

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

Form 10-Q

(Mark one)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 28, 2025

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number 0-01989

Seneca Foods Corporation

(Exact name of Registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation or organization)

16-0733425

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

350 Willow Brook Office Park, Fairport, New York

(Address of principal executive offices)

14450

(Zip code)

(585) 495-4100

(Registrant's telephone number, including area code)

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

Title of Each Class

Trading Symbol

Name of Exchange on
Which Registered

Common Stock Class A, \$0.25 Par

SENEA

NASDAQ Global Select Market

Common Stock Class B, \$0.25 Par

SENEB

NASDAQ Global Select Market

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

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

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

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

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

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

The number of shares outstanding of each of the registrant's classes of common stock as of July 25, 2025 are as follows:

| <u>Class</u> | <u>Shares Outstanding</u> |
|----------------------------------|---------------------------|
| Common Stock Class A, \$0.25 Par | 5,301,524 |
| Common Stock Class B, \$0.25 Par | 1,562,195 |

Seneca Foods Corporation
Quarterly Report on Form 10-Q
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SENECA FOODS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)

| | June 28, 2025 | June 29, 2024 | March 31, 2025 |
|--|------------------|------------------|-------------------|
| Assets | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 12,072 | \$ 5,544 | \$ 42,685 |
| Restricted cash | - | 7,431 | 7,705 |
| Accounts receivable, net of allowance for credit losses of \$67, \$72 and \$71, respectively | 99,817 | 96,448 | 96,330 |
| Inventories | 614,435 | 841,847 | 603,955 |
| Refundable income taxes | 506 | 597 | 672 |
| Other current assets | 5,485 | 3,815 | 4,307 |
| Total current assets | 732,315 | 955,682 | 755,654 |
| Property, plant and equipment, net | 325,492 | 307,654 | 324,768 |
| Right-of-use assets operating, net | 10,953 | 13,841 | 10,004 |
| Right-of-use assets finance, net | 12,318 | 18,660 | 13,224 |
| Pension assets | 76,316 | 52,254 | 75,733 |
| Other assets | 1,950 | 21,034 | 2,046 |
| Total assets | \$ 1,159,344 | \$ 1,369,125 | \$ 1,181,429 |
| Liabilities and Stockholders' Equity | | | |
| Current liabilities: | | | |
| Accounts payable | \$ 85,755 | \$ 62,460 | \$ 43,580 |
| Note payable | - | 13,921 | - |
| Deferred revenue | 8,313 | 5,061 | 11,140 |
| Accrued vacation | 13,220 | 11,823 | 12,942 |
| Accrued payroll | 11,587 | 8,425 | 10,926 |
| Income taxes payable | 6,251 | 7,842 | 1,686 |
| Other accrued expenses | 28,801 | 32,538 | 28,592 |
| Current portion of long-term debt, finance and lease obligations | 24,419 | 107,440 | 105,692 |
| Total current liabilities | 178,346 | 249,510 | 214,558 |
| Long-term debt | 259,497 | 473,065 | 253,822 |
| Operating lease obligations | 6,997 | 8,925 | 6,924 |
| Finance lease obligations | 7,559 | 11,231 | 8,377 |
| Finance obligation | 16,739 | - | 17,421 |
| Deferred income tax liability, net | 32,517 | 24,161 | 32,282 |
| Other liabilities | 13,517 | 13,287 | 15,022 |
| Total liabilities | 515,172 | 780,179 | 548,406 |
| Commitments and contingencies | | | |
| Stockholders' equity: | | | |
| Preferred stock | 346 | 351 | 346 |
| Common stock | 3,051 | 3,050 | 3,051 |
| Additional paid-in capital | 102,426 | 100,469 | 102,376 |
| Treasury stock, at cost | (214,443) | (206,747) | (210,669) |
| Accumulated other comprehensive loss | (7,836) | (25,380) | (7,836) |
| Retained earnings | 760,628 | 717,203 | 745,755 |
| Total stockholders' equity | 644,172 | 588,946 | 633,023 |
| Total liabilities and stockholders' equity | \$ 1,159,344 | \$ 1,369,125 | \$ 1,181,429 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SENECA FOODS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF NET EARNINGS
(In thousands, except per share data)
(Unaudited)

| | Three Months Ended | |
|--|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Net sales | \$ 297,458 | \$ 304,727 |
| Costs and expenses: | | |
| Cost of products sold | 255,647 | 262,036 |
| Selling, general, and administrative expense | 18,738 | 17,480 |
| Other operating income, net | (142) | (232) |
| Total costs and expenses | 274,243 | 279,284 |
| Operating income | 23,215 | 25,443 |
| Other income and expenses: | | |
| Other non-operating income | (1,906) | (1,403) |
| Interest expense, net | 5,410 | 10,345 |
| Earnings before income taxes | 19,711 | 16,501 |
| Income taxes | 4,826 | 3,840 |
| Net earnings | \$ 14,885 | \$ 12,661 |
| Earnings per share: | | |
| Basic | \$ 2.16 | \$ 1.82 |
| Diluted | \$ 2.14 | \$ 1.80 |
| Weighted average common shares outstanding: | | |
| Basic | 6,882 | 6,962 |
| Diluted | 6,949 | 7,029 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SENECA FOODS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

