics and Digital Solutions		
Boulder, Colorado	8,000	Office
Canada		
Burnaby, British Columbia	29,000	Distribution
Edmonton, Alberta	100,000	Distribution
Laval, Quebec	34,000	Distribution
Scarborough, Ontario	23,000	Mfg., Distribution
Toronto, Ontario	456,000	Office, Distribution
Winnipeg, Manitoba	42,000	Distribution

(1) The Company leases two facilities in Forest Park, Ohio. This first is the Company's 43,000 square foot corporate office headquarters located at 1280 Kemper Meadow Road. The second is a 385,000 square foot distribution center located at 1700 Carillon Boulevard.

(2) The Company leases two facilities in Tyler, Texas. The first is a 139,000 square foot facility located at 2329 E. Commerce Street used for manufacturing and distribution. The second is a 63,000 square foot facility located at 6357 Reynolds Road used for offices, manufacturing, and distribution.

All of the Company's facilities are leased. In the opinion of the Company's management, the Company's existing facilities are in good condition.

ITEM 3 - LEGAL PROCEEDINGS.

We are subject to various claims and litigation that arise in the normal course of business. For a description of our material legal proceedings, see Note 15 - Commitments and Contingencies of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K.

Dispute with Kiosk Development Partner

On December 16, 2024, the Company entered into a settlement agreement with a kiosk development partner (the "Kiosk Partner"), pursuant to which the Company paid the Kiosk Partner a \$5 million settlement on December 30, 2024 to resolve all claims and disputes alleged by the Kiosk Partner. The Kiosk Partner's claims alleged that, among other things, the Company failed to pay certain per key royalty fees to the Kiosk Partner allegedly owed under a joint development agreement dating back over 10 years ago. Though the Company believes it had strong defenses to the claims made by the Kiosk Partner, the Company opted to settle the matter before litigation was filed in order to avoid the cost and uncertainty of protracted litigation.

ITEM 4 – MINE SAFETY DISCLOSURES.

Not Applicable.

PART II

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

Common Stock Data

The Company's common stock is traded on The Nasdaq Stock Market under the symbol 'HLMN'. There were approximately 18 holders of record of common stock as of February 12, 2026. In addition to holders of record of our common stock, there is a substantially greater number of "street name" holders or beneficial holders whose Class A common stock is held of record by banks, brokers and other financial institutions.

Dividends

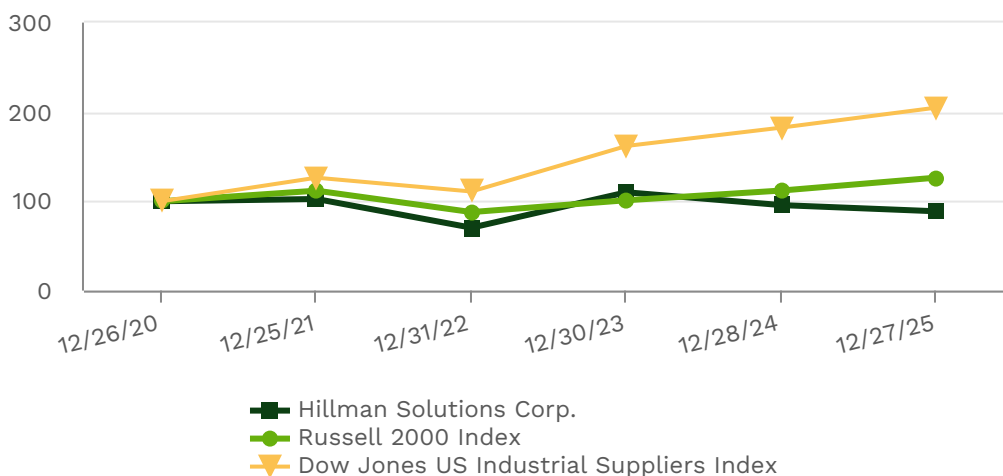
The Company has never declared or paid cash dividends on its common stock and has no intention to do so in the foreseeable future.

Securities Authorized for Issuance Under Equity Compensation Plans

See Part III, Item 12 of this Form 10-K and Note 11 - Stock-Based Compensation of the Notes to Consolidated Financial Statements included herein for additional information.

Stock Price Performance

Comparison of Cumulative Total Return



	December 26, 2020	December 25, 2021	December 31, 2022	December 30, 2023	December 28, 2024	December 27, 2025
Hillman Solutions Corp.	100.0	102.5	70.4	110.1	95.7	88.8
Russell 2000 Index	100.0	111.9	87.9	101.2	112.0	126.5
Dow Jones US Industrial Suppliers Index	100.0	126.4	110.9	161.9	182.5	204.8

The graph above compares the cumulative total stockholder return on our Class A common stock with the cumulative total return on the Russell 2000 Index and the Dow Jones US Industrial Suppliers Index. The graph assumes an initial investment of \$100 in our common stock at the market close on the last trading day of our fiscal year ended December 26, 2020, and the points on the graph represent the value on the last trading day of each of our last 5 fiscal years. Data for the Russell 2000 Index and the Dow Jones US Industrial Suppliers Index assume reinvestment of dividends. Total return equals stock price appreciation plus reinvestment of dividends.

Unregistered Sales of Equity Securities

We did not issue or sell any unregistered equity securities during the year ended December 27, 2025.

Issuer Purchases of Equity Securities

The following table presents the number and average price of shares purchased in each fiscal month of the fourth quarter of fiscal 2025, all of which were completed through open market purchases (shares in whole numbers, dollars in thousands):

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan ⁽¹⁾⁽²⁾
September 28, 2025 - October 25, 2025	205,061	\$ 9.29	530,645	\$ 94,926
October 26, 2025 - November 22, 2025	471,196	\$ 8.61	1,001,841	\$ 90,870
November 23, 2025 - December 27, 2025	367,727	\$ 8.95	1,369,568	\$ 87,577
	<u>1,043,984</u>	\$ 8.86	<u>1,369,568</u>	

(1) On July 31, 2025, the Board of Directors of the Company authorized a share repurchase program of up to \$100,000. The July 2025 authorization does not have a prescribed expiration date.

(2) Excludes excise taxes incurred on share repurchases.

ITEM 6 – [RESERVED]

ITEM 7 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion provides information which our management believes is relevant to an assessment and understanding of our operations and financial condition. This discussion should be read in conjunction with the Consolidated Financial Statements and Notes to Consolidated Financial Statements and schedules thereto appearing elsewhere herein. In addition, see “Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995 Regarding Forward-Looking Information”, as well as “Risk Factors” in Item 1A of this Annual Report.

Executive Overview and Trends in our Business

Net sales during 2025 increased by 5.4% when compared to 2024. Driving our performance for the year was the net sales contributions from new business wins, along with the contribution of net sales from the Intex DIY acquisition, which closed in August 2024, and the contribution of price increases, which were implemented during the year to offset an increase in costs related to tariffs. These contributions to net sales were offset by the soft home improvement market during the year. Hardware and Protective Solutions, our largest segment making up 76.9% of our net sales, led the way with an increase of 7.8%, while our Robotics and Digital Solutions segment returned to growth during 2025 contributing 1.6%. Partially offsetting this growth was a decline in our Canadian business segment.

Products across our business are primarily used by DIYers and professionals shopping at our customers' retail locations for repair, maintenance, and remodel projects. Because repair and maintenance projects are beneficial and often necessary no matter the economic environment, we believe our business is generally resilient to economic downturns. However, remodel projects are more dependent upon macroeconomic variables, including existing home sales. According to the National Association of Realtors, existing home sales in the U.S. for 2025 were unchanged from 2024, which marked a 30-year low, totaling 4.1 million. This was a headwind for our top line results during the year.

Our competitive moat, which consists of our 1,200 member field sales and service team, our ability to ship direct to the retail locations of our customers rather than their distribution network, and our 60+ years of experience set us apart from the competition. As such, we launched multiple new business wins during the year and we won vendor of the year awards from Do It Best and Home Depot Canada. We continue to focus on taking great care of our customers which has been a key focus on the company for over 60-years.

We are pleased with our top and bottom line results during 2025, as both were records for Hillman. Producing record top and bottom line results while successfully managing the dynamic and complex tariff situation is a testament to our team. Looking to 2026, we remain committed to driving value for our stakeholders, taking great care of our customers, and continuing to grow our business.

Impact of Global Economic Conditions on our Results of Operation

Our business is impacted by general economic conditions in the North American and international markets, particularly the U.S. and Canadian retail markets including hardware stores, home centers, mass merchants, and other retailers. Changes in current economic conditions, including inflationary pressures in the cost of inventory, transportation, and employee compensation, foreign currency volatility, and interest rates, have impacted consumer discretionary income levels and spending. Consumer discretionary income levels and spending impact the purchasing trends of our products by our retail customers. Any adverse trends in discretionary income and consumer spending could have a material adverse effect on our business or operating results.

We are exposed to the risk of unfavorable changes in foreign currency exchange rates for the U.S. dollar versus local currency of our suppliers located primarily in China and Taiwan. We purchase a majority of our products for resale from multiple vendors located in China and Taiwan. The purchase price of these products is routinely negotiated in U.S. dollar amounts rather than the local currency of the vendors and our suppliers' profit margins

decrease when the U.S. dollar declines in value relative to the local currency. This puts pressure on our suppliers to increase prices to us. The U.S. dollar decreased in value relative to the CNY by approximately by 4.0% in 2025, increased by 2.8% in 2024, and increased by 2.9% in 2023. The U.S. dollar decreased in value relative to the Taiwan dollar by approximately 4.2% in 2025, increased by 7.1% in 2024, and decreased by 0.4% in 2023.

In addition, the negotiated purchase price of our products may be dependent upon market fluctuations in the cost of raw materials such as steel, zinc, and nickel used by our vendors in their manufacturing processes. The final purchase cost of our products may also be dependent upon inflation or deflation in the local economies of vendors in China and Taiwan that could impact the cost of labor and energy used in the manufacturing of our products. We identify the directional impact of changes in our product cost, but the quantification of each of these variable impacts cannot be measured as to the individual impact on our product cost with a sufficient level of precision. We may take pricing action, when warranted, in an attempt to offset a portion of product cost increases. The ability of our operating divisions to implement price increases and seek price concessions, as appropriate, is dependent on competitive market conditions.

We are also exposed to risk of unfavorable changes in the Canadian dollar exchange rate versus the U.S. dollar. Our sales in Canada are denominated in Canadian dollars while a majority of the products are sourced in U.S. dollars. A weakening of the Canadian dollar versus the U.S. dollar results in lower sales in terms of U.S. dollars while the cost of sales remains unchanged. We have a practice of hedging some of our Canadian subsidiary's purchases denominated in U.S. dollars. The U.S. dollar decreased in value relative to the Canadian dollar by approximately 5.2% in 2025, increased by 9.0% in 2024, and decreased by 2.4% in 2023.

We import products which are subject to customs requirements and to tariffs and quotas set by governments through mutual agreements and bilateral actions. U.S. tariffs on steel and aluminum and other imported goods has increased our product costs and required us to increase prices on the affected products. Recent tariffs against goods imported from China, Mexico, and Canada enacted since February 1, 2025 by the Trump Administration and any retaliatory tariffs issued in response thereto, have also caused us to increase prices on affected products.

Recent developments

Tariff Environment

In 2025, the U.S. government announced tariffs on imports from countries from which we import products and components. Additionally, other countries have announced their own tariffs. We estimate we source approximately 33% of our products from China, 33% from suppliers based in North America, and 33% from all other countries. Tariffs have resulted in an increase in our net working capital and cost of sales. We have raised our prices to offset the tariff costs, although these price increases could impact future demand for our products. We continue to analyze the impact of these actions and what, if any, steps, including pricing actions, we may take to mitigate the impact of the tariffs. Consistent with our normal course of business, we will continue exploring alternative suppliers in other countries to source quality products that provide the best value for our customers.

Segment Realignment

In the second quarter of 2025, the Company realigned its Hardware and Protective Solutions segment to include the sales of accessories, which are now managed by the Hardware and Protective Solutions leadership team. Previously, accessories were included under the Robotics and Digital Solutions segment leadership team. See Note 18 - Segment Reporting and Geographic Information of the Notes to Consolidated Financial Statements for additional information.

Share Repurchases

On July 31, 2025, the Board of Directors of the Company authorized a share repurchase program of up to \$100.0 million (the "Repurchase Program") of the Company's common stock. The company has repurchased a total of 1.4 million shares for \$12.4 million as of December 27, 2025. See Note 10 - Equity and Accumulated Other Comprehensive Loss of the Notes to Consolidated Financial Statements for additional information.

Financial Summary and Other Key Metrics

Fiscal 2025 and 2024 consisted of 252 shipping days. Shipping days are defined as non-holiday week-days, Monday through Friday of each week of the fiscal year.

- Net sales for the year ended December 27, 2025 were \$1,552.2 million compared to net sales of \$1,472.6 million for the year ended December 28, 2024, an increase of approximately \$79.6 million or 5.4%.

- Net income improved to \$40.3 million, or \$0.20 per diluted share, compared to net income of \$17.3 million, or \$0.09 per diluted share for the year ended December 28, 2024.
- Adjusted EBITDA⁽¹⁾ totaled \$275.3 million versus \$241.8 million in the year ended December 28, 2024.

(1) Adjusted EBITDA is a non-GAAP financial measure. Refer to the “Non-GAAP Financial Measures” section for additional information, including our definition and our use of Adjusted EBITDA, and for a reconciliation from net income (loss) to Adjusted EBITDA.

Results of Operations

The following table shows the results of operations for the years ended December 27, 2025, December 28, 2024 and December 30, 2023.

	Year Ended December 27, 2025		Year Ended December 28, 2024		Year Ended December 30, 2023	
<i>(dollars in thousands)</i>	Amount	% of Net Sales	Amount	% of Net Sales	Amount	% of Net Sales
Net sales	\$ 1,552,224	100.0%	\$ 1,472,595	100.0%	\$ 1,476,477	100.0%
Cost of sales (exclusive of depreciation and amortization shown separately below)	795,875	51.3%	764,691	51.9%	828,956	56.1%
Selling, warehouse, general and administrative expenses	502,000	32.3%	488,702	33.2%	452,110	30.6%
Depreciation	79,870	5.1%	68,766	4.7%	59,331	4.0%
Amortization	61,232	3.9%	61,274	4.2%	62,309	4.2%
Other (income) expense, net	(722)	—%	361	—%	12,843	0.9%
Income from operations	113,969	7.3%	88,801	6.0%	60,928	4.1%
Interest expense, net	56,467	3.6%	59,241	4.0%	68,310	4.6%
Refinancing costs	906	0.1%	3,008	0.2%	—	—%
Income (loss) before income taxes	56,596	3.6%	26,552	1.8%	(7,382)	(0.5)%
Income tax expense	16,291	1.0%	9,297	0.6%	2,207	0.1%
Net income (loss)	<u>\$ 40,305</u>	<u>2.6%</u>	<u>\$ 17,255</u>	<u>1.2%</u>	<u>\$ (9,589)</u>	<u>(0.6)%</u>
Adjusted EBITDA ⁽¹⁾	275,317	17.7%	241,753	16.4%	219,360	14.9%

(1) Adjusted EBITDA is a non-GAAP financial measure. Refer to the “Non-GAAP Financial Measures” section for additional information, including our definition and our use of Adjusted EBITDA, and for a reconciliation from Net income (loss) to Adjusted EBITDA.

Net Sales

Net Sales by Product Line

	2025 vs. 2024						2024 vs. 2023			
	2025	% of Net Sales	2024	% of Net Sales	\$ Change	% Change	2023	% of Net Sales	\$ Change	% Change
Fastening and Hardware	\$ 1,051,361	67.7 %	\$ 1,016,483	69.0 %	34,878	3.4 %	\$ 1,021,803	69.2 %	(5,320)	(0.5)%
Personal Protective	270,937	17.5 %	229,925	15.6 %	41,012	17.8 %	216,403	14.7 %	13,522	6.2 %
Keys and Key Fobs	188,954	12.2 %	178,083	12.1 %	10,871	6.1 %	186,031	12.6 %	(7,948)	(4.3)%
Engraving and Resharp	40,972	2.6 %	48,104	3.3 %	(7,132)	(14.8)%	52,240	3.5 %	(4,136)	(7.9)%
Consolidated	<u>\$ 1,552,224</u>		<u>\$ 1,472,595</u>		<u>\$ 79,629</u>		<u>\$ 1,476,477</u>		<u>\$ (3,882)</u>	

See Note 2 - Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements for a reconciliation of net sales by product line to net sales by operating segment.

Net Sales by Segment

	2025 vs. 2024						2024 vs. 2023			
	2025	% of Net Sales	2024	% of Net Sales	\$ Change	% Change	2023	% of Net Sales	\$ Change	% Change
Hardware and Protective Solutions	\$ 1,193,957	76.9 %	\$ 1,107,993	75.2 %	\$ 85,964	7.8 %	\$ 1,090,473	73.9 %	\$ 17,520	1.6 %
Robotics and Digital Solutions	220,157	14.2 %	216,701	14.7 %	3,456	1.6 %	229,546	15.5 %	(12,845)	(5.6)%
Canada	138,110	8.9 %	147,901	10.0 %	(9,791)	(6.6)%	156,458	10.6 %	(8,557)	(5.5)%
Consolidated	\$ 1,552,224		\$ 1,472,595		\$ 79,629		\$ 1,476,477		\$ (3,882)	

Hardware and Protective Solutions revenues consist primarily of the delivery of fasteners, anchors, specialty fastening products, and personal protective equipment such as gloves and eye-wear as well as accessories and in-store merchandising services for the related product category.

Robotics and Digital Solutions revenues consist primarily of sales of keys and identification tags through self-service key duplication and engraving kiosks. It also includes our associate-assisted key duplication systems.

Canada revenues consist primarily of the delivery to Canadian customers of fasteners and related hardware items, threaded rod, keys, key duplicating systems, accessories, personal protective equipment, and identification items as well as in-store merchandising services for the related product category.

Net sales increased \$79.6 million in total during 2025. The increase in net sales was primarily driven by the factors described below:

Hardware and Protective Solutions increased \$86.0 million due to the following:

- Hardware sales increased \$45.9 million primarily driven by \$59.4 million in price increases offset by \$13.9 million in reduced volume driven by market softness.
- Protective equipment sales increased by \$40.0 million primarily driven by \$40.5 million of net sales added by the acquisition of Intex. Additionally, sales were impacted by price increases of \$9.5 million offset by \$9.5 million in reduced volume.

Robotics and Digital Solutions sales increased \$3.5 million primarily driven by \$14.3 million in price increases offset by \$11.2 million in reduced volume.

Canada net sales decreased by \$9.8 million primarily due to volume decreases of \$4.8 million, an unfavorable impact of the exchange rate from Canadian dollars to U.S. dollars of \$2.8 million, and price decreases of \$2.2 million.

Cost of Sales (excluding depreciation and amortization)

The following table summarizes cost of sales by segment:

	2025 vs. 2024						2024 vs. 2023			
	2025	% of Segment Net Sales	2024	% of Segment Net Sales	\$ Change	% Change	2023	% of Segment Net Sales	\$ Change	% Change
Hardware and Protective Solutions	\$ 654,836	54.8%	\$ 617,689	55.7%	\$ 37,147	6.0%	\$ 667,072	61.2%	\$(49,383)	(7.4)%
Robotics and Digital Solutions	59,817	27.2%	60,233	27.8%	(416)	(0.7)%	64,389	28.1%	(4,156)	(6.5)%
Canada	81,222	58.8%	86,769	58.7%	(5,547)	(6.4)%	97,495	62.3%	(10,726)	(11.0)%
Consolidated	\$ 795,875		\$ 764,691		\$ 31,184		\$ 828,956		\$(64,265)	

Hardware and Protective Solutions cost of sales as a percentage of net sales decreased primarily due to the timing of price increases driven by higher tariff costs. During 2025, we began taking pricing actions with our customers to align with the additional tariff costs we paid in 2025. We expect higher tariff expense to be included in our cost of sales as we sell through the inventory purchased prior to the new tariffs and transition to selling inventory purchased after the new tariffs. These were partially offset by a higher mix of Protective Solutions sales which generally have higher costs than Hardware Solutions products.