| | Three Months Ended | |
|-----------------------|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Comprehensive income: | | |
| Net earnings | \$ 14,885 | \$ 12,661 |
| Total | \$ 14,885 | \$ 12,661 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SENECA FOODS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

| | Three Months Ended | |
|--|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Cash flows from operating activities: | | |
| Net earnings | \$ 14,885 | \$ 12,661 |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Depreciation and amortization | 11,073 | 10,819 |
| Non-cash lease expense | 949 | 1,627 |
| LIFO credit | (11,798) | (2,918) |
| Deferred income tax expense | 235 | (159) |
| Gain on the sale of assets | (43) | (299) |
| Stock-based compensation expense | 50 | 37 |
| Pension (benefit) cost | (583) | 188 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (3,487) | (16,681) |
| Inventories | 1,318 | 33,763 |
| Other assets | (1,197) | (1,112) |
| Accounts payable | 42,175 | 22,134 |
| Accrued expenses and other | (4,612) | (14,325) |
| Income taxes | 4,731 | 4,597 |
| Net cash provided by operating activities | 53,696 | 50,332 |
| Cash flows from investing activities: | | |
| Additions to property, plant and equipment | (11,288) | (12,073) |
| Proceeds from the sale of assets | 115 | 371 |
| Increase in non-current deposits | - | (1,675) |
| Net cash used in investing activities | (11,173) | (13,377) |
| Cash flows from financing activities: | | |
| Borrowings under revolving credit facility | 42,798 | 104,270 |
| Repayments under revolving credit facility | (33,435) | (132,306) |
| Borrowings under term loans, finance obligation and note payable | - | 4,995 |
| Payments on term loans and finance obligation | (85,395) | (4,750) |
| Payments on finance leases | (1,023) | (1,390) |
| Purchase of treasury stock | (3,774) | (6,640) |
| Dividends | (12) | (12) |
| Net cash used in financing activities | (80,841) | (35,833) |
| Net (decrease) increase in cash, cash equivalents and restricted cash | (38,318) | 1,122 |
| Cash, cash equivalents and restricted cash, beginning of the period | 50,390 | 11,853 |
| Cash, cash equivalents and restricted cash, end of the period | \$ 12,072 | \$ 12,975 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest, net of capitalized interest | \$ 6,138 | \$ 10,217 |
| Cash paid for income taxes, net | \$ 159 | \$ 509 |
| Non-cash transactions: | | |
| Right-of-use assets obtained in exchange for lease obligations | \$ 1,955 | \$ 1,391 |
| Right-of-use assets derecognized upon early lease termination | \$ 59 | \$ 5,627 |
| Assets acquired from exercise of finance lease purchase options, net of accumulated depreciation | \$ - | \$ 565 |
| Property, plant and equipment purchased on account | \$ 503 | \$ 190 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SENECA FOODS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except per share data)
(Unaudited)

| | Preferred Stock | Common Stock | Additional Paid-In Capital | Treasury Stock | Accumulated Other Comprehensive Loss | Retained Earnings | Total |
|--|--------------------|-----------------|----------------------------------|---------------------|---|----------------------|-------------------|
| First Quarter FY 2025: | | | | | | | |
| Balance, March 31, 2024 | \$ 351 | \$ 3,050 | \$ 100,425 | \$ (200,107) | \$ (25,380) | \$ 704,554 | \$ 582,893 |
| Net earnings | - | - | - | - | - | 12,661 | 12,661 |
| Cash dividends declared on preferred stock | - | - | - | - | - | (12) | (12) |
| Stock issued for profit sharing plan | - | - | 7 | - | - | - | 7 |
| Equity incentive program | - | - | 37 | - | - | - | 37 |
| Purchase treasury stock | - | - | - | (6,640) | - | - | (6,640) |
| Balance, June 29, 2024 | <u>\$ 351</u> | <u>\$ 3,050</u> | <u>\$ 100,469</u> | <u>\$ (206,747)</u> | <u>\$ (25,380)</u> | <u>\$ 717,203</u> | <u>\$ 588,946</u> |

| | | | | | | | |
|--|---------------|-----------------|-------------------|---------------------|-------------------|-------------------|-------------------|
| First Quarter FY 2026: | | | | | | | |
| Balance, March 31, 2025 | \$ 346 | \$ 3,051 | \$ 102,376 | \$ (210,669) | \$ (7,836) | \$ 745,755 | \$ 633,023 |
| Net earnings | - | - | - | - | - | 14,885 | 14,885 |
| Cash dividends declared on preferred stock | - | - | - | - | - | (12) | (12) |
| Stock issued for profit sharing plan | - | - | 3 | - | - | - | 3 |
| Equity incentive program | - | - | 47 | - | - | - | 47 |
| Purchase treasury stock | - | - | - | (3,774) | - | - | (3,774) |
| Balance, June 28, 2025 | <u>\$ 346</u> | <u>\$ 3,051</u> | <u>\$ 102,426</u> | <u>\$ (214,443)</u> | <u>\$ (7,836)</u> | <u>\$ 760,628</u> | <u>\$ 644,172</u> |

| | 6% Voting Cumulative Callable Par \$0.25 | 10% Voting Cumulative Convertible Par \$0.025 | Participating Convertible Par \$0.025 | Class A Common Par \$0.25 | Class B Common Par \$0.25 |
|--|---|--|---|---------------------------------|---------------------------------|
| Shares authorized and designated: | | | | | |
| June 28, 2025 | <u>200,000</u> | <u>1,400,000</u> | <u>7,891</u> | <u>20,000,000</u> | <u>10,000,000</u> |
| Shares outstanding: | | | | | |
| June 28, 2025 | <u>200,000</u> | <u>807,240</u> | <u>7,891</u> | <u>5,300,235</u> | <u>1,562,195</u> |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SENECA FOODS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Preparation and Presentation

Seneca Foods Corporation (the “Company”) is a leading provider of packaged fruits and vegetables with 26 facilities in eight states in support of its main operations. The Company’s product offerings include canned, frozen and jarred produce, and snack chips. The Company’s fruits and vegetables are sold nationwide by major grocery outlets, including supermarkets, mass merchandisers, limited assortment stores, club stores and dollar stores. The Company also sells its products to foodservice distributors, restaurant chains, industrial markets, other food processors, and export customers in approximately 55 countries, as well as federal, state and local governments for school and other food programs. Additionally, the Company packs canned and frozen vegetables under contract packing agreements.

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements included herein have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”) applicable to interim financial statements. While these statements reflect all adjustments (consisting of items of a normal recurring nature) that are, in the opinion of management, necessary for a fair presentation of the results of the interim period, they do not include all of the information and footnotes required by generally accepted accounting principles in the United States (“GAAP”) for complete financial statement presentation. The condensed consolidated financial statements should be read in conjunction with the financial statement disclosures in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2025 that was filed with the SEC on June 12, 2025.

Due to the seasonal nature of the business, quarterly operating results and cash flows are not necessarily indicative of the results that may be expected for other interim periods or the full year. All references to years are fiscal years ended or ending March 31 unless otherwise indicated. Certain percentage tables may not foot due to rounding.

In certain circumstances, the preparation of financial statements in conformity with GAAP requires management to use judgment to make certain estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements, and the reported amounts of net sales and expenses during the reporting period. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors that management believes to be reasonable under the circumstances, including the current economic environment. The Company adjusts such estimates and assumptions when facts and circumstances dictate. Actual results may differ from these estimates.

The Company uses the same accounting policies in preparing quarterly and annual financial statements. A summary of significant accounting policies followed by the Company are set forth in Note 1 to the Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2025.

Reclassifications — Certain prior year amounts have been reclassified for consistency with the current year presentation within the condensed consolidated financial statements. There was no impact to any totals or subtotals previously reported on the condensed consolidated financial statements as a result of the reclassifications. Prior to fiscal year 2026, the plant restructuring line item was separately presented on the condensed consolidated statements of net earnings and is now included in the other operating (income) expense, net line item.

Cash, Cash Equivalents and Restricted Cash — During the three months ended June 28, 2025, the restricted cash balance held in trust as collateral for the Company’s workers’ compensation insurance policy was released and transferred to cash and cash equivalents. The following table reconciles cash, cash equivalents and restricted cash as reported on the condensed consolidated balance sheets to the total amounts shown in the Company’s condensed consolidated statements of cash flows (in thousands).

| | As of: | | |
|--|------------------|------------------|-------------------|
| | June 28, 2025 | June 29, 2024 | March 31, 2025 |
| Cash and cash equivalents | \$ 12,072 | \$ 5,544 | \$ 42,685 |
| Restricted cash | - | 7,431 | 7,705 |
| Total cash, cash equivalents and restricted cash | <u>\$ 12,072</u> | <u>\$ 12,975</u> | <u>\$ 50,390</u> |