Our Robotics and Digital Solutions cost of sales as a percentage of net sales decreased primarily due to the impact of price increases and sales mix.

Canada cost of sales as a percentage of net sales was comparable to prior year.

Selling, Warehouse, and General and Administrative Expenses

The following table summarizes selling, warehouse, and general and administrative expense ("SG&A") by segment:

	2025 vs. 2024						2024 vs. 2023			
	% of Segment Net Sales		% of Segment Net Sales		\$ Change		% Change		% of Segment Net Sales	
	2025	2024	2025	2024	2024	2023	2024	2023	\$ Change	% Change
Hardware and Protective Solutions	\$ 360,570	\$ 348,532	30.2 %	31.5 %	\$ 12,038	\$ 317,177	3.5 %	29.1 %	\$ 31,355	9.9 %
Robotics and Digital Solutions	95,600	92,813	43.4 %	42.8 %	2,787	90,239	3.0 %	39.3 %	2,574	2.9 %
Canada	45,830	47,357	33.2 %	32.0 %	(1,527)	44,694	(3.2)%	28.6 %	2,663	6.0 %
Consolidated	<u>\$ 502,000</u>	<u>\$ 488,702</u>			<u>\$ 13,298</u>	<u>\$ 452,110</u>			<u>\$ 36,592</u>	

Hardware and Protective Solutions SG&A increased in 2025 due to the following:

- Selling expense increased by \$9.6 million primarily due to increased compensation and benefit expense.
- Warehouse expense increased \$1.9 million due to inflation in shipping costs along with rent and maintenance. Additionally, warehouse expense includes \$1.0 million in costs incurred related to our Cincinnati, Ohio distribution center consolidation project.
- General and administrative ("G&A") increased by \$0.5 million. The increase was primarily driven by an increased investment into information technology along with increased compensation and benefit expenses and legal fees. These current year increases were partially offset by lower bad debt expense in 2025 relative to 2024. The year ended December 28, 2024 included a write off of \$8.4 million of accounts receivable, net, due to True Value declaring bankruptcy.

Robotics and Digital Solutions SG&A increased in 2025 due to the following:

- Selling expense increased by \$6.4 million primarily due to the shift from full-service keys to self-service keys, which have a higher variable selling cost.
- Warehouse expense increased by \$1.4 million due to inflation in labor and shipping costs.
- G&A decreased by \$5.0 million. The decrease was primarily due to a \$5.0 million settlement agreement with a kiosk development partner in 2024 (see Note 15 - Commitments and Contingencies).

Canada SG&A decreased in 2025 due to the following:

- Selling expense decreased \$0.3 million primarily due to lower severance costs in the current year as relative to 2024.
- Warehouse expense decreased \$0.9 million primarily due to lower sales volumes along with improved operational efficiencies in addition to lower severance costs in the current year as relative to 2024 due to restructuring activities in the prior year.
- G&A was comparable to prior year.

Other Operating Expenses

Depreciation expense increased \$11.1 million due to increased capital spend on merchandising racks along with key duplication kiosks.

Amortization expense was comparable to prior year.

In the year ended December 27, 2025, other (income) expense, net consisted primarily of a \$0.2 million gain on the revaluation of the contingent consideration associated with the acquisition of Resharp and Instafob (see Note 14 - Fair Value Measurements of the Notes to Consolidated Financial Statements for additional information) along with income from certain rebates received. In the year ended December 28, 2024, other expense (income), net consisted primarily of an exchange rate loss of \$0.9 million and a \$0.2 million loss on the revaluation of the contingent consideration associated with the acquisition of Resharp and Instafob. Offsetting these losses was income from certain rebates received.

Income from Operations

	2025 vs. 2024				2024 vs. 2023		
	2025	2024	\$ Change	% Change	2023	\$ Change	% Change
Hardware and Protective Solutions	\$ 90,553	\$ 60,138	\$ 30,415	50.6 %	\$ 11,644	\$ 48,494	416.5 %
Robotics and Digital Solutions	17,322	20,549	(3,227)	(15.7)%	39,676	(19,127)	(48.2)%
Canada	6,094	8,114	(2,020)	(24.9)%	9,608	(1,494)	(15.5)%
Total segment income from operations	\$ 113,969	\$ 88,801	\$ 25,168	28.3 %	\$ 60,928	\$ 27,873	45.7 %

Income from operations in our Hardware and Protective Solutions segment increased \$30.4 million due to the changes in net sales, cost of sales, SG&A expense, and other (income) expense, net described above. Depreciation expense increased by \$6.3 million due to increased capital spend on merchandising racks and facility relocations completed in the prior year.

Income from operations in our Robotics and Digital Solutions segment decreased by \$3.2 million primarily due to the changes in net sales, cost of sales, and SG&A expenses described above and a \$4.8 million increase in depreciation expense associated with increased capital spend on key machines. Offsetting this increased expense was a gain of \$0.5 million in other (income) expense driven by the changes in revaluation of the contingent consideration.

Canada's income from operations decreased by \$2.0 million primarily due to the changes in net sales, cost of sales, and SG&A expenses described above. Canada also recorded exchange rate loss of \$0.1 million in 2025 compared to a loss of \$0.7 million in 2024.

Income (Loss) Before Income Taxes

Interest expense, net, decreased \$2.8 million primarily due to a reduction in outstanding debt and a reduction in interest rate spreads driven by the debt repricing in the first quarter of 2025 (see Note 7 - Long-Term Debt of the Notes to Consolidated Financial Statements for additional information).

Income Taxes:

For the years ended December 27, 2025 and December 28, 2024 the effective income tax rate was 28.8% and 35.0%, respectively. The Company recorded an income tax provision for the year ended December 27, 2025 of \$16.3 million, and an income tax provision for the year ended December 28, 2024 of \$9.3 million.

In 2025, the Company's effective tax rate differed from the U.S. federal statutory tax rate due to certain non-deductible expenses. In addition, the effective tax rate differed due to state and foreign income taxes and our federal research and development credit.

In 2024, the Company's effective tax rate differed from the U.S. federal statutory tax rate primarily due to certain non-deductible expenses. In addition, the effective tax rate differed due to state and foreign income taxes and withholding taxes on distributions from our Canadian subsidiary.

Year Ended December 28, 2024 vs Year Ended December 30, 2023

For a comparison of our results of operations for fiscal 2024 to fiscal 2023, see "[Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#)" of our Form 10-K for fiscal 2024.

Non-GAAP Financial Measures

Adjusted EBITDA is a non-GAAP financial measure and is the primary basis used to measure the operational strength and performance of our businesses, as well as to assist in the evaluation of underlying trends in our businesses. This measure eliminates the significant level of noncash depreciation and amortization expense that results from the capital-intensive nature of our businesses and from intangible assets recognized in business combinations. It is also unaffected by our capital and tax structures, as our management excludes these results when evaluating our operating performance. Our management and Board of Directors use this financial measure to evaluate our consolidated operating performance and the operating performance of our operating segments and to allocate resources and capital to our operating segments. Additionally, we believe that Adjusted EBITDA is useful to investors because it is one of the bases for comparing our operating performance with that of other companies in our industries, although our measure of Adjusted EBITDA may not be directly comparable to similar measures used by other companies.

The following table presents a reconciliation of Net income (loss), the most directly comparable financial measures under GAAP, to Adjusted EBITDA for the periods presented:

<i>(dollars in thousands)</i>	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Net income (loss)	\$ 40,305	\$ 17,255	\$ (9,589)
Income tax expense	16,291	9,297	2,207
Interest expense, net	56,467	59,241	68,310
Depreciation	79,870	68,766	59,331
Amortization	61,232	61,274	62,309
EBITDA	\$ 254,165	\$ 215,833	\$ 182,568
Stock compensation expense	14,246	13,463	12,004
Restructuring and other costs ⁽¹⁾	4,058	2,978	3,031
Litigation expense ⁽²⁾	1,950	5,000	339
Transaction and integration expense ⁽³⁾	232	1,243	1,754
Change in fair value of contingent consideration	(240)	228	(4,936)
Refinancing costs ⁽⁴⁾	906	3,008	—
Impairment charges ⁽⁵⁾	—	—	24,600
Adjusted EBITDA	\$ 275,317	\$ 241,753	\$ 219,360

(1) Restructuring and other costs includes consulting and other costs associated with severance related to our distribution center relocations and corporate restructuring activities. 2024 and 2023 include costs associated with the Cybersecurity Incident that occurred in May 2023, see Note 15 - Commitments and Contingencies of the Notes to Consolidated Financial Statements for additional information.

(2) Litigation expense includes an accrual for the tentative settlement of a California wage-hour class action / Private Attorneys General Act (PAGA) claim in 2025 along with a settlement and legal fees paid in association with a dispute with a kiosk development partner in 2024, and litigation with the Hy-Ko Products Company LLC litigation (see Note 15 - Commitments and Contingencies of the Notes to Consolidated Financial Statements for additional information).

(3) Transaction and integration expense includes professional fees and other costs related to acquisition activity, including without limitation the Koch Industries, Inc. and Intex DIY, Inc acquisitions and the CCMP secondary offerings in 2023.

(4) In the first quarters of 2025 and 2024, we entered into a Repricing Amendment (2025 Repricing Amendment and 2024 Repricing Amendment) on our existing Senior Term Loan due July 14, 2028 (see Note 7 - Long-Term Debt of the Notes to Consolidated Financial Statements for additional information).

(5) In the fourth quarter of 2023, we recorded an impairment charge in our Hardware and Protective Solutions segment of \$24.6 million, primarily related to review of certain product offerings. In the fourth quarter of 2023, we evaluated a specific product line and decided to exit certain retail locations and markets, which reduced the future cash flows from this product line and impacted the lower of cost or market valuation of inventory. As a result of this review we impaired \$19.6 million of intangible assets and recorded inventory revaluation charges of \$5.0 million.

The following tables present a reconciliation of segment operating income, the most directly comparable financial measures under GAAP, to segment Adjusted EBITDA for the periods presented (amounts in thousands). Certain amounts in the prior year presentation between segments were reclassified to conform to the current year's presentation:

Year Ended December 27, 2025	Hardware and Protective Solutions	Robotics and Digital Solutions	Canada
Operating income	\$ 90,553	\$ 17,322	\$ 6,094
Depreciation and amortization	88,829	47,390	4,883
Stock compensation expense	12,080	1,144	1,022
Restructuring and other costs	2,783	120	1,155
Litigation expense	1,780	170	—
Transaction and integration expense	225	7	—
Change in fair value of contingent consideration	—	(240)	—
Adjusted EBITDA	<u>\$ 196,250</u>	<u>\$ 65,913</u>	<u>\$ 13,154</u>

Year Ended December 28, 2024	Hardware and Protective Solutions	Robotics and Digital Solutions	Canada
Operating income	\$ 60,138	\$ 20,549	\$ 8,114
Depreciation and amortization	82,446	42,661	4,933
Stock compensation expense	11,562	1,117	784
Restructuring and other costs	340	689	1,949
Litigation expense	—	5,000	—
Transaction and integration expense	1,212	31	—
Change in fair value of contingent consideration	—	228	—
Adjusted EBITDA	<u>\$ 155,698</u>	<u>\$ 70,275</u>	<u>\$ 15,780</u>

Year Ended December 30, 2023	Hardware and Protective Solutions	Robotics and Digital Solutions	Canada
Operating income	\$ 11,644	\$ 39,676	\$ 9,608
Depreciation and amortization	76,757	40,055	4,828
Stock compensation expense	10,204	1,035	765
Restructuring and other costs	2,582	339	110
Litigation expense	—	339	—
Transaction and integration expense	1,594	160	—
Impairment charges	24,600	—	—
Change in fair value of contingent consideration	—	(4,936)	—
Adjusted EBITDA	<u>\$ 127,381</u>	<u>\$ 76,668</u>	<u>\$ 15,311</u>

Liquidity and Capital Resources:

The following table presents the key categories of our consolidated statements of cash flows:

	Year Ended December 27, 2025	Year Ended December 28, 2024	\$ Change	Year Ended December 30, 2023	\$ Change
Net cash provided by operating activities	\$ 105,185	\$ 183,336	\$ (78,151)	\$ 238,035	\$ (54,699)
Net cash used for investing activities	(70,351)	(143,397)	73,046	(67,852)	(75,545)
Net cash used for financing activities	(52,220)	(39,268)	(12,952)	(161,976)	122,708
Net (decrease) increase in cash and cash equivalents	<u>(17,234)</u>	<u>5,957</u>	<u>(23,191)</u>	<u>7,472</u>	<u>(1,515)</u>

Operating Cash Flows:

Operating cash flows for the year ended December 27, 2025 were unfavorably impacted by increases in the costs of inventory and other accrued liabilities due to the recently enacted tariffs.

Operating cash flows for the year ended for the year ended December 28, 2024 were unfavorably impacted by increases in accounts receivable due to accounts receivable generated by the Koch business post acquisition. Additionally, we saw increased accrued liabilities due to the timing of inventory purchases and payments. Finally, in 2024 we saw increases in accrued incentive compensation which favorably impacted our cash flow from operating activities.

Investing Cash Flows:

Capital Expenditures:

Cash of \$70.1 million, \$85.2 million, and \$65.8 million, was used in the years ending December 27, 2025, December 28, 2024 and December 30, 2023, respectively, to invest in new key duplicating kiosks and machines and merchandising racks.

Acquisitions:

In 2025, the Company did not complete any new acquisitions. In 2024, the Company completed its acquisitions of Koch Industries, Inc and Intex DIY, Inc for a total purchase price of \$23.8 million and \$34.1 million, respectively (see Note 5 - Acquisitions of the Notes to Consolidated Financial Statements for additional information).

Financing Cash Flows:

Term Loan:

The Company used \$8.5 million of cash for principal payments on the senior term loan. As of December 27, 2025, we have outstanding borrowings of \$637.0 million on the term loan. In 2024 the Company used \$106.4 million of cash for principal payments on the senior term loan, including a \$100.0 million prepayment against the outstanding term loan balance without payment of a premium or penalty. See Note 7 - Long-Term Debt of the Notes to Consolidated Financial Statements for additional information.

ABL Revolver:

Our revolver draws, net of repayments, used cash of \$26.0 million in the year ended December 27, 2025 primarily used to fund the additional tariff costs in the current year. During the year ended December 28, 2024, our revolver repayments, net of draws, provided cash of \$62.0 million as part of the Company's initiative to pay down the term loan along with the acquisitions of Koch and Intex.

Treasury Stock:

In the year ended December 27, 2025, the Company repurchased \$12.4 million of its common stock, see Note 10 - Equity and Accumulated Other Comprehensive Loss of the Notes to Consolidated Financial Statements for additional information.

Stock Option Exercises:

In the years ended December 27, 2025, December 28, 2024, and December 30, 2023, the Company received \$1.2 million, \$9.7 million, and \$2.2 million, respectively, from the exercise of stock options.

Liquidity:

We believe that projected cash flows from operations and ABL Revolver availability will be sufficient to fund working capital and capital expenditure needs for the next 12 months. As of December 27, 2025, the ABL Revolver had an outstanding balance of \$36.0 million and had outstanding letters of credit of \$3.3 million, leaving \$279.1 million of available borrowings as a source of liquidity. Our material cash requirements for known contractual obligations include, debt, and lease obligations, each of which are discussed in more detail earlier in this section and in the footnotes to consolidated financial statements, along with capital expenditures. Our future investments

will depend primarily on the builds of new key duplicating kiosks and machines, merchandising racks, and IT projects that we undertake and the timing of these expenditures.

We also have cash requirements for purchase orders and contracts for the purchase of inventory and other goods and services, which are based on current distribution needs and are fulfilled by our suppliers within the short term.

Our working capital (current assets minus current liabilities) position of \$388.9 million as of December 27, 2025 represents an increase of \$69.4 million from the December 28, 2024 level of \$319.5 million driven primarily by the impact of tariff costs and related increases in receivables driven by increased prices. We expect to generate sufficient operating cash flows to meet our short-term liquidity needs, and we expect to maintain access to the capital markets, although there can be no assurance of our ability to do so. However, disruption and volatility in the global capital markets, could impact our capital resources and liquidity in the future.

Related Party Transactions:

The information required by this Item is set forth in the section entitled Related Party Transactions in the 2026 Proxy Statement and is hereby incorporated by reference into this Form 10-K.

Critical Accounting Policies and Estimates:

Our accounting policies are more fully described in Note 2 - Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements. As disclosed in that note, the preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Future events cannot be predicted with certainty and, therefore, actual results could differ from those estimates. The following section describes our critical accounting policies.

Inventory Realization:

Inventories consisting predominantly of finished goods are valued at the lower of cost or net realizable value, cost being determined principally on the standard cost method, which approximates the first-in-first-out “FIFO” method. The historical usage rate is the primary factor used in assessing the net realizable value of excess and obsolete inventory. A reduction in the carrying value of an inventory item from cost to net realizable value is recorded for inventory with excess on-hand quantities as determined based on historic and projected sales, product category, and stage in the product life cycle. We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use to calculate our excess and obsolete inventory reserve. However, if our estimates regarding excess and obsolete inventory are inaccurate, we may be exposed to losses or gains that could be material. A 5% difference in actual excess and obsolete inventory reserved for at December 27, 2025 would have affected net earnings by approximately \$1.6 million in fiscal 2025.

Goodwill:

We have adopted ASU 2017-04, Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment, which eliminates Step 2 from the goodwill impairment test and instead requires an entity to perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. If, after assessing the totality of events or circumstances, we determine that the fair value of a reporting unit is less than the carrying value, then we would recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to the reporting unit.

Our annual impairment assessment is performed for the reporting units as of October 1. In 2025, 2024, and 2023, with the assistance of an independent third-party specialist, management assessed the value of our reporting units based on a based on a discounted cash flow model and a guideline public company method. Assumptions critical to our fair value estimates under the discounted cash flow model include the projected net sales and EBITDA growth rates and the discount rates. The results of the quantitative assessments in 2025, 2024, and 2023 indicated that the fair value of each reporting unit was in excess of its carrying value.

Significant assumptions used in the determination of the estimated fair values of the reporting units are the projected net sales and EBITDA growth rates and the discount rate. The projected net sales and EBITDA growth rates are dependent on overall market growth rates, the competitive environment, inflation and our ability to pass price increase along to our customers, relative currency exchange rates, and business activities that impact market

share. As a result, the growth rate could be adversely impacted by a sustained deceleration in category growth, devaluation of the U.S. Dollar against other currencies, an increased competitive environment, or an economic recession. The discount rate, which is consistent with a weighted average cost of capital that is likely to be expected by a market participant, is based upon industry required rates of return, including consideration of both debt and equity components of the capital structure. Our discount rate may be impacted in the future by adverse changes in the macroeconomic environment and volatility in the equity and debt markets.

While management can and has implemented strategies to address these events, changes in operating plans or adverse changes in the future could reduce the underlying cash flows used to estimate fair values and could result in a decline in fair value that would trigger future impairment charges. As of December 27, 2025, the carrying value of our largest reporting unit, Hardware Solutions, goodwill was \$450.9 million.

Recent Accounting Pronouncements:

Recently issued accounting standards are described in Note 3 - Recent Accounting Pronouncements of the Notes to Consolidated Financial Statements.

ITEM 7A – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Interest Rate Exposure

We are exposed to the impact of interest rate changes as our borrowings bear interest at variable interest rates. It is our policy to enter into interest rate swaps only to the extent considered necessary to meet our objectives.

Based on our exposure to variable rate borrowings at December 27, 2025, after consideration of our SOFR floor rates and interest rate swap agreements, a one percent (1%) change in the weighted average interest rate for a period of one year would change the annual interest expense by approximately \$3.1 million.

Foreign Currency Exchange

We are exposed to foreign exchange rate changes of the Canadian and Mexican currencies as it impacts the \$134.7 million net asset value of our Canadian and Mexican subsidiaries as of December 27, 2025. The foreign subsidiaries' net tangible assets were \$81.7 million and the net intangible assets were \$52.9 million as of December 27, 2025.

We utilize foreign exchange forward contracts to manage the exposure to currency fluctuations in the Canadian dollar versus the U.S. Dollar. See Note 13 - Derivatives and Hedging of the Notes to Consolidated Financial Statements.

ITEM 8 – FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

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Report of Management on Internal Control Over Financial Reporting

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

Our management, with the participation of our principal executive officer and principal financial officer, assessed the effectiveness of our internal control over financial reporting as of December 27, 2025, the end of our fiscal year. Management based its assessment on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment. This assessment is supported by testing and monitoring performed under the direction of management.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, even an effective system of internal control over financial reporting will provide only reasonable assurance with respect to financial statement preparation.

Based on its assessment, our management has concluded that our internal control over financial reporting was effective, as of December 27, 2025, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States. We reviewed the results of management's assessment with the Audit Committee of Hillman Solutions Corp.

/s/ JON MICHAEL ADINOLFI

Jon Michael Adinolfi
President and Chief Executive Officer
Dated: February 17, 2026

/s/ ROBERT O. KRAFT

Robert O. Kraft
Chief Financial Officer
Dated: February 17, 2026

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Hillman Solutions Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Hillman Solutions Corp. and subsidiaries (the "Company") as of December 27, 2025 and December 28, 2024, the related consolidated statements of comprehensive income (loss), cash flows, and stockholders' equity, for each of the three years in the period ended December 27, 2025, and the related notes and the financial statement schedule II - Valuation Accounts (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 27, 2025 and December 28, 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 27, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 27, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 17, 2026, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Goodwill – Hardware Solutions Reporting Unit – Refer to Note 2 to the Financial Statements

Critical Audit Matter Description

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to their respective carrying values.

The Company used both a discounted cash flow model and a guideline public company method to estimate the fair value of the Hardware Solutions ("HS") reporting unit. The discounted cash flow model requires management to make significant estimates and assumptions including projected net sales and earnings before interest, taxes, depreciation, and amortization ("EBITDA") growth rates and the discount rate. The guideline public company method requires the use of market price data of guideline public companies to estimate the fair value of the reporting unit. Changes in these assumptions could have a significant impact on either the fair value of the

reporting unit, the amount of any goodwill impairment charge, or both. The Company's consolidated goodwill balance was \$830.7 million as of December 27, 2025, of which \$450.9 million was allocated to the HS reporting unit. The estimated fair value of the HS reporting unit exceeded its carrying value as of the measurement date and, therefore, no impairment was recognized.

We identified the Company's valuation of goodwill for the HS reporting unit as a critical audit matter because of the significant judgments made by management to estimate the fair value of this reporting unit. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of certain of management's estimates and assumptions, particularly related to projected net sales and EBITDA growth rates as well as the selection of the discount rate.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the estimates of projected net sales and EBITDA growth rates and the selection of the discount rate used by management to estimate the fair value of the HS reporting unit included the following, among others:

- We tested the effectiveness of controls over management's goodwill impairment evaluation, including those over the determination of the fair value of the Hardware Solutions reporting unit, such as controls related to management's forecasts of projected net sales and EBITDA growth rates and selection of the discount rate.
- We evaluated management's ability to accurately forecast projected net sales and EBITDA growth rates by comparing actual results to management's historical forecasts.
- We performed a sensitivity analysis of the projected net sales and EBITDA growth rates and selected discount rate, which included their impact on cash flows.
- We evaluated the reasonableness of management's projected net sales and EBITDA growth rates by comparing the forecasts to (1) historical net sales and EBITDA growth rates, (2) underlying analysis detailing business strategies and growth plans, (3) internal communications to management and the Board of Directors, and (4) industry reports for the Company and certain of its peer companies.
- With the assistance of our internal fair value specialists, we evaluated the reasonableness of the valuation methodologies utilized, along with the discount rate and long-term net sales growth rate selected by:
 - Testing the source information underlying the determination of the discount rate and long-term net sales growth rate, including the mathematical accuracy of the calculation.
 - Developing a range of independent estimates for the discount rate and compared it to the rate selected by management.
 - Utilizing industry and market-specific growth trends to assess the reasonableness of the long-term net sales growth rate selected by management.

/s/ DELOITTE & TOUCHE LLP

Cincinnati, Ohio

February 17, 2026

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

HILLMAN SOLUTIONS CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(dollars in thousands)

	December 27, 2025	December 28, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 27,276	\$ 44,510
Accounts receivable, net of allowances of \$1,944 (\$2,827 - 2024)	114,926	109,788
Inventories, net	485,938	403,673
Other current assets	18,342	15,213
Total current assets	646,482	573,184
Property and equipment, net of accumulated depreciation of \$428,726 (\$376,150 - 2024)	231,482	224,174
Goodwill	830,747	828,553
Other intangibles, net of accumulated amortization of \$592,748 (\$530,398 - 2024)	546,171	605,859
Operating lease right of use assets	75,152	81,708
Other assets	26,160	17,025
Total assets	\$ 2,356,194	\$ 2,330,503
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 141,662	\$ 139,057
Current portion of debt and finance lease obligations	14,830	12,975
Current portion of operating lease liabilities	17,947	16,850
Accrued expenses:		
Salaries and wages	35,790	34,977
Pricing allowances	8,098	7,651
Income and other taxes	9,466	10,377
Other accrued expenses	29,766	31,843
Total current liabilities	257,559	253,730
Long-term debt	668,337	691,726
Deferred tax liabilities	131,870	124,611
Operating lease liabilities	63,459	71,474
Other non-current liabilities	6,462	6,591
Total liabilities	1,127,687	1,148,132
Commitments and Contingencies (Note 15)	—	—
Stockholders' equity:		
Common stock, 0.0001 par, 500,000,000 shares authorized, 197,857,100 and 196,487,532 issued and outstanding at December 27, 2025, respectively and 196,705,710 issued and outstanding at December 28, 2024	20	20
Treasury stock, at cost, 1,369,568 shares at December 27, 2025	(12,423)	—
Additional paid-in capital	1,457,422	1,442,958
Accumulated deficit	(178,646)	(218,951)
Accumulated other comprehensive loss	(37,866)	(41,656)
Total stockholders' equity	1,228,507	1,182,371
Total liabilities and stockholders' equity	\$ 2,356,194	\$ 2,330,503

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

HILLMAN SOLUTIONS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(dollars in thousands)

	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Net sales	\$ 1,552,224	\$ 1,472,595	\$ 1,476,477
Cost of sales (exclusive of depreciation and amortization shown separately below)	795,875	764,691	828,956
Selling, warehouse, and general and administrative expenses	502,000	488,702	452,110
Depreciation	79,870	68,766	59,331
Amortization	61,232	61,274	62,309
Other (income) expense, net	(722)	361	12,843
Income from operations	113,969	88,801	60,928
Interest expense, net	56,467	59,241	68,310
Refinancing costs	906	3,008	—
Income (loss) before income taxes	56,596	26,552	(7,382)
Income tax expense	16,291	9,297	2,207
Net income (loss)	<u>\$ 40,305</u>	<u>\$ 17,255</u>	<u>\$ (9,589)</u>
Basic income (loss) per share	\$ 0.20	\$ 0.09	\$ (0.05)
Weighted average basic shares outstanding	197,451	196,108	194,722
Diluted income (loss) per share	\$ 0.20	\$ 0.09	\$ (0.05)
Weighted average diluted shares outstanding	199,480	198,915	194,722
Net income (loss) from above	\$ 40,305	\$ 17,255	\$ (9,589)
Other comprehensive income (loss):			
Foreign currency translation adjustments	6,796	(16,471)	4,801
Hedging activity	(3,006)	2,635	(11,597)
Total other comprehensive income (loss)	3,790	(13,836)	(6,796)
Comprehensive income (loss)	<u>\$ 44,095</u>	<u>\$ 3,419</u>	<u>\$ (16,385)</u>

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

HILLMAN SOLUTIONS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Cash flows from operating activities:			
Net income (loss)	\$ 40,305	\$ 17,255	\$ (9,589)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	141,102	130,040	121,640
Loss (gain) on dispositions of property and equipment	73	56	(34)
Impairment charges	—	—	24,600
Deferred income taxes	4,717	(5,038)	(8,693)
Deferred financing and original issue discount amortization	5,021	5,065	5,323
Loss on debt restructuring	906	3,008	—
Cash paid to third parties in connection with debt restructuring	(906)	(1,554)	—
Stock-based compensation expense	14,246	13,463	12,004
Customer bankruptcy reserve	—	8,640	—
Change in fair value of contingent consideration	(240)	228	(4,936)
Changes in operating items:			
Accounts receivable	(4,121)	(4,545)	(15,898)
Inventories	(79,432)	8,710	103,660
Other assets	(14,980)	(6,004)	3,068
Accounts payable	1,689	(7,784)	8,029
Accrued salaries and wages	711	12,707	6,750
Other accrued liabilities	(3,906)	9,089	(7,889)
Net cash provided by operating activities	105,185	183,336	238,035
Cash flows from investing activities:			
Acquisitions of businesses, net of cash acquired	—	(57,900)	(1,700)
Capital expenditures	(70,100)	(85,219)	(65,769)
Other investing activities	(251)	(278)	(383)
Net cash used for investing activities	(70,351)	(143,397)	(67,852)
Cash flows from financing activities:			
Repayments of senior term loans	(8,512)	(106,383)	(88,510)
Borrowings of revolving credit loans	131,000	177,000	178,000
Repayments of revolving credit loans	(157,000)	(115,000)	(250,000)
Repurchases of common stock	(12,423)	—	—
Financing fees	—	(33)	—
Principal payments under finance lease obligations	(5,683)	(3,682)	(2,410)
Proceeds from exercise of stock options	1,207	9,657	2,167
Payments of contingent consideration	(265)	(260)	(1,232)
Other financing activities	(544)	(567)	9
Net cash used for financing activities	(52,220)	(39,268)	(161,976)
Effect of exchange rate changes on cash	152	5,286	(735)
Net (decrease) increase in cash and cash equivalents	(17,234)	5,957	7,472
Cash and cash equivalents at beginning of period	44,510	38,553	31,081
Cash and cash equivalents at end of period	\$ 27,276	\$ 44,510	\$ 38,553

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

HILLMAN SOLUTIONS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(dollars in thousands)

	Common Stock Amount	Treasury Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
December 31, 2022	\$ 20	\$ —	\$ 1,404,360	\$ (226,617)	\$ (21,024)	\$ 1,156,739
Net loss	—		—	(9,589)	—	(9,589)
Stock option activity, stock awards and employee stock purchase plan	—		14,175	—	—	14,175
Hedging activity	—	—	—	—	(11,597)	(11,597)
Change in cumulative foreign currency translation adjustment	—	—	—	—	4,801	4,801
December 30, 2023	\$ 20	\$ —	\$ 1,418,535	\$ (236,206)	\$ (27,820)	\$ 1,154,529
Net income	—	—	—	17,255	—	17,255
Stock option activity, stock awards and employee stock purchase plan	—	—	24,423	—	—	24,423
Hedging activity	—	—	—	—	2,635	2,635
Change in cumulative foreign currency translation adjustment	—	—	—	—	(16,471)	(16,471)
December 28, 2024	\$ 20	\$ —	\$ 1,442,958	\$ (218,951)	\$ (41,656)	\$ 1,182,371
Net income	—	—	—	40,305	—	40,305
Stock option activity, stock awards and employee stock purchase plan	—	—	14,464	—	—	14,464
Repurchases of common stock	—	(12,423)	—	—	—	(12,423)
Hedging activity	—	—	—	—	(3,006)	(3,006)
Change in cumulative foreign currency translation adjustment	—	—	—	—	6,796	6,796
Balance at December 27, 2025	<u>\$ 20</u>	<u>\$ (12,423)</u>	<u>\$ 1,457,422</u>	<u>\$ (178,646)</u>	<u>\$ (37,866)</u>	<u>\$ 1,228,507</u>

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

1. BASIS OF PRESENTATION

The accompanying financial statements include the consolidated accounts of Hillman Solutions Corp. and its wholly-owned subsidiaries (collectively "Hillman" or the "Company"). Unless the context requires otherwise, references to "Hillman," "we," "us," "our," or "our Company" refer to Hillman Solutions Corp. and its wholly-owned subsidiaries. The Consolidated Financial Statements included herein have been prepared in accordance with accounting standards generally accepted in the United States of America ("U.S. GAAP"). All intercompany balances and transactions have been eliminated. References to 2025, 2024, and 2023 are for fiscal years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively. Certain amounts in the prior year presentation were reclassified to conform to the current year's presentation.

"Hillman Solutions Corp.," "HMan Group Holdings Inc.," and "The Hillman Companies, Inc." are holding companies with no other operations, cash flows, material assets or liabilities other than the equity interests in "The Hillman Group, Inc.," which is the borrower under our credit facility.

The Company has a 52-53 week fiscal year ending on the last Saturday in December. In a 52 week fiscal year, each of the Company's quarterly periods will consist of 13 weeks. The additional week in a 53 week fiscal year is added to the fourth quarter, making such quarter consist of 14 weeks. In 2025, 2024 and 2023, the Company had a 52 week fiscal year.

Nature of Operations:

The Company is comprised of three separate operating business segments: (1) Hardware and Protective Solutions, (2) Robotics and Digital Solutions, and (3) Canada.

In the second quarter of 2025, the Company realigned its Hardware and Protective Solutions segment to include the sales of accessories, which are now managed by the Hardware and Protective Solutions leadership team. Previously, accessories were included under the Robotics and Digital Solutions segment and managed by that leadership team. See Note 18 - Segment Reporting and Geographic Information for additional information.

Hillman provides and, on a limited basis, produces products such as fasteners and related hardware items; threaded rod and metal shapes; keys, key duplication systems, and accessories; personal protective equipment such as gloves and eye-wear; rope and chain; builder's hardware; and identification items, such as tags and letters, numbers, and signs, to retail outlets, primarily hardware stores, home centers and mass merchants, pet supply stores, grocery stores, and drug stores. The Canada segment also produces fasteners, stampings, fittings, and processes threaded parts for automotive suppliers, industrial Original Equipment Manufacturers ("OEMs"), and industrial distributors.

Reclassifications:

Due to the segment realignment mentioned above, certain amounts in the prior year Consolidated Financial Statements and in the Notes to the Consolidated Financial Statements were reclassified to conform to the current year's presentation. This had no impact on the prior periods' consolidated balance sheets, consolidated statements of comprehensive income (loss), consolidated statements of cash flows, or consolidated statements of stockholders' equity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents:

Cash and cash equivalents consist of commercial paper, U.S. Treasury obligations, and other liquid securities purchased with initial maturities less than 90 days and are stated at cost which approximates fair value. The Company has foreign bank balances of approximately \$13,492 and \$25,647 at December 27, 2025 and December 28, 2024, respectively. The Company maintains cash and cash equivalent balances with financial institutions that exceed federally insured limits. The Company has not experienced any losses related to these balances.

Restricted Investments:

The Company's restricted investments are trading securities carried at fair market value which represent assets held in a Rabbi Trust to fund deferred compensation liabilities owed to the Company's employees. The current

portion of the investments is included in other current assets and the long term portion in other assets on the accompanying Consolidated Balance Sheets. See Note 9 - Deferred Compensation Plan for additional information.

Accounts Receivable and Allowance for Doubtful Accounts:

The Company establishes the allowance for doubtful accounts by considering historical losses, adjusted to take into account current market conditions. The estimates for calculating the aggregate reserve are based on the financial condition of the customers, the length of time receivables are past due, historical collection experience, current economic trends, and reasonably supported forecasts. Increases to the allowance for doubtful accounts result in a corresponding expense. The Company writes off individual accounts receivable when collection becomes improbable. The allowance for doubtful accounts was \$1,944 and \$2,827 as of December 27, 2025 and December 28, 2024, respectively.

In the years ended December 27, 2025 and December 28, 2024, the Company entered into agreements to sell, on an ongoing basis and without recourse, certain trade accounts receivable. The buyer is responsible for servicing the receivables. The sale of the receivables is accounted for in accordance with Financial Accounting Standards Board ("FASB") ASC 860, Transfers and Servicing. Under that guidance, receivables are considered sold when they are transferred beyond the reach of the Company and its creditors, the purchaser has the right to pledge or exchange the receivables, and the Company has surrendered control over the transferred receivables. The Company has received proceeds from the sales of trade accounts receivable of approximately \$309,860, \$286,243 and \$299,169 for the years ended December 27, 2025, December 28, 2024 and December 30, 2023, respectively, and has included the proceeds in net cash provided by operating activities in the Consolidated Statements of Cash Flows. Related to the sale of accounts receivable, the Company recorded losses of approximately \$5,574, \$5,840 and \$6,313 for the years ended December 27, 2025, December 28, 2024 and December 30, 2023, respectively.

Inventories:

Inventories consisting predominantly of finished goods are valued at the lower of cost or net realizable value, cost being determined principally on the standard cost method, which approximates the first-in-first-out "FIFO" method. The historical usage rate is the primary factor used in assessing the net realizable value of excess and obsolete inventory. A reduction in the carrying value of an inventory item from cost to net realizable value is recorded for inventory with excess on-hand quantities as determined based on historic and projected sales, product category, and stage in the product life cycle.

Property and Equipment:

Property and equipment are carried at cost and include expenditures for new facilities and major renewals. For financial accounting purposes, depreciation is computed on the straight-line method over the estimated useful lives of the assets, generally 3 to 10 years. Assets acquired under finance leases are depreciated over the terms of the related leases. Maintenance and repairs are charged to expense as incurred. The Company capitalizes certain costs that are directly associated with the development of internally developed software related to our key and engraving machines, representing the historical cost of these assets. Once the software is completed and placed into service, such costs are amortized over the estimated useful lives. The Company includes components used in the assembly of key and engraving kiosks as machinery and equipment due to the shorter term nature of these builds, and such totaled \$24,890 as of December 27, 2025. The Company's construction in process includes projects that are typically longer term in nature. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation are removed from their respective accounts, and the resulting gain or loss is reflected in income from operations.

Property and equipment, net, consists of the following at December 27, 2025 and December 28, 2024:

	Useful Life (Years)	2025	2024
Leasehold improvements	life of lease	\$ 31,111	\$ 29,145
Machinery and equipment	3 - 10	536,432	481,418
Computer equipment and software	3 - 5	74,669	73,203
Furniture and fixtures	6 - 8	13,210	12,506
Construction in process		4,786	4,052
Property and equipment, gross		660,208	600,324
Less: Accumulated depreciation		428,726	376,150
Property and equipment, net		<u>\$ 231,482</u>	<u>\$ 224,174</u>

Goodwill:

The Company has adopted ASU 2017-04, Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment, which eliminates Step 2 from the goodwill impairment test and instead requires an entity to perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. If, after assessing the totality of events or circumstances, the Company determines that the fair value of a reporting unit is less than the carrying value, then the Company would recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to the reporting unit.

The Company's annual impairment assessment is performed for its reporting units as of October 1st. With the assistance of an independent third-party specialist, management assessed the value of the reporting units based on a discounted cash flow model and multiple of earnings. Assumptions critical to our fair value estimates under the discounted cash flow model include the discount rate and projected net sales and EBITDA growth rates. The results of the quantitative assessment in 2025, 2024, and 2023 indicated that the fair value of each reporting unit was in excess of its carrying value. Therefore goodwill was not impaired as of our annual testing dates.

Goodwill amounts by reportable segment are summarized as follows:

	Goodwill at December 28, 2024	Acquisitions	Disposals	Other ⁽¹⁾	Goodwill at December 27, 2025
Hardware and Protective Solutions	\$ 581,187	\$ 309	\$ —	\$ 11,031	\$ 592,527
Robotics and Digital Solutions	220,936	—	—	(10,580)	210,356
Canada	26,430	—	—	1,434	27,864
Total	<u>\$ 828,553</u>	<u>\$ 309</u>	<u>\$ —</u>	<u>\$ 1,885</u>	<u>\$ 830,747</u>

- (1) The "Other" change to goodwill relates to adjustments resulting from fluctuations in foreign currency exchange rates for the Canada, Hardware Solutions, and Protective Solutions reporting units. "Other" also includes a reallocation of \$10,580 of goodwill from our Robotics and Digital Solutions reporting unit to our Hardware Solutions reporting unit in connection with the segment realignment - see Note 18 - Segment Reporting and Geographic Information for additional information.

Intangible Assets:

Intangible assets arise primarily from the determination of their respective fair market values at the date of acquisition. With the exception of certain trade names, intangible assets are amortized on a straight-line basis over periods ranging from 2 to 20 years, representing the period over which the Company expects to receive future economic benefits from these assets.

Other intangibles, net, as of December 27, 2025 and December 28, 2024 consist of the following:

	Life (Years)	December 27, 2025	December 28, 2024
Customer relationships	9 - 20	\$ 956,880	\$ 954,888
Trademarks - indefinite	Indefinite	85,274	84,883
Trademarks - other	2 - 15	29,549	29,549
Technology and patents	5 - 12	67,216	66,937
Intangible assets, gross		1,138,919	1,136,257
Less: Accumulated amortization		592,748	530,398
Intangible assets, net		\$ 546,171	\$ 605,859

Estimated annual amortization expense for intangible assets subject to amortization at December 27, 2025 for the next five fiscal years is as follows:

Fiscal Year Ended	Amortization Expense
2026	\$ 56,473
2027	53,635
2028	52,867
2029	51,953
2030	51,767
Thereafter	194,202

The Company also evaluates indefinite-lived intangible assets (primarily trademarks and trade names) for impairment annually or more frequently if events and circumstances indicate that it is more likely than not that the fair value of an indefinite-lived intangible asset is below its carrying amount. With the assistance of an independent third-party specialist, management assessed the fair value of our indefinite-lived intangible assets based on a relief from royalties model. An impairment charge is recorded if the carrying amount of an indefinite-lived intangible asset exceeds the estimated fair value on the measurement date as of October 1st. No impairment charges related to indefinite-lived intangible assets were recorded by the Company in 2025, 2024, or 2023 as a result of the quantitative annual impairment test.

Long-Lived Assets:

Long-lived assets, such as property and equipment and definite-lived intangible assets, are reviewed for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group to be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by the asset or asset group to its carrying value. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third-party independent appraisals, as considered necessary.

During fiscal 2023, the Company performed an impairment assessment on certain intangible assets. In the fourth quarter of 2023, we evaluated a specific product line and decided to exit certain retail locations and markets, which reduced the future cash flows from this product line and impacted the lower of cost or net realizable value of inventory. As a result, the Company recognized an impairment charge of \$19.6 million during the fourth quarter of 2023 to write down the carrying values of intangible assets to their fair value. The Impairment charge was split between the following asset categories: \$15.6 million for customer relationships, \$2.2 million for technology and patents, and \$1.7 million for trademarks - other. The impairment charge is included in other expense (income), net in the accompanying consolidated statements of comprehensive income (loss).

No other impairment charges were recorded in 2025, 2024, or 2023. Approximately 96% of the Company's long-lived assets are held within the United States.

Income Taxes:

Deferred income taxes are computed using the asset and liability method. Under this method, deferred income taxes are recognized for temporary differences between the financial reporting basis and income tax basis of assets and liabilities, based on enacted tax laws and statutory tax rates applicable to the periods in which the

temporary differences are expected to reverse. Valuation allowances are provided for tax benefits where management estimates it is more likely than not that certain tax benefits will not be realized. Adjustments to valuation allowances are recorded for changes in utilization of the tax-related item. See Note 6 - Income Taxes for additional information.

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-09, Improvements to Income Tax Disclosures (Topic 740). The ASU requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as additional information on income taxes paid. We adopted this ASU on a prospective basis effective December 29, 2024. Refer to Note 6 - Income Taxes for the inclusion of new disclosures required.

In accordance with guidance regarding the accounting for uncertainty in income taxes, the Company recognizes a tax position if, based solely on its technical merits, it is more likely than not to be sustained upon examination by the relevant taxing authority. If a tax position does not meet the more likely than not recognition threshold, the Company does not recognize the benefit of that position in its Consolidated Financial Statements. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to be recognized in the Consolidated Financial Statements.

Interest and penalties related to income taxes are included in income tax expense for income taxes.

Contingent Consideration:

Contingent consideration relates to the potential payment for an acquisition that is contingent upon the achievement of the acquired business meeting certain product development milestones and/or certain financial performance milestones. The Company records contingent consideration at fair value at the date of acquisition based on the consideration expected to be transferred. The estimated fair value of the contingent consideration was determined using a Monte Carlo analysis examining the frequency and mean value of the resulting payments. The resulting value captures the risk associated with the form of the payout structure. The risk neutral method is applied, resulting in a value that captures the risk associated with the form of the payout structure and the projection risk. The assumptions utilized in the calculation based on financial performance milestones include projected revenue, volatility and discount rates. For potential payments related to product development milestones, we estimated the fair value based on the probability of achievement of such milestones. The assumptions utilized in the calculation of the acquisition date fair value include probability of success and the discount rates. Contingent consideration involves certain assumptions requiring significant judgment and actual results may differ from assumed and estimated amounts.

Risk Insurance Reserves:

The Company self-insures our general liability including products liability, automotive liability, and workers' compensation losses up to \$500 per occurrence. Our policy is to estimate reserves based upon a number of factors, including known claims, estimated incurred but not reported claims, and third-party actuarial analysis. The third-party actuarial analysis is based on historical information along with certain assumptions about future events. These reserves are classified as other current and other long-term liabilities within the balance sheets.

The Company self-insures our group health claims up to an annual stop loss limit of \$300 per participant. Historical group insurance loss experience forms the basis for the recognition of group health insurance reserves.

Retirement Benefits:

Certain employees of the Company are covered under a profit-sharing and retirement savings plan. The plan provides for a matching contribution for eligible employees of 50% of each dollar contributed by the employee up to 6% of the employee's compensation. In addition, the plan allows for an optional annual contribution in amounts authorized by the Board of Directors, subject to the terms and conditions of the plan.

Hillman Canada sponsors a Deferred Profit Sharing Plan (“DPSP”) and a Group Registered Retirement Savings Plan (“RRSP”) for all qualified, full-time employees, with at least three months of continuous service. DPSP is an employer-sponsored profit sharing plan registered as a trust with the Canada Revenue Agency (“CRA”). Employees do not contribute to the DPSP. There is no minimum required contribution; however, DPSPs are subject to maximum contribution limits set by the CRA. The DPSP is offered in conjunction with a RRSP. All eligible employees may contribute an additional voluntary amount of up to eight percent of the employee's gross earnings. Hillman Canada is required to match 100% of all employee contributions up to 2% of the employee's compensation into the DPSP account. The assets of the RRSP are held separately from those of Hillman Canada in independently administered funds.

Retirement benefit costs were \$5,121, \$4,832, and \$4,315 in the years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively.

Revenue Recognition:

Revenue is recognized when control of goods or services is transferred to our customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Sales and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue.

The Company offers a variety of sales incentives to its customers primarily in the form of discounts and rebates. Discounts are recognized in the Consolidated Financial Statements at the date of the related sale. Rebates are based on the revenue to date and the contractual rebate percentage to be paid. A portion of the cost of the rebate is allocated to each underlying sales transaction. Discounts and rebates are included in the determination of net sales.

The Company also establishes a reserve for customer returns and allowances. The reserve is established based on historical rates of returns and allowances. The reserve is adjusted quarterly based on actual experience. Discounts and allowances are included in the determination of net sales.

The following table disaggregates our revenue by product category. Certain amounts in the prior year presentation between segments were reclassified to conform to the current year's presentation.

	Hardware and Protective Solutions	Robotics and Digital Solutions	Canada	Total Revenue
Year Ended December 27, 2025				
Fastening and Hardware	\$ 928,445	\$ —	\$ 122,916	\$ 1,051,361
Personal Protective	265,512	—	5,425	270,937
Keys and Key Fobs	—	179,215	9,739	188,954
Engraving and Resharp	—	40,942	30	40,972
Consolidated	\$ 1,193,957	\$ 220,157	\$ 138,110	\$ 1,552,224
Year Ended December 28, 2024				
Fastening and Hardware	\$ 882,515	\$ —	\$ 133,968	\$ 1,016,483
Personal Protective	225,478	—	4,447	229,925
Keys and Key Fobs	—	168,637	9,446	178,083
Engraving and Resharp	—	48,064	40	48,104
Consolidated	\$ 1,107,993	\$ 216,701	\$ 147,901	\$ 1,472,595
Year Ended December 30, 2023				
Fastening and Hardware	\$ 881,066	\$ —	\$ 140,737	\$ 1,021,803
Personal Protective	209,407	—	6,996	216,403
Keys and Key Fobs	—	177,358	8,673	186,031
Engraving and Resharp	—	52,188	52	52,240
Consolidated	\$ 1,090,473	\$ 229,546	\$ 156,458	\$ 1,476,477

The following table disaggregates our revenue by geographic location:

	Hardware and Protective Solutions	Robotics and Digital Solutions	Canada	Total Revenue
Year Ended December 27, 2025				
United States	\$ 1,178,868	\$ 220,157	\$ —	\$ 1,399,025
Canada	—	—	138,110	138,110
Mexico	15,089	—	—	15,089
Consolidated	\$ 1,193,957	\$ 220,157	\$ 138,110	\$ 1,552,224
Year Ended December 28, 2024				
United States	\$ 1,090,218	\$ 216,701	\$ —	\$ 1,306,919
Canada	—	—	147,901	147,901
Mexico	17,775	—	—	17,775
Consolidated	\$ 1,107,993	\$ 216,701	\$ 147,901	\$ 1,472,595
Year Ended December 30, 2023				
United States	\$ 1,077,899	\$ 229,546	\$ —	\$ 1,307,445
Canada	—	—	156,458	156,458
Mexico	12,574	—	—	12,574
Consolidated	\$ 1,090,473	\$ 229,546	\$ 156,458	\$ 1,476,477

Our revenue by geography is allocated based on the location of our sales operations.

Hardware and Protective Solutions revenues consist primarily of the delivery of fasteners, anchors, specialty fastening products, rope and chain, and personal protective equipment such as gloves and eye-wear as well as accessories and in-store merchandising services for the related product category.

Robotics and Digital Solutions revenues consist primarily of sales of keys and identification tags through self-service key duplication and engraving kiosks. It also includes our associate-assisted key duplication systems.

Canada revenues consist primarily of the delivery to Canadian customers of fasteners and related hardware items, threaded rod, keys, key duplicating systems, accessories, personal protective equipment, and identification items as well as in-store merchandising services for the related product category.

The Company's performance obligations under its arrangements with customers are providing products, in-store merchandising services, and access to key duplicating and engraving equipment. Generally, the price of the merchandising services and the access to the key duplicating and engraving equipment is included in the price of the related products. Control of products is transferred at the point in time when the customer accepts the goods, which occurs upon delivery of the products. Judgment is required in determining the time at which to recognize revenue for the in-store services and the access to key duplicating and engraving equipment. Revenue is recognized for in-store service and access to key duplicating and engraving equipment as the related products are delivered, which approximates a time-based recognition pattern. Therefore, the entire amount of consideration related to the sale of products, in-store merchandising services, and access to key duplicating and engraving equipment is recognized upon the delivery of the products.

The costs to obtain a contract are insignificant, and generally contract terms do not extend beyond one year. Therefore, these costs are expensed as incurred. Freight and shipping costs and the cost of our in-store merchandising services teams are recognized in selling, warehouse, general, and administrative expense when control over products is transferred to the customer.

The Company used the practical expedient regarding the existence of a significant financing component as payments are due in less than one year after delivery of the products.

Shipping and Handling:

The costs incurred to ship product to customers, including freight and handling expenses, are included in selling, warehouse, general, and administrative (“SG&A”) expenses on the Company's Consolidated Statements of Comprehensive Income (Loss).

Shipping and handling costs were \$55,038, \$53,438, and \$53,288 in the years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively.

Research and Development:

The Company expenses research and development costs, which are included in selling, warehouse, general, and administrative (“SG&A”) expenses on the Company's Consolidated Statements of Comprehensive Income (Loss) consisting primarily of internal wages and benefits in connection with improvements to the fastening products along with the key duplicating and engraving machines. The Company's research and development costs were \$1,358, \$1,333, and \$2,562 in the years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively.

Stock-Based Compensation:

2021 Employee Stock Purchase Plan

Our Employee Stock Purchase Plan (“ESPP”) became effective on July 14, 2021. A total of 2,140,754 shares of common stock are available for issuance under the ESPP. Under the ESPP, eligible employees are granted options to purchase shares of common stock at 85% of the fair market value at the time of exercise. The option period commences on the first payroll date in January, April, July, and October of each year and ends approximately three months later on the last business day in March, June, September or December. No employee may be granted an option under the Plan if, immediately after the option is granted, the employee would own stock possessing five percent or more of the total combined voting power or value of all classes of stock of the Company.

2021 Equity Incentive Plan

Effective July 14, 2021, the Company established the 2021 Equity Incentive Plan. Under the 2021 Equity Incentive Plan, the Company may grant options, stock appreciation rights, restricted stock, and other stock-based awards. Hillman reflects the options granted in accordance with Accounting Standards Codification 718, Compensation - Stock Compensation (“ASC 718”). The Company uses a Black-Scholes option pricing model to determine the fair value of stock options on the dates of grant. The Black-Scholes pricing model requires various assumptions, including expected term, which is based on our historical experience and expected volatility which is estimated based on the average historical volatility of similar entities with publicly traded shares. The Company also makes assumptions regarding the risk-free interest rate and the expected dividend yield. The risk-free interest rate is based on the U.S. Treasury interest rate whose term is consistent with the expected term of the share-based award. The dividend yield on our common stock is assumed to be zero since we do not pay dividends and have no current plans to do so in the future. Determining the fair value of stock options at the grant date requires judgment, including estimates for the expected life of the share-based award, stock price volatility, dividend yield, and interest rate. These assumptions may differ significantly between grant dates because of changes in the actual results of these inputs that occur over time.

HMAN Group Holdings Inc. 2014 Equity Incentive Plan

Prior to 2021, the Company had a stock-based employee compensation plan pursuant to which the Company granted options, stock appreciation rights, restricted stock, and other stock-based awards. Hillman reflects the options granted in its stand-alone Consolidated Financial Statements in accordance with Accounting Standards Codification 718, Compensation — Stock Compensation (“ASC 718”). The Company used a Black-Scholes option pricing model to determine the fair value of stock options on the dates of grant. The Black-Scholes pricing model requires various assumptions, including expected term, which is based on our historical experience and expected volatility which is estimated based on the average historical volatility of similar entities. The Company also made assumptions regarding the risk-free interest rate and the expected dividend yield. The risk-free interest rate is based on the U.S. Treasury interest rate whose term is consistent with the expected term of the share-based award. The dividend yield on our common stock is assumed to be zero since we have not historically paid dividends on these awards and have no current plans to do so in the future. Determining the fair value of stock options at the grant date requires judgment, including estimates for the expected life of the share-based award, stock price volatility, dividend yield, and interest rate. These assumptions may differ significantly between grant dates because of changes in the actual results of these inputs that occur over time.

Stock-based compensation expense is recognized using a fair value based recognition method. Stock-based compensation cost is estimated at the grant date based on the fair value of the award and is recognized as expense over the requisite vesting period or performance period of the award on a straight-line basis. The stock-based compensation expense is recorded in selling, warehouse, general and administrative expenses. The plans are more fully described in Note 11 - Stock-Based Compensation.

Fair Value of Financial Instruments:

The Company uses the accounting guidance that applies to all assets and liabilities that are being measured and reported on a fair value basis. The guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy requires an entity to maximize the use of observable inputs, where available, and minimize the use of unobservable inputs when measuring fair value. Whenever possible, quoted prices in active markets are used to determine the fair value of the Company's financial instruments.

Derivatives and Hedging:

The Company uses derivative financial instruments to manage its exposures to (1) interest rate fluctuations on its floating rate senior term loan and (2) fluctuations in foreign currency exchange rates. The Company measures those instruments at fair value and recognizes changes in the fair value of derivatives in earnings in the period of change, unless the derivative qualifies as an effective hedge that offsets certain exposures. The Company enters into derivative instrument transactions with financial institutions acting as the counter-party. The Company does not enter into derivative transactions for speculative purposes and, therefore, holds no derivative instruments for trading purposes.

The relationships between hedging instruments and hedged items are formally documented, in addition to the risk management objective and strategy for each hedge transaction. For interest rate swaps, the notional amounts, rates, and maturities of our interest rate swaps are closely matched to the related terms of hedged debt obligations. The critical terms of the interest rate swap are matched to the critical terms of the underlying hedged item to determine whether the derivatives used for hedging transactions are highly effective in offsetting changes in the cash flows of the underlying hedged item. If it is determined that a derivative ceases to be a highly effective hedge, the hedge accounting is discontinued and all subsequent derivative gains and losses are recognized in the Statement of Comprehensive Income (Loss).

Derivative instruments designated in hedging relationships that mitigate exposure to the variability in future cash flows of the variable-rate debt and foreign currency exchange rates are considered cash flow hedges. The Company records all derivative instruments in other assets or other liabilities on the Consolidated Balance Sheets at their fair values. If the derivative is designated as a cash flow hedge and the hedging relationship qualifies for hedge accounting, the effective portion of the change in the fair value of the derivative is recorded in other comprehensive income or loss. The change in fair value for instruments not qualifying for hedge accounting are recognized in the Statement of Comprehensive Income (Loss) in the period of the change. See Note 13 - Derivatives and Hedging for additional information.

Share Repurchase Program:

On July 31, 2025, the Board of Directors of the Company authorized a share repurchase program of up to \$100,000 (the "Repurchase Program") of the Company's common stock. The Company accounts for the repurchase of its common stock under the cost method. Under this method, the repurchased shares are recorded at their cost as a reduction of stockholders' equity. Upon repurchase, the treasury stock account is debited for the cost paid, and the cash account is credited. When treasury shares are reissued, any excess of the reissuance price over the repurchase cost is credited to additional paid-in capital. If the reissuance price is less than the repurchase cost, the difference is first debited to additional paid-in capital (from previous treasury stock transactions) and then to retained earnings. The Company does not recognize gains or losses from treasury stock transactions in its Consolidated Statement of Comprehensive Income (Loss). See Note 10 - Equity and Accumulated Other Comprehensive Loss for more information.

Translation of Foreign Currencies:

The translation of the Company's Canadian and Mexican local currency based financial statements into U.S. dollars is performed for balance sheet accounts using exchange rates in effect at the balance sheet date and for revenue and expense accounts using an average exchange rate during the period. Cumulative translation adjustments are recorded as a component of accumulated other comprehensive income (loss) in stockholders' equity.

Use of Estimates in the Preparation of Financial Statements:

The preparation of Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses for the reporting period. Actual results may differ from these estimates.

3. RECENT ACCOUNTING PRONOUNCEMENTS

On December 14, 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-09, Improvements to Income Tax Disclosures. The amendments in this update require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold. The standard requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The standard is intended to benefit investors by providing more detailed income tax disclosures that would be useful in making capital allocation decisions. The amendments on Income Tax Disclosures are effective for fiscal years beginning after December 15, 2024. We adopted this ASU on a prospective basis effective December 29, 2024. Refer to Note 6 - Income Taxes for the inclusion of new disclosures required.

On January 6, 2025, the FASB issued ASU 2025-01, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures: Disaggregation of Income Statement Expenses, as an amendment to ASU 2024-03. This ASU mandates that public business entities provide detailed disclosures in the notes to their financial statements, breaking down certain expense categories presented on the income statement into specified natural expense components. This enhanced disclosure aims to provide investors with more detailed information about the types of expenses included in commonly presented expense captions, such as cost of sales, selling, general, and administrative expenses (SG&A), and research and development. The amendments introduced by ASU 2025-01 are effective for public business entities for fiscal years beginning after December 15, 2026 and for interim periods beginning after December 15, 2027 with early adoption permitted. The Company is currently evaluating the impact provided by the new standard.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets (ASU 2025-05), which provides a practical expedient to measure credit losses on current accounts receivable and current contract assets under Accounting Standards Codification 606, Revenue from Contracts with Customers. The practical expedient assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. For public business entities, ASU 2025-05 is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption of ASU 2025-05 is permitted. The Company is currently evaluating the impact provided by the new standard.

In September 2025, the FASB issued ASU 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software, which is intended to modernize the accounting for the costs of internal-use software. The amendments remove all references to prescriptive and sequential development stages and, instead, require an entity to start capitalizing software costs when management has authorized and committed to funding the software project, and it is probable that the project will be completed and the software will be used to perform the function intended. The amendments are effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. Early adoption is permitted as of the beginning of an annual reporting period with the amendments to be applied using a prospective, modified or retrospective transition approach. The Company is currently evaluating the impact provided by the new standard.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements which is intended to clarify existing requirements without fundamentally altering interim reporting or changing existing disclosure requirements. Key aspects include clarifying that ASC 270 applies to entities providing a full set of GAAP interim financial statements and notes, centralizing a list of all required interim disclosures from other ASC topics within Topic 270, and codifying a principle requiring disclosure of material events and changes since the most recent annual report. The amendments in this update are effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. The Company is currently evaluating the impact provided by the new standard.

4. RELATED PARTY TRANSACTIONS

Hillman, Jefferies Financial Group Inc., certain other financial sponsors, certain CCMP affiliated investors and certain Oak Hill affiliated investors entered into the Amended and Restated Registration Rights Agreement (the "A&R Registration Rights Agreement"), pursuant to which, among other things, the parties to the A&R Registration Rights Agreement agreed not to effect any sale or distribution of any equity securities of Hillman held by any of them during the lock-up period described therein and were granted certain registration rights with respect to their respective shares of Hillman common stock, in each case, on the terms and subject to the conditions therein. Richard Zannino and Joe Scharfenberger, both partners at CCMP, were members of our Board at the time Hillman entered into the A&R Registration Rights Agreement. Mr. Zannino and Mr. Scharfenberger each resigned from the Hillman Board in May 2023 following CCMP's complete exit of its investment in Hillman during the second quarter of 2023. Another director, Teresa Gendron, was the CFO of Jefferies Financial Group Inc. until March 2023.

Sales to related parties, which are included in net sales, consist primarily of the sale of excess inventory to Ollie's Bargain Outlet Holdings, Inc. ("Ollie's"). John Swygert, Executive Chairman of Ollie's since 2025, and before that President and Chief Executive Officer of Ollie's, is a member of our Board of Directors. Sales to related parties were \$312, \$622, and \$1,583 for the years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively.

In late 2024, the Company signed a contract with Ollie's to place Minute Key and Quick-Tag machines in select Ollie's locations. The Company paid royalties shares to Ollie's as a result of this agreement. The payments to related parties were immaterial in the years ended December 27, 2025 and December 28, 2024, respectively.

5. ACQUISITIONS

Ajustlock

On December 5, 2023, the Company completed its acquisition of Ajustlock, an innovative adjustable barrel bolt lock used on gates, doors or windows which self-adjusts vertically to eliminate door shift issues, for a total purchase price of \$1,400, which includes a \$100 hold-back payable to the seller due one year after closing. During the fourth quarter of 2024, the remaining hold-back of \$54, which reflects the balance owed to Ajustlock after deducting certain amounts owed by Ajustlock to the Company, was paid to satisfy the full purchase price. Ajustlock sells its products throughout North America and its financial results reside in the Company's Hardware and Protective Solutions reportable segment and have been determined to be immaterial for purposes of additional disclosure.

Koch Industries, Inc.

On January 11, 2024, the Company completed the acquisition of Koch Industries, Inc. ("Koch"), a premier provider and merchandiser of rope and twine, chain and wire rope, and related hardware products for a total purchase price of \$23,783. In the second quarter of 2024, the Company had a final net working capital adjustment of \$173, which reduced goodwill and the purchase price of the acquisition from an estimated \$23,956 at closing in the first quarter of 2024 to \$23,783. Koch has business operations throughout North America and its financial results reside in the Company's Hardware and Protective Solutions reportable segment.

The following table reconciles the fair value of the acquired assets and assumed liabilities to the total purchase price of Koch.

Inventory	\$	20,194
Other current assets		275
Property and equipment		586
Goodwill		3,048
Customer relationships		4,000
Trade names		300
Total assets acquired	\$	28,403
Less:		
Liabilities assumed		(4,620)
Total purchase price	\$	23,783

Net sales and operating income from Koch included in the Company's Condensed Consolidated Statement of Comprehensive Income (Loss) for the year ended December 27, 2025 were as follows:

	Year Ended December 27, 2025		Year Ended December 28, 2024	
Net sales	\$	47,218	\$	39,888
Operating income		2,791		3,279

Pro forma financial information has not been presented for Koch as the financial results of Koch were insignificant to the financial results of the Company on a standalone basis.

Intex DIY, Inc.

On August 23, 2024, the Company completed the acquisition of Intex DIY, Inc. ("Intex"), a leading supplier of wiping cloths, consumable rags, and cleaning textiles for a total purchase price of \$34,064. This acquisition expands Hillman's offerings in the cleaning products category. Intex has business operations throughout North America and its financial results reside in the Company's Hardware and Protective Solutions reportable segment.

The following table reconciles the fair value of the acquired assets and assumed liabilities to the total purchase price of Intex.

Accounts receivable	\$	11,981
Inventory		14,486
Other current assets		26
Property and equipment		949
Goodwill		3,829
Customer relationships		9,400
Trade names		104
Total assets acquired	\$	40,775
Less:		
Liabilities assumed		(6,711)
Total purchase price	\$	34,064

Net sales and operating income from Intex included in the Company's Condensed Consolidated Statement of Comprehensive Income (Loss) for the year ended December 27, 2025 were as follows:

	Year Ended December 27, 2025		Year Ended December 28, 2024	
Net sales	\$	61,586	\$	21,075
Operating income		5,872		2,037

Pro forma financial information has not been presented for Intex as the financial results of Intex were insignificant to the financial results of the Company on a standalone basis.

6. INCOME TAXES

Income (loss) before income taxes are comprised of the following components for the periods indicated:

	Year Ended December 27, 2025		Year Ended December 28, 2024		Year Ended December 30, 2023	
United States based operations	\$	50,933	\$	18,066	\$	(17,902)
Non-United States based operations		5,663		8,486		10,520
Income (loss) before income taxes	\$	56,596	\$	26,552	\$	(7,382)

Below are the components of the Company's income tax expense for the periods indicated:

	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Current:			
Federal	\$ 2,152	\$ 5,686	\$ 1,704
State	4,236	3,507	3,009
Foreign	1,906	3,206	2,642
Total current	8,294	12,399	7,355
Deferred:			
Federal	9,168	(188)	(2,666)
State	(395)	(1,737)	(2,393)
Foreign	(776)	(1,177)	(38)
Total deferred	7,997	(3,102)	(5,097)
Valuation allowance	—	—	(51)
Income tax expense	\$ 16,291	\$ 9,297	\$ 2,207

The Company has U.S. federal net operating loss (“NOL”) carryforwards totaling \$3,340 as of December 27, 2025 that are available to offset future taxable income. All of the remaining U.S. federal NOLs were acquired with the MinuteKey purchase in 2018. The MinuteKey NOLs are subject to limitation under IRC §382 from current and prior ownership changes. Management anticipates utilizing all remaining U.S. federal NOLs evenly through 2032 in accordance with the IRC §382 limitation.

The Company has state NOL carryforwards with an aggregate tax benefit of \$1,398 which expire from 2026 to 2040.

The table below reflects the significant components of the Company's net deferred tax assets and liabilities at December 27, 2025 and December 28, 2024:

	December 27, 2025	December 28, 2024
	Non-current	Non-current
Deferred Tax Asset:		
Inventory	\$ 25,013	\$ 22,852
Accrued bonus / deferred compensation	12,416	11,849
Interest limitation	8,003	20,266
Lease liabilities	25,295	24,735
All other	7,545	13,450
Gross deferred tax assets	78,272	93,152
Valuation allowance for deferred tax assets	(61)	(292)
Net deferred tax assets	\$ 78,211	\$ 92,860
Deferred Tax Liability:		
Intangible asset amortization	\$ 154,827	\$ 165,976
Property and equipment	29,195	27,696
Lease assets	23,613	22,981
All other items	2,446	818
Deferred tax liabilities	\$ 210,081	\$ 217,471
Net deferred tax liability	\$ 131,870	\$ 124,611

Realization of the net deferred tax assets is dependent on the reversal of deferred tax liabilities. Although realization is not assured, management estimates it is more likely than not that the net deferred tax assets will be realized. The amount of net deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward periods are reduced.

The Company no longer asserts permanent reinvestment of foreign subsidiary earnings and now expects to distribute certain foreign earnings as needed. Undistributed earnings of our foreign subsidiaries are subject to certain taxes upon repatriation, primarily where foreign withholding taxes apply. As of December 27, 2025, the Company recorded a deferred tax liability of \$125 on the undistributed earnings of its Canadian subsidiary.

A reconciliation of the provision for income taxes to the amount computed by applying the 21% statutory U.S. federal income tax rate to income before income taxes after the adoption of ASU 2023-09 is as follows:

	Year Ended December 27, 2025	
	Amount	Percent
US Federal Statutory Tax Rate	\$ 11,884	21.0 %
State and Local Income Taxes (Net of Federal Effect) ⁽¹⁾	2,952	5.2 %
Foreign Tax Effects	139	0.3 %
Effect of Cross-Border Tax Laws	(84)	(0.2)%
Tax Credits		
Research & Development Credits	(766)	(1.4)%
Other	(15)	— %
Nontaxable or Nondeductible Items		
Non-deductible executive compensation	1,213	2.1 %
Other	769	1.4 %
Other Adjustments	199	0.4 %
Effective income tax rate	<u>\$ 16,291</u>	<u>28.8 %</u>

- (1) State taxes in California, Florida, Georgia, Oregon, Pennsylvania and Texas made up the majority (greater than 50%) of the tax effect in this category.

A reconciliation of the provision for income taxes to the amount computed by applying the 21% statutory U.S. federal income tax rate to income before income taxes for years prior to the adoption of ASU 2023-09 is as follows:

	Year Ended December 28, 2024	Year Ended December 30, 2023
Statutory federal income tax rate	21.0 %	21.0 %
Non-U.S. taxes	2.0 %	(12.5)%
State and local income taxes, net of U.S. federal income tax benefit	3.9 %	0.2 %
Acquisition and related transaction costs	— %	(3.8)%
Meals & entertainment	0.9 %	(2.7)%
Withholding taxes	2.1 %	(20.1)%
Impact of foreign currency	— %	3.3 %
Reconciliation of tax provision to return	(3.3)%	(1.4)%
Non-deductible compensation	8.3 %	(13.3)%
Reconciliation of other adjustments	0.1 %	(0.6)%
Effective income tax rate	<u>35.0 %</u>	<u>(29.9)%</u>

Cash paid for income taxes, net of refunds received, by jurisdiction pursuant to the disclosure requirements of ASU 2023-09 for the year ended December 27, 2025 is as follows:

	Year Ended December 27, 2025
Federal	\$ 2,400
State and local	
California	1,403
Other	2,960
Foreign	
Canada	3,412
Mexico	1,360
Income taxes, net of amounts refunded	<u>\$ 11,535</u>

The amount of cash income taxes paid, net of amounts refunded, during the years ended December 28, 2024 and December 30, 2023 was \$9,622 and \$5,356, respectively.

The Company has recently become a cash taxpayer for U.S. Federal income tax purposes due to the utilization of NOL carryforwards and general business credit carryforwards. Previously, unrecognized tax benefits were recorded as reductions to the associated deferred tax assets, which were offset by valuation allowances. Because the Company is now a Federal cash taxpayer and no longer has sufficient NOLs or credit carryforwards to offset potential disallowances, the Company reclassified the portion of its unrecognized tax benefits that had been previously netted against deferred tax assets. These amounts were transferred to a liability on the Consolidated Balance Sheets. The Company's reserve for unrecognized tax benefits increased for the year ended December 27, 2025 due to the reclassification and an increase in accrued interest and penalties. A balance of \$1,690 of unrecognized tax benefit is shown in the financial statements at December 27, 2025 as a liability.

The following is a summary of the changes for the periods indicated below:

	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Unrecognized tax benefits - beginning balance	\$ 1,101	\$ 1,101	\$ 1,101
Gross increases - tax positions in current period	—	—	—
Reclassification from valuation allowance	338	—	—
Gross increases - tax positions in prior period	251	—	—
Gross decreases - tax positions in prior period	—	—	—
Unrecognized tax benefits - ending balance	<u>\$ 1,690</u>	<u>\$ 1,101</u>	<u>\$ 1,101</u>
Amount of unrecognized tax benefit that, if recognized would affect the Company's effective tax rate	<u>\$ 1,690</u>	<u>\$ 1,101</u>	<u>\$ 1,101</u>

The Company files a consolidated income tax return in the U.S. and numerous consolidated and separate income tax returns in various states and foreign jurisdictions. There are no significant audits for the period ended December 27, 2025. In general, our income tax returns for the years from 2011 through the current year remain open to examination by federal and state taxing authorities. In addition, our tax years of 2015 through current year remain open and subject to examination by tax authorities in certain foreign jurisdictions in which we have operations.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was enacted in the U.S. The legislation included several provisions that impact the timing and magnitude of certain tax deductions, including, among others, making 100% bonus depreciation permanent, allowing for the expensing of domestic research costs, and modifying the business interest expense limitation calculation. These changes were incorporated into our income tax provision for the year ended December 27, 2025. We will continue to evaluate the impact of these provisions on our 2026 and subsequent consolidated financial statements.

7. LONG-TERM DEBT

The following table summarizes the Company's debt:

	December 27, 2025	December 28, 2024
Revolving loans	\$ 36,000	\$ 62,000
Senior Term Loan, due 2028	636,960	645,470
Finance leases & other obligations	20,090	11,085
	<u>\$ 693,050</u>	<u>\$ 718,555</u>
Unamortized discount on Senior Term Loan	(2,087)	(2,940)
Current portion of long term debt and finance leases	(14,830)	(12,975)
Deferred financing fees	(7,796)	(10,914)
Total long term debt, net	<u>\$ 668,337</u>	<u>\$ 691,726</u>

Revolving Loans and Term Loans

As of December 27, 2025, the ABL Revolver had an outstanding balance of \$36,000, and had outstanding letters of credit of \$3,268. The Company has \$279,144 of available borrowings under the revolving credit facility as a source of liquidity as of December 27, 2025 based on the customary asset-backed loan borrowing base and availability provisions.

In the third quarter of 2025, the Company amended its ABL Revolver to transition certain collateral requirements previously satisfied through letters of credit to a customs bond program. Prior to this replacement, these letters of credit were issued under the ABL Revolver and reduced the available borrowing capacity thereunder. Following the transition, the restricted capacity was released, increasing the Company's total available borrowing capacity under the ABL Revolver by approximately \$38.0 million. As of December 27, 2025, there was \$3,268 letters of credit outstanding under the facility.

In October 2024 and August 2023, the Company made a \$100.0 million and \$80.0 million prepayment against the outstanding term loan balance without payment of a premium or penalty, respectively.

The aggregate commitment under the asset-based revolving credit agreement (the "ABL Revolver") is \$375,000. Portions of the ABL Agreement are separately available for borrowing by the Company's United States subsidiary and Canadian subsidiary for \$325,000 and \$50,000, respectively. The interest rate for the ABL Revolver is, at the discretion of the Company, adjusted SOFR (or Term Canadian Overnight Repo Rate Average ("CORRA") in the case of Canadian Dollar loans) plus a margin varying from 1.25% to 1.75% per annum based on availability or an alternate base rate (or a Canadian prime rate or alternate base rate in the case of Canadian Dollar loans), plus a margin varying from 0.25% to 0.75% per annum based on availability, plus a 0.10% credit spread adjustment. The stated maturity date of the revolving credit commitments under the ABL Credit Agreement is July 29, 2027. The loans and other amounts outstanding under the ABL Credit Agreement and related documents are guaranteed by Hillman Solutions Corp., and, subject to certain exceptions, the Borrower's wholly-owned domestic subsidiaries and are secured by substantially all of the Borrower's and the guarantors' assets plus, solely in the case of the Canadian Borrower, its and its wholly-owned Canadian subsidiary's assets, which is guaranteed by the Canadian portion under the ABL Credit Agreement.

The interest rate for the term loan, after giving effect to the 2024 Repricing Amendment and 2025 Repricing Amendment described below, at the discretion of the Company, is (i) term SOFR plus a margin of 2.00%; or (ii) an alternate base rate plus a margin of 1.00%.

2024 Term Loan Repricing

On March 26, 2024, the Company entered into a Repricing Amendment (2024 Repricing Amendment) on its existing Senior Term Loan due July 14, 2028. The 2024 Repricing Amendment (i) reduced the interest rate per annum applicable to the Term Loan outstanding from SOFR plus a margin varying from 2.5% to 2.75% plus a Credit Spread Adjustment ("CSA") varying between 0.11% to 0.43% to SOFR plus a margin varying from 2.25% to 2.50%, without the CSA and (ii) implemented a 1% prepayment premium for the existing Term Loan to apply to Repricing Transactions that occur within six months after the effective date of the 2024 Repricing Amendment. In connection with the closing of the 2024 Repricing Amendment, the Company expensed \$3,008 consisting of \$1,554 of existing fees written off and \$1,454 in new fees expensed. The Company capitalized an additional \$33 primarily for the payment of upfront lender fees (original issue discount).

2025 Term Loan Repricing

On January 14, 2025, the Company entered into a Repricing Amendment (2025 Repricing Amendment) on its existing Senior Term Loan due July 14, 2028. The 2025 Repricing Amendment (i) reduced the interest rate per annum applicable to the Term Loan outstanding from SOFR plus a margin varying from 2.25% to 2.50% to SOFR plus a margin of 2.00%, as well as a 1.00% margin for ABR Loans and (ii) implemented a 1% prepayment premium for the existing Term Loan to apply to Repricing Transactions that occur within six months after the effective date of the 2025 Repricing Amendment. In connection with the closing of the 2025 Repricing Amendment, the Company expensed \$906 of new fees.

The aggregate minimum principal maturities of the long-term debt obligations for each of the five years following December 27, 2025 are as follows:

Year	Amount
2026	\$ 9,231
2027	44,661
2028	619,940
2029	—
2030	—
Thereafter	—
Total	\$ 673,832

Note that future finance lease payments were excluded from the maturity schedule above. Refer to Note 8 - Leases.

8. LEASES

Lessee

The Company determines if a contract is or contains a lease at inception or modification of a contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. Control over the use of the identified asset means the lessee has both 1) the right to obtain substantially all of the economic benefits from the use of the asset and 2) the right to direct the use of the asset. The Company leases certain distribution center locations, vehicles, forklifts, computer equipment, and its corporate headquarters with expiration dates through 2042. Certain lease arrangements include escalating rent payments and options to extend the lease term. Expected lease terms include these options to extend or terminate the lease when it is reasonably certain the Company will exercise the option. The Company's leasing arrangements do not contain material residual value guarantees nor material restrictive covenants.

The components of operating and finance lease costs for the years ended December 27, 2025, December 28, 2024 and December 30, 2023 were as follows:

	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Operating lease costs	\$ 22,129	\$ 21,821	\$ 21,451
Short term lease costs	3,810	3,164	5,534
Variable lease costs	2,033	2,732	847
Finance lease costs:			
Amortization of right of use assets	5,774	3,910	2,570
Interest on lease liabilities	1,062	557	285

Rent expense is recognized on a straight-line basis over the expected lease term. Rent expense totaled \$27,972, \$27,717 and \$27,832 in the years ended December 27, 2025, December 28, 2024 and December 30, 2023, respectively. Rent expense includes operating lease cost as well as expense for non-lease components such as common area maintenance, real estate taxes, real estate insurance, variable costs related to our leased vehicles and also short-term rental expenses.

The implicit rate is not determinable in most of the Company's leases, as such management uses the Company's incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. The weighted average remaining lease terms and discount rates for all of our operating leases as of December 27, 2025 and December 28, 2024 were as follows:

	December 27, 2025		December 28, 2024	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
Weighted average remaining lease term	4.84	4.00	5.41	3.06
Weighted average discount rate	6.18%	5.82%	6.70%	5.91%

Supplemental balance sheet information related to the Company's finance leases as of December 27, 2025 and December 28, 2024:

	December 27, 2025		December 28, 2024	
Finance lease assets, net, included in property plant and equipment	\$	18,778	\$	9,415
Current portion of long-term debt		5,599		3,720
Long-term debt, less current portion		13,619		6,028
Total principal payable on finance leases	\$	19,218	\$	9,748

Supplemental cash flow information related to our operating leases was as follows for the years ended December 27, 2025 and December 28, 2024:

	Year Ended December 27, 2025		Year Ended December 28, 2024	
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash outflow from operating leases	\$	22,313	\$	21,934
Operating cash outflow from finance leases		1,031		555
Financing cash outflow from finance leases		5,683		3,682

As of December 27, 2025, our future minimum rental commitments are immaterial for lease agreements beginning after the current reporting period. Maturities of our lease liabilities for all operating and finance leases are as follows as of December 27, 2025:

	Operating Leases		Finance Leases	
Less than one year	\$	22,137	\$	6,484
1 to 2 years		21,012		5,243
2 to 3 years		18,496		4,219
3 to 4 years		13,755		3,505
4 to 5 years		8,712		1,901
After 5 years		10,264		83
Total future minimum rental commitments		94,376		21,435
Less - amounts representing interest		(12,970)		(2,217)
Present value of lease liabilities	\$	81,406	\$	19,218

In July 2025, the Company entered into two additional operating leases which have not yet commenced; one is for an expansion project at the existing Bakersfield, California location, the second lease is for a new property located in Forest Park, Ohio for the purpose of consolidating office, warehouse, and distribution in the Cincinnati area. Occupancy has not yet commenced for either lease. The estimated future minimum rental commitments are approximately \$407 per annum for the Bakersfield, California location beginning in 2026. The estimated future minimum rental commitments for the Forest Park lease are approximately \$4.5 million per year beginning in late summer 2027, depending on substantial completion, and increasing 3.25% per year thereafter for 15 years, which gives the lease an estimated ending term in 2042.

Lessor

The Company has certain arrangements for key duplication equipment under which we are the lessor. These leases meet the criteria for operating lease classification. Lease income associated with these leases is not material.

9. DEFERRED COMPENSATION PLAN

The Company maintains a deferred compensation plan for key employees (the “Nonqualified Deferred Compensation Plan” or “NQDC”). The NQDC was frozen at the end of fiscal 2021 such that the NQDC does not allow new contributions. The NQDC previously allowed eligible employees to defer up to 25% of salary and commissions and up to 100% of bonuses. Prior to 2021, the Company contributed a matching contribution of 25% on the first \$10 of employee deferrals, subject to a five-year vesting schedule.

As of December 27, 2025 and December 28, 2024, the Company's Consolidated Balance Sheets included \$847 and \$796, respectively, in restricted investments representing the assets held in mutual funds to fund deferred compensation liabilities owed to the Company's current and former employees. The current portion of the restricted investments was \$15 and \$17 as of December 27, 2025 and December 28, 2024, respectively, and is included in other current assets on the accompanying Consolidated Balance Sheets. The assets held in the NQDC are classified as an investment in trading securities, accordingly, the investments are marked-to-market, see Note 14 - Fair Value Measurements for additional detail.

During the years ended December 27, 2025, December 28, 2024, and December 30, 2023, distributions from the deferred compensation plan aggregated \$67, \$184, and \$537, respectively.

10. EQUITY AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Common Stock

Hillman Solutions Corp. has one class of common stock.

Share Repurchases

On July 31, 2025, the Board of Directors of the Company authorized a share repurchase program of up to \$100,000 (the “Repurchase Program”) of the Company's common stock. The Repurchase Program permits shares of common stock to be repurchased from time to time at management's discretion, through a variety of methods, including a 10b5-1 trading plan, open market purchases, privately negotiated transactions or transactions otherwise in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended.

The timing and number of shares of common stock repurchased will be opportunistic depending on a variety of factors, including price, general business and market conditions, alternative investment opportunities and funding considerations. The Repurchase Program does not obligate the Company to repurchase any specific number of shares of common stock and may be suspended or discontinued at any time.

The following table presents information about our repurchases of common stock, all of which were completed through open market purchases (amounts in thousands):

	Year Ended December 27, 2025
Total number of shares repurchased	(1,370)
Total cost of shares repurchased ⁽¹⁾	\$ (12,423)

- (1) Effective January 1, 2023, the Company's share repurchases are subject to a 1% excise tax as a result of the Inflation Reduction Act of 2022. Excise taxes incurred on share repurchases represent direct costs of the repurchase and are recorded as a part of the cost basis of the shares within treasury stock.

The cost of shares repurchased may differ from the repurchases of common stock amounts in the consolidated statements of cash flows due to unsettled share repurchases at the end of a period and excise taxes incurred on share repurchases.

Stock Rollforward

The following table presents a reconciliation of the number of shares of our common stock outstanding (amounts in thousands).

	Common Stock (Shares)	Treasury Stock (Shares)	Total Net Shares Outstanding
Balance at December 31, 2022	194,548	0	194,548
Stock option activity, stock awards and employee stock purchase plan	365	0	365
Repurchases of common stock	0	0	0
Balance at December 30, 2023	194,913	0	194,913
Stock option activity, stock awards and employee stock purchase plan	1,793	0	1,793
Repurchases of common stock	0	0	0
Balance at December 28, 2024	196,706	0	196,706
Stock option activity, stock awards and employee stock purchase plan	1,151	0	1,151
Repurchases of common stock	0	(1,370)	(1,370)
Balance at December 27, 2025	197,857	(1,370)	196,487

Accumulated Other Comprehensive Loss

The following is the detail of the change in the Company's accumulated other comprehensive loss from December 31, 2022 to December 27, 2025 including the effect of significant reclassifications out of accumulated other comprehensive loss (net of tax):

	Accumulated Other Comprehensive Loss
Balance at December 31, 2022	\$ (21,024)
Other comprehensive income before reclassifications	8,812
Amounts reclassified from other comprehensive income ¹	(15,608)
Net current period other comprehensive loss	(6,796)
Balance at December 30, 2023	(27,820)
Other comprehensive loss before reclassifications	(25,516)
Amounts reclassified from other comprehensive loss ²	11,680
Net current period other comprehensive loss	(13,836)
Balance at December 28, 2024	(41,656)
Other comprehensive income before reclassifications	5,842
Amounts reclassified from other comprehensive income ³	(2,052)
Net current period other comprehensive income	3,790
Balance at December 27, 2025	\$ (37,866)

- (1) For the year ended December 30, 2023, the Company deferred a gain of \$125, reclassified a gain of \$15,608, including tax expense of \$3,886 into other comprehensive loss due to hedging activities. The amounts reclassified out of other comprehensive loss were recorded as interest expense. See Note 13 - Derivatives and Hedging for additional information on the interest rate swaps.
- (2) For the year ended December 28, 2024, the Company deferred a loss of \$8162, reclassified a loss of \$11,680 including a tax benefit of \$883 into other comprehensive loss due to hedging activities. The amounts reclassified out of other comprehensive loss were recorded as interest expense. See Note 13 - Derivatives and Hedging for additional information on the interest rate swaps.
- (3) For the year ended December 27, 2025, the Company deferred a loss of \$1,956, reclassified a gain of \$2,052 including tax expense of \$1,002 into other comprehensive loss due to hedging activities. The amounts reclassified out of other comprehensive loss were recorded as interest expense. See Note 13 - Derivatives and Hedging for additional information on the interest rate swaps.

11. STOCK-BASED COMPENSATION

HMAN Group Holdings Inc. 2014 Equity Incentive Plan

The Company's former parent, HMAN Group Holdings Inc., established the 2014 Equity Incentive Plan (the "Prior Plan") in 2014. The Company merged with a special purpose acquisition corporation on July 14, 2021 and began trading on The Nasdaq Capital Market. At that time, share awards under the Prior Plan were converted and modified to reflect share awards of the Company's common stock.

The Company is no longer granting new awards under the 2014 Equity Incentive Plan. Awards previously granted under the 2014 Equity Incentive Plan include options, restricted stock, and other stock-based awards for up to an aggregate of 14,523,510 shares of its common stock.

The following table summarizes the key assumptions used in the valuation model for valuing the Company's stock compensation awards under the 2014 Equity Incentive Plan:

Dividend yield	0%
Risk free interest rate	0.40 % - 1.81 %
Expected volatility	31.50%
Expected terms	6.25 years

Stock Options

The fair value of stock options is determined at the grant date using the Black-Scholes option pricing model. The time-based stock option awards generally vest evenly over four years from the grant date and performance-based options vest based on specified targets such as Company performance and Company stock price hurdles.

A summary of the stock option activity under the 2014 Equity Incentive Plan for the year ended December 27, 2025 is presented below (share amounts in thousands):

	Number of Shares	Weighted Avg. Exercise Price per Share	Weighted Avg. Remaining Contractual Term
Outstanding at December 28, 2024	10,162	\$ 8.27	4.49 years
Granted	—		
Exercised	(161)		
Forfeited or expired	(243)		
Outstanding at December 27, 2025	9,758	\$ 8.33	3.47 years
Exercisable at December 27, 2025	8,774	\$ 8.49	3.62 years

In fiscal years ended December 27, 2025, December 28, 2024 and December 30, 2023, 161, 1,284, and 77 options were exercised, respectively.

Stock option compensation expense of \$73, \$1,546, and \$3,504 was recognized in the accompanying Consolidated Statements of Comprehensive Income (Loss) for the years ended December 27, 2025, December 28, 2024, and December 30, 2023, respectively. For the year ended, December 27, 2025, there was no unrecognized compensation expense for stock options, as all compensation related to the Prior Plan was fully expensed in 2025.

The total intrinsic value of share options exercised during the years ended 2025, 2024, and 2023 was \$390, \$3,409, and \$162, respectively.

Restricted Stock Awards

The Company granted restricted stock at the grant date fair value of the underlying common stock securities. The restrictions lapse in one quarter increments on each of the three anniversaries of the award date, and one quarter on the completion of the relocation of the recipient to the Cincinnati area or earlier in the event of a change in control. The associated expense is recognized over the service period.

There were no restricted stock award activity under the 2014 Equity Incentive Plan for the years ended December 27, 2025, December 28, 2024 or December 30, 2023.

Restricted Stock Units

The Restricted Stock Units ("RSUs") granted to employees for service generally vest after three years, subject to continued employment.

There were no RSU activity under the 2014 Equity Incentive Plan for the year ended December 27, 2025.

Restricted stock unit compensation expense of \$55 and \$582 was recognized in the accompanying Consolidated Statements of Comprehensive Income (Loss) for the fiscal years ended December 28, 2024 and December 30, 2023, respectively.

2021 Equity Incentive Plan

Effective July 14, 2021, the Company established the 2021 Equity Incentive Plan. On June 7, 2024, the 2021 Equity Incentive Plan was amended to increase the share reserve by 2,000,000 shares of common stock (the 2021 Equity Incentive Plan as amended is referred to as the "2021 Plan"). On June 3, 2025, the 2021 Equity Incentive Plan was amended to increase the share reserve by 1,800,000 shares of common stock (the 2021 Equity Incentive Plan as amended is referred to as the "2021 Plan"). Under the 2021 Plan, the maximum number of shares of Stock that may be delivered in satisfaction of Awards under the Plan as of the Effective Date is (i) 10,950,814 shares, plus (ii) the number of shares of Stock underlying awards under the 2014 Equity Incentive Plan that on or after the Effective Date expire or become unexercisable, or are forfeited, cancelled or otherwise terminated, in each case, without delivery of shares or cash therefore, and would have become available again for grant under the Prior Plan in accordance with its terms (not to exceed 14,523,510 shares of Stock in the aggregate) (the "Share Pool").

The following table summarizes the key assumptions used in the valuation model for valuing the Company's stock compensation awards under the 2021 Equity Incentive Plan:

Dividend yield	0%
Risk free interest rate	1.71 % - 4.15 %
Expected volatility	30.00 % - 40.00 %
Expected terms	6.25 years

Stock Options

The fair value of stock options is determined at the grant date using the Black-Scholes option pricing model. The time-based stock option awards generally vest evenly over four years from the grant date and performance-based options vest based on specified targets such as Company performance and Company stock price hurdles.

A summary of the stock option activity under the 2021 Equity Incentive Plan for the year ended December 27, 2025 is presented below (share amounts in thousands):

	Number of Shares	Weighted Avg. Exercise Price per Share	Weighted Avg. Remaining Contractual Term
Outstanding at December 28, 2024	1,859	\$ 9.51	7.75 years
Granted	—		
Exercised	(13)		
Forfeited or expired	(59)		
Outstanding at December 27, 2025	1,787	\$ 9.50	6.47 years
Exercisable at December 27, 2025	885	\$ 9.54	6.28 years

In the fiscal year ended December 27, 2025, 13 options were exercised and in the fiscal year ended December 28, 2024, 48 options were exercised.

Stock option compensation expense of \$1,539, \$1,701 and \$1,124 was recognized in the accompanying Consolidated Statements of Comprehensive Income (Loss) for the years ended December 27, 2025, December 28, 2024 and December 30, 2023, respectively. As of December 27, 2025, there was \$2,003 of unrecognized compensation expense for unvested common options. The expense will be recognized as a charge to earnings over a weighted average period of approximately 0.94 years.

The total intrinsic value of share options exercised during the years ended December 27, 2025 and December 28, 2024 was \$10 and \$46, respectively.

Restricted Stock Units

The RSUs granted to employees for service generally vest (i) after three years for RSUs granted prior to 2025; and (ii) in equal annual installments over three years for RSUs granted in 2025 and thereafter, subject in each case to continued employment. The RSUs granted to non-employee directors generally vest in full on the first anniversary of the grant date or the date of the annual meeting following the grant date, whichever is earlier.

A summary of the restricted stock unit activity under the 2021 Equity Incentive Plan for the year ended December 27, 2025 is presented below (share amounts in thousands):

	Number of Shares	Weighted Avg. Grant Date Fair Value (in whole dollars)
Outstanding at December 28, 2024	3,529	9.30
Granted	1,633	9.30
Vested	(1,016)	
Forfeited or expired	(95)	
Outstanding at December 27, 2025	<u>4,051</u>	<u>9.17</u>

Restricted stock unit compensation expense of \$11,556, \$9,785 and \$6,440 was recognized in the accompanying Consolidated Statements of Comprehensive Income (Loss) for the fiscal years ended December 27, 2025, December 28, 2024 and December 30, 2023, respectively. As of December 27, 2025, there was \$17,227 of unrecognized compensation expense for unvested common stock options. The expense will be recognized as a charge to earnings over a weighted average period of approximately 1.07 years.

Performance Stock Units

Beginning in the first quarter of 2025, the Company determined to grant Performance Stock Units ("PSUs"), using return on invested capital as the performance metric, instead of granting stock options. The PSUs granted to employees for service generally vest after three years, subject to continued employment.

A summary of the performance stock unit activity under the 2021 Equity Incentive Plan for the year ended December 27, 2025 is presented below (share amounts in thousands):

	Number of Shares	Weighted Avg. Grant Date Fair Value (in whole dollars)
Outstanding at December 28, 2024	—	—
Granted	288	9.55
Vested	—	
Forfeited or expired	(21)	
Outstanding at December 27, 2025	<u>267</u>	<u>9.55</u>

PSU compensation expense of \$686 was recognized in the accompanying Consolidated Statements of Comprehensive Income (Loss) for the fiscal year ended December 27, 2025. As of December 27, 2025, there was \$1,864 of unrecognized compensation expense for unvested PSUs. The expense will be recognized as a charge to earnings over a weighted average period of approximately 1.14 years.

2021 Employee Stock Purchase Plan

Our Employee Stock Purchase Plan ("ESPP") became effective on July 14, 2021, in which 1,140,754 shares of common stock were available for issuance under the ESPP. On June 3, 2025, the ESPP plan was amended to increase the share reserve by 1,000,000 shares of common stock, for a total of 2,140,754 shares available for issuance. Under the ESPP, eligible employees are granted options to purchase shares of common stock at 85% of the fair market value at the time of exercise. The option period commences on the first payroll date in January, April, July, and October of each year and ends approximately three months later on the last business day in March, June, September or December. No employee may be granted an option under the Plan if, immediately after the option is granted, the employee would own stock possessing five percent or more of the total combined voting power or value of all classes of stock of the Company.

Compensation expense associated with ESPP purchase rights is recognized on a straight-line basis over the vesting period. For the years ended December 27, 2025, December 28, 2024, and December 30, 2023, there was approximately \$392, \$376, and \$355 of compensation expense related to the ESPP, respectively.

12. EARNINGS PER SHARE

Basic earnings per share is computed based on the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share include the dilutive effect of stock options, restricted stock awards, and warrants. The following is a reconciliation of the basic and diluted Earnings Per Share ("EPS") computations for both the numerator and denominator (in thousands, except per share data):

Year Ended December 27, 2025			
	Earnings (Numerator)	Shares (Denominator)	Per Share
Net income	\$ 40,305	197,451	\$ 0.20
Dilutive effect of stock options and awards	—	2,029	—
Net income per diluted common share	<u>\$ 40,305</u>	<u>199,480</u>	<u>\$ 0.20</u>

Year Ended December 28, 2024			
	Earnings (Numerator)	Shares (Denominator)	Per Share
Net income	\$ 17,255	196,108	\$ 0.09
Dilutive effect of stock options and awards	—	2,807	—
Net income per diluted common share	<u>\$ 17,255</u>	<u>198,915</u>	<u>\$ 0.09</u>

Year Ended December 30, 2023			
	Earnings (Numerator)	Shares (Denominator)	Per Share
Net loss	\$ (9,589)	194,722	\$ (0.05)
Dilutive effect of stock options and awards	—	—	—
Net loss per diluted common share	<u>\$ (9,589)</u>	<u>194,722</u>	<u>\$ (0.05)</u>

Stock options and awards outstanding totaling 5,140, 2,863 and 5,874 were excluded from the computation for the years ended December 27, 2025, December 28, 2024 and December 30, 2023, respectively, as they would have had an antidilutive effect under the treasury stock method.

13. DERIVATIVES AND HEDGING

FASB ASC 815, Derivatives and Hedging ("ASC 815"), provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (1) how and why an entity uses derivative instruments, (2) how the entity accounts for derivative instruments and related hedged items, and (3) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Further, qualitative disclosures are required that explain the Company's objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of and gains and losses on derivative instruments.

The Company uses derivative financial instruments to manage its exposures to (1) interest rate fluctuations on its floating rate senior term loan and (2) fluctuations in foreign currency exchange rates. The Company measures those instruments at fair value and recognizes changes in the fair value of derivatives in earnings in the period of change, unless the derivative qualifies as an effective hedge that offsets certain exposures.

The Company does not enter into derivative transactions for speculative purposes and, therefore, holds no derivative instruments for trading purposes.

Interest Rate Swap Agreements

On December 19, 2023, the Company entered into an interest swap agreement ("2024 Swap 1") for a notional amount of \$144,000. The forward start date of the 2024 Swap 1 is July 21, 2024 and the termination date is January 31, 2027. The 2024 Swap 1 has a determined pay fixed interest rate of 3.8%. In accordance with ASC 815, the Company determined the 2024 Swap 1 constituted an effective cash flow hedge and therefore changes in fair value are recorded within other comprehensive income (loss) within the Company's Statement of Comprehensive Income (Loss) and the deferred gains or losses are reclassified out of other comprehensive income (loss) into interest expense in the same period during which the hedged transactions affect earnings.

On December 19, 2023, the Company entered into an interest swap agreement ("2024 Swap 2") for a notional amount of \$216,000. The forward start date of the 2024 Swap 2 was July 21, 2024 and the termination date is January 31, 2027. The 2024 Swap 2 has a determined pay fixed interest rate of 3.62%. In accordance with ASC 815, the Company determined the 2024 Swap 2 constituted an effective cash flow hedge and therefore changes in fair value are recorded within other comprehensive income (loss) within the Company's Statement of Comprehensive Income (Loss) and the deferred gains or losses are reclassified out of other comprehensive income (loss) into interest expense in the same period during which the hedged transactions affect earnings.

The following table summarizes the Company's derivatives financial instruments:

Asset Derivatives			Liability Derivatives		
	As of December 27, 2025	As of December 28, 2024		As of December 27, 2025	As of December 28, 2024
Balance Sheet Location	Fair Value	Fair Value	Balance Sheet Location	Fair Value	Fair Value
Derivatives designated as hedging instruments:					
2024 Swap 1	Other current/ non-current assets	—	787	Other non-current liabilities	(670)
2024 Swap 2	Other current/ non-current assets	—	1,961	Other non-current liabilities	(589)
Total hedging instruments	\$ —	\$ 2,748		\$ (1,259)	\$ —

During 2026, the Company estimates that an additional \$1,083 will be reclassified as an increase to interest expense/income. Additional information with respect to the fair value of derivative instruments is included in Note 14 - Fair Value Measurements.

Foreign Currency Forward Contracts

During fiscal 2025 and 2024 the Company entered into foreign currency forward contracts. The purpose of the Company's foreign currency forward contracts is to manage the Company's exposure to fluctuations in the exchange rate of the Canadian dollar. As of December 30, 2023, the Company did not have any foreign currency forward contracts.

The total notional amount of contracts outstanding was C\$1,551 and C\$4,087 as of December 27, 2025 and December 28, 2024, respectively. The total fair value of the foreign currency forward contracts was \$1,504 and \$4,325 as of December 27, 2025 and December 28, 2024, respectively, and was reported on the accompanying Consolidated Balance Sheets in other current liabilities. An increase in other income of \$94 and \$269 was recorded in the Consolidated Statements of Comprehensive Income (Loss) for the change in fair value during year ended December 27, 2025 and December 28, 2024, respectively.

The Company's foreign currency forward contracts did not qualify for hedge accounting treatment because they did not meet the provisions specified in ASC 815. Accordingly, the gain or loss on these derivatives was recognized in other (income) expense in the Consolidated Statements of Comprehensive Income (Loss).

The Company does not enter into derivative transactions for speculative purposes and, therefore, holds no derivative instruments for trading purposes.

Additional information with respect to the fair value of derivative instruments is included in Note 14 - Fair Value Measurements.

14. FAIR VALUE MEASUREMENTS

The Company uses the accounting guidance that applies to all assets and liabilities that are being measured and reported on a fair value basis. The guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Assets and liabilities carried at fair value are classified and disclosed in one of the following three categories.

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

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions.

The accounting guidance establishes a hierarchy which requires an entity to maximize the use of quoted market prices and minimize the use of unobservable inputs. An asset or liability's level is based on the lowest level of input that is significant to the fair value measurement.

The following tables set forth the Company's financial assets and liabilities that were measured at fair value on a recurring basis during the period, by level, within the fair value hierarchy:

As of December 27, 2025				
	Level 1	Level 2	Level 3	Total
Trading securities	\$ 847	\$ —	\$ —	\$ 847
Interest rate swaps	—	(1,259)	—	(1,259)
Foreign exchange forward contracts	—	1,504	—	1,504
Contingent consideration payable	—	—	4,358	4,358

As of December 28, 2024				
	Level 1	Level 2	Level 3	Total
Trading securities	\$ 796	\$ —	\$ —	\$ 796
Interest rate swaps	—	2,748	—	2,748
Foreign exchange forward contracts	—	4,325	—	4,325
Contingent consideration payable	—	—	4,863	4,863

Trading securities are valued using quoted prices on an active exchange. Trading securities represent assets held in a Rabbi Trust to fund deferred compensation liabilities and are included as restricted investments on the accompanying Consolidated Balance Sheets.

The Company utilizes interest rate swap contracts to manage our targeted mix of fixed and floating rate debt, and these contracts are valued using observable benchmark rates at commonly quoted intervals for the full term of the swap contracts. As of December 27, 2025 and December 28, 2024, the Company's interest rate swaps were recorded on the accompanying Consolidated Balance Sheets in accordance with ASC 815.

The Company utilizes foreign exchange forward contracts to manage our exposure to currency fluctuations in the Canadian dollar versus the U.S. dollar. The forward contracts were valued using observable benchmark rates at commonly quoted intervals during the term of the forward contract. As of December 27, 2025 and December 28, 2024, the foreign exchange forward contracts were included in other current liabilities on the accompanying Consolidated Balance Sheets.

The contingent consideration represents future potential earn-out payments related to the Resharp acquisition in fiscal 2019 in which the maximum payout for the contingent consideration is \$25.0 million plus 1.8% of net knife-sharpening revenues for five years after the \$25.0 million is fully paid and the Instafob acquisition in the first quarter of 2020 where payment is based on 5% of the net sales from 2020 through 2022 plus 1% of net sales from 2023 through 2029. The estimated fair value of the contingent earn-outs was determined using a Monte Carlo analysis examining the frequency and mean value of the resulting earn-out payments. The resulting value captures the risk associated with the form of the payout structure. The risk neutral method is applied, resulting in a value that captures the risk associated with the form of the payout structure and the projection risk. The carrying amount of the liability may fluctuate significantly and actual amounts paid may be materially different from the estimated value of the liability. The current and non-current portions of these obligations are reported separately on the Consolidated Balance Sheets as other accrued expense and other non-current liabilities, respectively. Subsequent changes in the fair value of the contingent consideration liabilities, as determined by using a simulation model of the Monte Carlo analysis that includes updated projections applicable to the liability, are recorded within other expense (income), net in the Consolidated Statements of Comprehensive Income (Loss).

The table below provides a summary of the changes in fair value of the Company's contingent considerations (Level 3) for Resharp and Instafob as of December 27, 2025.

	Resharp		Instafob		Total
	Other accrued expense	Other non-current liabilities	Other accrued expense	Other non-current liabilities	
Fair value as of December 28, 2024	\$ 226	\$ 4,574	\$ 23	\$ 40	\$ 4,863
Fair value of cash consideration paid	(253)	—	(12)	—	(265)
Change in fair value of contingent consideration	256	(503)	14	(7)	(240)
Fair value as of December 27, 2025	\$ 229	\$ 4,071	\$ 25	\$ 33	\$ 4,358

Cash, restricted investments, accounts receivable, short-term borrowings and accounts payable are reflected in the Consolidated Financial Statements at book value, which approximates fair value, due to the short-term nature of these instruments. The carrying amount of the long-term debt under the revolving credit facility approximates the fair value at December 27, 2025 and December 28, 2024, as the interest rate is variable and approximates current market rates. The Company also believes the carrying amount of the long-term debt under the senior term loan approximates the fair value at December 27, 2025 and December 28, 2024 because, while subject to a minimum SOFR floor rate, the interest rate approximates current market rates of debt with similar terms and comparable credit risk.

Additional information with respect to the derivative instruments is included in Note 13 - Derivatives and Hedging.

15. COMMITMENTS AND CONTINGENCIES

Insurance Coverage

The Company self-insures our general liability including products liability, automotive liability, and workers' compensation losses up to \$500 per occurrence. Catastrophic coverage has been purchased from third party insurers with a per occurrence and aggregate limit of \$60,000. The two risk areas involving the most significant accounting estimates are workers' compensation and automotive liability. Actuarial valuations performed by the Company's third-party risk insurance expert were used by the Company's management to form the basis for workers' compensation and automotive liability loss reserves. The actuary contemplated the Company's specific loss history, actual claims reported, and industry trends among statistical and other factors to estimate the range of reserves required. Risk insurance reserves are comprised of specific reserves for individual claims and additional amounts expected for development of these claims, as well as for incurred but not yet reported claims. The Company believes that the liability of approximately \$2,184 recorded for such risk insurance reserves is adequate as of December 27, 2025.

As of December 27, 2025, the Company has provided certain vendors and insurers letters of credit aggregating \$3,268 related to our product purchases and insurance coverage of product liability, workers' compensation, and general liability.

The Company self-insures our group health claims up to an annual stop loss limit of \$300 per participant. Historical group insurance loss experience forms the basis for the recognition of group health insurance reserves. Provisions for losses expected under these programs are recorded based on an analysis of historical insurance claim data and certain actuarial assumptions. The Company believes that the liability of approximately \$3,472 recorded for such group health insurance reserves is adequate as of December 27, 2025.

Import Duties

The Company imports large quantities of fastener products which are subject to customs requirements and to tariffs set by governments through mutual agreements and bilateral actions. The Company could be subject to the assessment of additional duties and interest if it or its suppliers fail to comply with customs regulations or similar laws. The U.S. Department of Commerce (the "Department") conducts administrative reviews of compliance with anti-dumping duty and countervailing duty laws for certain nails products sourced from Asian countries. The Company sourced products under review from vendors in China and Taiwan during the periods selected for review. The Company accrues for the duty expense once it is determined to be probable and the amount can be reasonably estimated.

Litigation

As of December 27, 2025, the Company is involved in litigation arising in the normal course of business. In management's opinion, any such litigation is not expected to have a material adverse effect on the consolidated financial condition, results of operations, or cash flows.

The Kiosk Development Partner Dispute

On December 16, 2024, the Company entered into a settlement agreement with a kiosk development partner (the "Kiosk Partner"), pursuant to which the Company paid the Kiosk Partner a \$5 million settlement payment on December 30, 2024 to resolve all claims and disputes alleged by the Kiosk Partner. The Kiosk Partner's claims alleged that, among other things, the Company failed to pay certain per key royalty fees to the Kiosk Partner allegedly owed under a joint development agreement dating back over 10 years ago. Though the Company believes it had strong defenses to the claims made by the Kiosk Partner, the Company opted to settle the matter before litigation was filed in order to avoid the cost and uncertainty of protracted litigation.

16. STATEMENT OF CASH FLOWS

Supplemental disclosures of cash flows information are presented below:

	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Cash paid during the period for:			
Interest	50,422	42,435	55,872
Income taxes, net of refunds	11,535	9,622	5,356

As of December 27, 2025, December 28, 2024 and December 30, 2023, capital expenditures recorded in accounts payable totaled \$886, \$1,627, and \$1,186, respectively.

17. CONCENTRATION OF CREDIT RISKS

Financial instruments which potentially subject the Company to concentration of credit risk consist principally of cash and cash equivalents and trade receivables. The Company places its cash and cash equivalents with high credit quality financial institutions. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral.

For the year ended December 27, 2025, the largest two customers, Lowe's and Home Depot, accounted for 43.4% of total revenues and 28.7% of the year-end accounts receivable balance. For the year ended December 28, 2024, the largest two customers accounted for 40.9% of total revenues and 32.6% of the year end accounts receivable balance.

Certain customers operate using a purchasing cooperative(s) business model. In this model, independently owned hardware stores make purchases directly from the Company and are invoiced through a billing arrangement with a cooperative. Under this arrangement, the Company would invoice and receive payment from the cooperative for the product shipped directly to the store, and the cooperative would be responsible for invoicing and collecting from the independently owned hardware store. Due to the nature of the cooperative billing arrangement, the risk of collection of the receivables generated by sales to these independently owned hardware stores is concentrated with the cooperative. The Company does not believe a sales concentration exists in these scenarios, as the independently owned hardware stores can continue to make purchases from the Company via a direct bill arrangement or via another purchasing cooperative. As of December 27, 2025 and December 28, 2024, approximately 17.1% and 15% of the Company's accounts receivable was derived through the Ace Hardware purchasing cooperative, respectively.

Except as described in the paragraphs above, no other customer accounted for more than 10% of the Company's accounts receivables in 2025 or 2024.

In the years ended December 27, 2025, December 28, 2024 and December 30, 2023, the Company derived over 10% of its total revenues from two separate customers which operated in each of the operating segments. The following table presents revenue from each customer as a percentage of total revenue for each of the years ended:

	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Lowe's	20.9 %	18.8 %	20.1 %
Home Depot	22.5 %	22.1 %	23.3 %

18. SEGMENT REPORTING AND GEOGRAPHIC INFORMATION

The Company's segment reporting structure uses the Company's management reporting structure as the foundation for how the Company manages its business. The Company's reportable segments are strategic business units that offer different products and services, and in the case of our Canada segment in a different geography. They are managed separately due to different products and marketing strategies. The Company periodically evaluates its segment reporting structure in accordance with ASC 350-20-55 and has concluded that it has three reportable segments as of December 27, 2025.

The segments are as follows:

- Hardware and Protective Solutions
- Robotics and Digital Solutions
- Canada

In the second quarter of 2025, the Company realigned its Hardware and Protective Solutions segment to include the sales of accessories, which are now managed by the Hardware and Protective Solutions leadership team. Previously, accessories were included under the Robotics and Digital Solutions segment leadership team. Please see Note 1 - Basis of Presentation for more information.

The Hardware and Protective Solutions segment distributes fasteners and related hardware items, threaded rod, personal protective equipment, key accessories, and letters, numbers, and signs to hardware stores, home centers, mass merchants, and other retail outlets primarily in the United States and Mexico.

The Robotics and Digital Solutions segment consists of key duplication and engraving kiosks that can be operated directly by the consumer, primarily in the United States. The kiosks operate in retail and other high-traffic locations offering customized licensed and unlicensed products targeted to consumers in the respective locations. It also includes our associate-assisted key duplication systems. The Robotics and Digital Solutions segment also includes Resharp, our robotic knife sharpening business, and Instafob, which specializes in RFID ("Radio Frequency Identification") fob duplication technology.

The Canada segment distributes fasteners and related hardware items, threaded rod, keys, key duplicating systems, engraving kiosks, accessories, personal protective equipment, and identification items, such as tags and letters, numbers, and signs to hardware stores, home centers, mass merchants, industrial distributors, automotive aftermarket distributors, and other retail outlets and industrial Original Equipment Manufacturers ("OEMs") in Canada. The Canada segment also produces fasteners, stampings, fittings, and processes threaded parts for automotive suppliers and industrial OEMs.

For a reconciliation of our segment sales by product category and geographic area, please see Note 2 - Summary of Significant Accounting Policies. For details on our major customers please see Note 17 - Concentration of Credit Risks.

The Company has transitioned from using segment operating income in prior years as a measure of performance and now utilizes segment adjusted EBITDA. The Company measures the performance of its segments using segment adjusted earnings before interest, taxes, depreciation and amortization ("segment adjusted EBITDA").

The Company's President and Chief Executive Officer, who is the Chief Operating Decision Maker ("CODM"), uses segment adjusted EBITDA predominantly in the annual budget and forecasting process. The CODM considers budget-to-actual variances, expressed as both actual amounts and as a percentage of sales, on a monthly, quarter to date, and year to date basis when making decisions about allocating resources to the segments. The CODM also uses segment adjusted EBITDA in competitive analysis by benchmarking the Company's competitors. The competitive analysis along with the monitoring of budgeted versus actual results are used in assessing performance of the segment and in establishing management's compensation. The CODM reviews balance sheet accounts on a consolidated basis and does not regularly review balance sheet accounts by segment as part of their performance assessment and decision-making process. The CODM primarily focuses on net sales growth,

cost efficiencies, market expansion and product development rather than financial position. The accounting policies of the Company's segments are the same as those described in Note 1 - Basis of Presentation.

Segment adjusted EBITDA is not defined under GAAP and may not be comparable to similarly titled measures used by other companies and should not be considered a substitute for net earnings or other results reported in accordance with GAAP.

The tables below present net sales, significant segment expenses, and segment adjusted EBITDA for the reportable segments for the years ended December 27, 2025, December 28, 2024, and December 30, 2023. See Note 2 - Summary of Significant Accounting Policies for a reconciliation of total reportable segments' revenues to consolidated revenues. Certain amounts in the prior year Consolidated Financial Statements and in the Notes to the Consolidated Financial Statements were reclassified to conform to the current year's presentation. This had no impact on the prior period's consolidated balance sheets, consolidated statements of comprehensive income (loss), consolidated statements of cash flows, or consolidated statements of stockholders' equity.

Hardware and Protective Solutions	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Net Sales	\$ 1,193,957	\$ 1,107,993	\$ 1,090,473
Significant segment expenses			
Adjusted cost of sales (exclusive of depreciation and amortization)⁽¹⁾	654,836	617,689	662,080
Adjusted selling expense⁽²⁾	124,033	114,351	104,060
Adjusted Warehouse expense⁽³⁾	144,720	143,682	143,308
Adjusted General and administrative expense⁽⁴⁾	74,949	77,386	55,432
Other segment items⁽⁵⁾	(831)	(813)	(1,788)
Segment Adjusted EBITDA	<u>\$ 196,250</u>	<u>\$ 155,698</u>	<u>\$ 127,381</u>

- (1) Adjusted cost of sales (exclusive of depreciation and amortization) excludes an inventory revaluation charge made in the fourth quarter of 2023.
- (2) Adjusted selling expense excludes expense related to corporate restructuring activities.
- (3) Adjusted warehouse excludes restructuring expense associated with our distribution center relocations and corporate restructuring activities.
- (4) Adjusted general and administrative expense excludes stock-based compensation, acquisition and integration costs, expense associated with corporate restructuring and amounts related to the Cybersecurity Incident.
- (5) Other excludes an impairment charge related to the write down of intangible assets, primarily related to review of certain product offerings in 2023.

Robotics and Digital Solutions	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Net sales	\$ 220,157	\$ 216,701	\$ 229,546
Significant segment expenses			
Cost of sales (exclusive of depreciation and amortization)	59,817	60,233	64,389
Adjusted selling expense⁽¹⁾	67,022	60,642	60,111
Adjusted Warehouse expense⁽²⁾	10,632	9,316	10,373
Adjusted General and administrative expense⁽³⁾	16,505	16,019	17,880
Other segment items⁽⁴⁾	268	216	125
Segment Adjusted EBITDA	<u>\$ 65,913</u>	<u>\$ 70,275</u>	<u>\$ 76,668</u>

- (1) Adjusted selling expense excludes related to corporate restructuring activities.
- (2) Adjusted warehouse expense excludes restructuring expense associated with our distribution center relocations and corporate restructuring activities.
- (3) Adjusted general and administrative expense excludes stock compensation expense, acquisition and integration expense, consulting expense and legal charges related to settlements, see Note 15 - Commitments and Contingencies.

- (4) Other excludes the gain or loss on the revaluation of our contingent consideration liability, see Note 14 - Fair Value Measurements.

Canada	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Net sales	\$ 138,110	\$ 147,901	\$ 156,458
Significant segment expenses			
Cost of sales (exclusive of depreciation and amortization)	81,222	86,769	97,495
Adjusted selling expense ⁽¹⁾	14,168	14,476	13,721
Adjusted Warehouse expense ⁽²⁾	22,062	22,398	23,036
Adjusted General and administrative expense ⁽³⁾	7,423	7,748	7,062
Other segment items	81	730	(167)
Segment Adjusted EBITDA	\$ 13,154	\$ 15,780	\$ 15,311

- (1) Adjusted selling expense excludes restructuring expense.
(2) Adjusted warehouse expense excludes restructuring expense associated with our distribution center relocations and corporate restructuring activities.
(3) Adjusted general and administrative expense excludes stock based compensation and expense associated with corporate restructuring activities.

The following table reconciles segment adjusted EBITDA by segment to the Company's consolidated income (loss) before income taxes. Certain amounts in the prior year presentation between segments were reclassified to conform to the current year's presentation.

	Year Ended December 27, 2025	Year Ended December 28, 2024	Year Ended December 30, 2023
Hardware and Protective Solutions	\$ 196,250	\$ 155,698	\$ 127,381
Robotics and Digital Solutions	65,913	70,275	76,668
Canada	13,154	15,780	15,311
Total adjusted EBITDA	275,317	241,753	219,360
Interest expense	56,467	59,241	68,310
Depreciation	79,870	68,766	59,331
Amortization	61,232	61,274	62,309
Stock compensation expense	14,246	13,463	12,004
Restructuring and other costs	4,058	2,978	3,031
Litigation expense	1,950	5,000	339
Transaction and integration expense	232	1,243	1,754
Change in fair value of contingent consideration	(240)	228	(4,936)
Impairment charges	—	—	24,600
Refinancing costs	906	3,008	—
Total adjusting items	218,721	215,201	226,742
Income (loss) before income taxes	\$ 56,596	\$ 26,552	\$ (7,382)

Financial Statement Schedule:

Schedule II - VALUATION ACCOUNTS

(dollars in thousands)

	Deducted From Assets in Balance Sheet Allowance for Doubtful Accounts
Ending Balance - December 31, 2022	\$ 2,405
Additions charged to cost and expense	521
Deductions due to:	
Others	(156)
Ending Balance - December 30, 2023	2,770
Additions charged to cost and expense	9,082
Deductions due to:	
Others	(9,025)
Ending Balance - December 28, 2024	2,827
Additions charged to cost and expense	714
Deductions due to:	
Others	(1,597)
Ending Balance - December 27, 2025	\$ 1,944

ITEM 9 – CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A – CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

Disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are those controls and procedures that are designed to ensure that material information relating to Hillman Solutions Corp. required to be disclosed by the Company in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to the Company’s management, including the chief executive officer and the chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. The Company carried out an evaluation, under the supervision and with the participation of the Company’s management, including the chief executive officer and the chief financial officer, of the effectiveness of the design and operation of the disclosure controls and procedures. Based upon that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 27, 2025 to provide reasonable assurance that information required to be disclosed in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. We view our internal control over financial reporting as an integral part of our disclosure controls and procedures.

Management has concluded that the company’s consolidated financial statements in this Form 10-K fairly present, in all material respects, our financial position, results of operations and cash flows as of the dates, and for the periods presented, in conformity with U.S. GAAP.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) under the Exchange Act. Pursuant to the rules and regulations of the Commission, internal control over financial reporting is a process designed by, or under the supervision of, the Company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the Company’s Board of Directors, management, and other personnel, 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 and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and the dispositions of assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with appropriate authorizations; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management has evaluated the effectiveness of the Company's internal control over financial reporting as of December 27, 2025, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework (2013 framework). Based on such evaluation, management concluded that internal control over financial reporting was effective as of December 27, 2025. Management's report on internal control over financial reporting is set forth above under the heading, "Report of Management on Internal Control Over Financial Reporting" in Item 8 of this annual report on Form 10-K.

Attestation Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Hillman Solutions Corp.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Hillman Solutions Corp. and subsidiaries (the "Company") as of December 27, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 27, 2025, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 27, 2025, of the Company and our report dated February 17, 2026, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ DELOITTE & TOUCHE LLP

Cincinnati, Ohio

February 17, 2026

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act of 1934, as amended, that occurred during the quarter ended December 27, 2025, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting except as otherwise described above in this Item 9A.

ITEM 9B — OTHER INFORMATION.

Insider Adoption or Termination of Trading Arrangements

On November 6, 2025, Amanda Kitzberger, Chief Legal Officer & Secretary of the Company, adopted a trading arrangement for the sale of securities of the Company's common stock (a "Rule 10b5-1 Trading Plan") that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c). Ms. Kitzberger's Rule 10b5-1 Trading Plan, which has a term extending through March 13, 2026, provides for the sale of up to 16,533 shares of common stock pursuant to the terms of the plan.

ITEM 9C: DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10 — DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.

Information required by this item is set forth under the captions Election of Directors, Information About Our Executive Officers, Delinquent Section 16(a) Reports, Code of Conduct and Ethics, and Committees of the Board of Directors in our Proxy Statement for the 2026 Annual Meeting of Stockholders (the "2026 Proxy Statement"). That information is incorporated herein by reference.

We have adopted a code of ethics that applies to all of our employees, including our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, and other finance organization employees. The code of ethics is publicly available on our website at www.hillmangroup.com. If we make any substantive amendments to the code of ethics or grant any waiver, including any implicit waiver, from a provision of the code to our Chief Executive Officer, Chief Financial Officer, or Chief Accounting Officer, we will disclose the nature of the amendment or waiver on that website or in a report on Form 8-K.

Insider Trading Arrangements and Policies

We are committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, we have adopted our Insider Trading Policy governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, employees and certain

contractors, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to us. A copy of our Insider Trading Policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K.

ITEM 11 – EXECUTIVE COMPENSATION.

Information required by this item is set forth under the captions Executive Compensation, Compensation Discussion and Analysis, Compensation Committee Report, Compensation Tables, and Director Compensation in the 2026 Proxy Statement and is hereby incorporated by reference into this Form 10-K.

ITEM 12 – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required by this Item is set forth in the section entitled "Beneficial Ownership of Common Stock" and "Equity Compensation Plan Information" in the 2026 Proxy Statement and is hereby incorporated by reference into this Form 10-K.

ITEM 13 – CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

The information required by this Item is set forth in the sections entitled Certain Relationships and Related Party Transactions in the 2026 Proxy Statement and is hereby incorporated by reference into this Form 10-K.

ITEM 14 – PRINCIPAL ACCOUNTING FEES AND SERVICES.

Our independent registered public accounting firm is Deloitte & Touche LLP, Cincinnati, OH, Auditor Firm ID: 34.

The information required by this Item is set forth in the section entitled Ratification of the Appointment of Independent Auditor in the 2026 Proxy Statement and is hereby incorporated by reference into this Form 10-K.

PART IV

ITEM 15 – EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) Documents Filed as a Part of the Report:

1. Financial Statements: See “Index to Financial Statements” in “Item 8. Financial Statements and Supplementary Data” herein.
2. Financial Statement Schedules: All schedules are omitted for the reason that the information is included in the financial statements or the notes thereto or that they are not required or are not applicable.
3. Exhibits: The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as part of this Annual Report on Form 10-K.
 - 3.1 [Fourth Amended and Restated Certificate of Incorporation of Hillman Solutions Corp. \(incorporated by reference to Exhibit 3.1 of the Company’s Current Report on Form 8-K, filed with the SEC on June 13, 2024\).](#)
 - 3.2 [Second Amended and Restated Bylaws of Hillman Solutions Corp. \(incorporated by reference to Exhibit 3.2 of the Company’s Current Report on Form 8-K, filed with the SEC on June 13, 2024\).](#)
 - 4.1 [Description of the Company’s Registered Securities \(incorporated by reference to Exhibit 4.1 of the Company’s Annual Report on Form 10-K, filed with the SEC on March 16, 2022\).](#)
 - 10.1 [Amended and Restated Registration Rights Agreement, dated July 14, 2021, by and among Hillman Solutions Corp., Jefferies Financial Group Inc., TFJ, LLC, CCMP Capital Investors III, L.P., CCMP Capital Investors \(Employee\) III, L.P., CCMP Co-Invest III A, L.P., Oak Hill Capital Partners III, L.P., Oak Hill Capital Management Partners III, L.P. and OHCP III HC RO, L.P. \(incorporated by reference to Exhibit 10.2 of the Company’s Current Report on Form 8-K, filed with the SEC on July 20, 2021\).](#)
 - 10.2* [Hillman Solutions Corp. 2021 Equity Incentive Plan, as amended on June 3, 2025. \(incorporated by reference to Exhibit 10.1 of Hillman Companies, Inc.’s Current Report on Form 8-K filed with the SEC on June 3, 2025\).](#)
 - 10.3* [Form of Indemnification Agreement \(incorporated by reference to Exhibit 10.5 of the Company’s Current Report on Form 8-K, filed with the SEC on July 20, 2021\).](#)
 - 10.4* [Hillman Solutions Corp. 2021 Employee Stock Purchase Plan, as amended on June 3, 2025 \(incorporated by reference to Exhibit 10.2 of Hillman Companies, Inc.’s Current Report on Form 8-K filed with the SEC on June 3, 2025\).](#)
 - 10.5* [Hillman Solutions Corp. 2021 Cash Incentive Plan \(incorporated by reference to Exhibit 10.8 of the Company’s Current Report on Form 8-K, filed with the SEC on July 20, 2021\).](#)
 - 10.6* [Form of Non-Qualified Stock Option Award Agreement under the Hillman Solutions Corp. 2021 Equity Incentive Plan \(incorporated by reference to Exhibit 10.9 of the Company’s Current Report on Form 8-K, filed with the SEC on July 20, 2021\).](#)
 - 10.7* [Form of Non-Qualified Stock Option Award Agreement for Non-Employee Directors under the Hillman Solutions Corp. 2021 Equity Incentive Plan \(incorporated by reference to Exhibit 10.10 of the Company’s Current Report on Form 8-K, filed with the SEC on July 20, 2021\).](#)
 - 10.8* [Form of Restricted Stock Unit Award Agreement under the Hillman Solutions Corp. 2021 Equity Incentive Plan \(incorporated by reference to Exhibit 10.11 of the Company’s Current Report on Form 8-K, filed with the SEC on July 20, 2021\).](#)
 - 10.9* [Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the Hillman Solutions Corp. 2021 Equity Incentive Plan \(incorporated by reference to Exhibit 10.11 of the Company’s Annual Report on Form 10-K, filed with the SEC on February 27, 2023\).](#)
 - 10.10* [Form of Performance Stock Unit Agreement under the Hillman Solutions Corp. 2021 Equity Incentive Plan \(incorporated by reference to Exhibit 10.1 of the Company’s Annual Report on Form 10-K, filed with the SEC on March 29, 2025\).](#)
 - 10.11* [Form of Restricted Stock Unit Agreement under the Hillman Solutions Corp. 2021 Equity Incentive Plan \(incorporated by reference to Exhibit 10.2 of the Company’s Annual Report on Form 10-K, filed with the SEC on March 29, 2025\).](#)
 - 10.12* [Hillman Solutions Corp. Executive Severance Plan, dated November 2, 2023 \(incorporated by reference to Exhibit 10.1 of the Company’s Quarterly Report on Form 10-Q, filed with the SEC on November 8, 2023\).](#)
 - 10.13* [Employment Agreement between Scott Ride and The Hillman Group Canada ULC., dated December 2, 2014, \(incorporated by reference to Exhibit 10.5 of The Hillman Companies, Inc.’s Current Report on Form 8-K filed with the SEC on May 4, 2017\).](#)
 - 10.14* [Amendment to Employment Agreement between Scott Ride and The Hillman Group Canada ULC., dated June 10, 2015 \(incorporated by reference to Exhibit 10.12 of The Hillman Companies, Inc.’s Annual Report on Form 10-K filed with the SEC on March 21, 2018\).](#)
 - 10.15* [Separation Agreement, dated September 16, 2025, by and between the Company and Scott C. Ride \(incorporated by reference to Exhibit 10.1 of Hillman Companies, Inc.’s Current Report on Form 8-K filed with the SEC on September 16, 2025\).](#)
 - 10.16+ [ABL Credit Agreement, dated as of May 31, 2018, by and among The Hillman Group, Inc., The Hillman Companies, Inc., The Hillman Group Canada ULC, the Lenders and Issuing Banks from time to time party thereto, Barclays Bank PLC, as administrative agent and swingline lender, Jefferies Finance LLC, Citizens Bank, N.A. and MUFG Union Bank, N.A., as joint lead arrangers and joint bookrunners, Credit Suisse Loan Funding LLC, as an arranger and PNC Bank, National Association, as documentation agent \(incorporated by reference to Exhibit 10.2 of The Hillman Companies, Inc.’s Current Report on Form 8-K, filed with the SEC on June 5, 2018\).](#)

- 10.17+ [Amendment No. 1 to the ABL Credit Agreement, dated as of November 15, 2019, by and among The Hillman Companies, Inc., Hillman Investment Company, The Hillman Group, Inc., Big Time Products, LLC, The Hillman Group Canada ULC, the Subsidiary Guarantors, the Lenders listed on the signature pages thereto and Barclays Bank PLC, in its capacity as administrative agent for the Lenders \(incorporated by reference to Exhibit 10.1 of The Hillman Companies, Inc.'s Current Report on Form 8-K, filed with the SEC on November 20, 2019\).](#)
- 10.18+ [Amendment No. 2 to the ABL Credit Agreement, dated as of July 14, 2021, by and among Hillman Investment Company, The Hillman Group, Inc., The Hillman Group Canada ULC, the Subsidiary Guarantors, the Lenders listed on the signature pages thereto and Barclays Bank PLC, in its capacity as administrative agent for the Lenders \(incorporated by reference to Exhibit 10.21 of the Company's Current Report on Form 8-K, filed with the SEC on July 20, 2021\).](#)
- 10.19+ [Amendment No. 3 to the ABL Credit Agreement, dated as of July 29, 2022, by and among The Hillman Companies, Inc., The Hillman Group, Inc., The Hillman Group Canada ULC, the Subsidiary Guarantors, the Lenders listed on the signature pages thereto and Barclays Bank PLC, in its capacity as administrative agent for the Lenders \(incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 3, 2022\).](#)
- 10.20+ [Amendment No. 4 to the ABL Credit Agreement, dated as of April 25, 2023, by and among The Hillman Companies, Inc., The Hillman Group, Inc., The Hillman Group Canada ULC, the Subsidiary Guarantors, the Lenders listed on the signature pages thereto and Barclays Bank PLC, in its capacity as administrative agent for the Lenders \(incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 8, 2023\).](#)
- 10.21+ [Amendment No. 5 to the ABL Credit Agreement, dated as of June 27, 2024, by and among The Hillman Companies, Inc., The Hillman Group, Inc., The Hillman Group Canada ULC, the Subsidiary Guarantors, the Lenders listed on the signature pages thereto and Barclays Bank PLC, in its capacity as administrative agent for the Lenders \(incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 6, 2024\).](#)
- 10.22+ [Amendment No. 6 to the ABL Credit Agreement, dated as of October 10, 2024, by and among The Hillman Companies, Inc., The Hillman Group, Inc., The Hillman Group Canada ULC, the Subsidiary Guarantors, the Lenders listed on the signature pages thereto and Barclays Bank PLC, in its capacity as administrative agent for the Lenders \(incorporated by reference to Exhibit 10.20 of the Company's Annual Report on Form 10-K filed with the SEC on February 20, 2025\).](#)
- 10.23+ [Amended Term Loan Credit Agreement, dated July 14, 2021 and as amended as of June 30, 2023, by and among The Hillman Companies, Inc., The Hillman Group, Inc., the financial institutions party thereto as Lenders, and Jefferies Finance LLC, as administrative agent \(incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 8, 2023\).](#)
- 10.24+ [Amendment No. 1 to the Term Loan Credit Agreement, dated as of June 30, 2023, by and among The Hillman Companies, Inc., The Hillman Group, Inc., and Jefferies Finance LLC, as administrative agent \(incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 8, 2023\).](#)
- 10.25+ [Amendment No. 2 to the Term Loan Credit Agreement, dated as of March 26, 2024, by and among The Hillman Companies, Inc., The Hillman Group, Inc., and Jefferies Finance LLC, as administrative agent \(incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q, filed with the SEC on May 7, 2024\).](#)
- 10.26+ [Amendment No. 3 to the Term Loan Credit Agreement, dated as of January 14, 2025, by and among The Hillman Companies, Inc., The Hillman Group, Inc., and Jefferies Finance LLC, as administrative agent \(\(incorporated by reference to Exhibit 10.24 of the Company's Annual Report on Form 10-K filed with the SEC on February 20, 2025\).](#)
- 10.27* [HMAN Group Holdings, Inc. 2014 Equity Incentive Plan \(incorporated by reference to Exhibit 10.2 of The Hillman Companies, Inc.'s Quarterly Report on Form 10-Q, filed with the SEC on August 14, 2014\).](#)
- 10.28* [Form of HMAN Group Holdings, Inc. 2014 Equity Incentive Plan Stock Option Award Agreements \(incorporated by reference to Exhibit 10.2 of Hillman Companies, Inc.'s Current Report on Form 8-K filed with the SEC on December 4, 2014\).](#)
- 10.29* [Form of Notice to the Holders of Stock Options Under the HMAN Group Holdings, Inc. 2014 Equity Incentive Plan, dated July 15, 2021 \(incorporated by reference to Exhibit 10.25 of the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2022\).](#)
- 10.30* [Form of HMAN Group Holdings, Inc. 2014 Equity Incentive Plan Restricted Stock Unit Award Agreement \(incorporated by reference to Exhibit 10.26 of the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2022\).](#)
- 10.31* [Form of Notice to the Holders of Restricted Stock Units Under the HMAN Group Holdings, Inc. 2014 Equity Incentive Plan, dated July 15, 2021 \(incorporated by reference to Exhibit 10.27 of the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2022\).](#)
- 10.32* [The Hillman Companies, Inc. Nonqualified Deferred Compensation Plan \(amended and restated effective as of January 1, 2003\) \(incorporated by reference to Exhibit 10.1 of The Hillman Companies, Inc.'s Quarterly Report on Form 10-Q, filed with the SEC on November 15, 2004\).](#)
- 10.33* [First Amendment to The Hillman Companies, Inc. Nonqualified Deferred Compensation Plan \(incorporated by reference to Exhibit 10.2 of The Hillman Companies, Inc.'s Quarterly Report on Form 10-Q, filed with the SEC on November 15, 2004\).](#)

- 10.34*** [Hillman Solutions Corp. Non-Employee Director Deferred Compensation Program, adopted December 12, 2022, with respect to the Hillman Solutions Corp. 2021 Equity Incentive Plan \(incorporated by reference to Exhibit 10.33 of the Company's Annual Report on Form 10-K, filed with the SEC on February 27, 2023\).](#)
- 19.1** [Hillman Solutions Corp. Insider Trading Policy, Last Revised April 24, 2025 \(filed herewith\).](#)
- 21.1** [List of Subsidiaries \(filed herewith\). \(As of December 27, 2025\).](#)
- 23.1** [Consent of Deloitte & Touche LLP, independent registered accounting firm for the Company \(filed herewith\).](#)
- 31.1** [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) or 15d-14\(a\) under the Exchange Act \(filed herewith\).](#)
- 31.2** [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) or 15d-14\(a\) under the Exchange Act \(filed herewith\).](#)
- 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 \(furnished herewith\).](#)
- 32.2** [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(furnished herewith\).](#)
- 97** [Hillman Solutions Corp. Compensation Recovery Policy, dated November 2, 2023 \(incorporated by reference to Exhibit 97 of the Company's Annual Report on Form 10-K, filed with the SEC on February 22, 2024\).](#)
- 101** The following financial information from the Company's Annual Report on Form 10-K for the year ended December 27, 2025, formatted in inline eXtensible Business Reporting Language (iXBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income (Loss), (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Stockholders' Equity, and (v) the Notes to Consolidated Financial Statements (filed herewith).
- 104** Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) (filed herewith).

* Indicates management contract or any compensatory plan, contract or arrangement.

+ Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Company agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