SENECA FOODS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Recently Issued Accounting Pronouncements — In November 2024, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2024-03, *Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* (“ASU 2024-03”) which requires detailed disclosures in the notes to financial statements disaggregating specific expense categories and certain other disclosures to provide enhanced transparency into the nature and function of expenses. The FASB further clarified the effective date in January 2025 with the issuance of ASU 2025-01, *Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date* (“ASU 2025-01”). ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. The requirements should be applied on a prospective basis while retrospective application is permitted. The Company plans to adopt this pronouncement for its fiscal year beginning April 1, 2027, and is in the process of analyzing the impact on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (“ASU 2023-09”) related to income tax disclosures. The amendments in this update are intended to enhance the transparency and decision usefulness of income tax disclosures primarily through changes to the rate reconciliation and income taxes paid information. This update is effective for annual periods beginning after December 15, 2024, though early adoption is permitted. The Company plans to adopt this pronouncement when it becomes effective for the fiscal year ending March 31, 2026 annual reporting and is in the process of analyzing the impact on its consolidated financial statements.

All other newly issued accounting pronouncements not yet effective have been deemed either not applicable or were related to technical amendments or codification.

Subsequent Events — The Company has evaluated subsequent events for disclosure through the date of issuance of the accompanying condensed consolidated financial statements. There were no material events or transactions that required recognition or disclosure in the financial statements.

2. Revenue Recognition

Revenue recognition is completed for most customers at a point in time when product control is transferred to the customer. In general, control transfers to the customer when the product is shipped or delivered to the customer based upon applicable shipping terms, as the customer can direct the use and obtain substantially all of the remaining benefits from the asset at this point in time. The Company does sell certain finished goods inventory for cash on a bill and hold basis. The terms of the bill and hold agreement(s) provide that title to the specified inventory is transferred to the customer(s) prior to shipment and the Company has the right to payment (prior to physical delivery) which results in recorded revenue as determined under the revenue recognition standard.

In the following table, revenue is disaggregated by product category groups (in thousands):

| | Three Months Ended | |
|-------------------|--------------------|-------------------|
| | June 28, 2025 | June 29, 2024 |
| Canned vegetables | \$ 247,351 | \$ 253,749 |
| Frozen vegetables | 22,937 | 25,334 |
| Fruit products | 18,050 | 18,841 |
| Snack products | 3,555 | 2,865 |
| Other | 5,565 | 3,938 |
| Total | <u>\$ 297,458</u> | <u>\$ 304,727</u> |

As a result of certain contracts with customers, the Company has contract asset balances of \$1.0 million, \$1.2 million, and \$1.1 million as of June 28, 2025, June 29, 2024, and March 31, 2025, respectively, which are recorded as part of other current assets on the condensed consolidated balance sheets. The Company has contract liabilities in the form of deferred revenue representing payments received from certain of its co-pack customers in advance of completion of the Company's respective performance obligations. The balance is comprised of prepaid case and labeling and storage services which have been collected from bill and hold sales, as well as amounts invoiced in accordance with the terms of a co-pack agreement.

SENECA FOODS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The deferred revenue activity is shown in the following table (in thousands):

| | Three Months Ended | |
|---------------------------------|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Beginning balance | \$ 11,140 | \$ 8,185 |
| Deferral of revenue | 1,488 | 1,239 |
| Recognition of unearned revenue | (4,315) | (4,363) |
| Ending balance | \$ 8,313 | \$ 5,061 |

3. Earnings per Common Share

Earnings per share for the three months ended June 28, 2025 and June 29, 2024 are as follows (in thousands, except per share amounts):

| | Three Months Ended | |
|---|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Basic | | |
| Net earnings | \$ 14,885 | \$ 12,661 |
| Deduct preferred stock dividends | 6 | 6 |
| Undistributed net earnings | 14,879 | 12,655 |
| Earnings attributable to participating preferred shareholders | 17 | 15 |
| Earnings attributable to common shareholders | \$ 14,862 | \$ 12,640 |
| Weighted average common shares outstanding | 6,882 | 6,962 |
| Basic earnings per common share | \$ 2.16 | \$ 1.82 |
| Diluted | | |
| Earnings attributable to common shareholders | \$ 14,862 | \$ 12,640 |
| Add dividends on convertible preferred stock | 5 | 5 |
| Earnings attributable to common stock on a diluted basis | \$ 14,867 | \$ 12,645 |
| Weighted average common shares outstanding - basic | 6,882 | 6,962 |
| Additional shares to be issued under full conversion of preferred stock | 67 | 67 |
| Total shares for diluted | 6,949 | 7,029 |
| Diluted earnings per common share | \$ 2.14 | \$ 1.80 |

4. Inventories

The Company uses the last-in, first-out (“LIFO”) method of valuing inventory as it believes this method allows for better matching of current production cost to current revenue. An actual valuation of inventory under the LIFO method is made at the end of each fiscal year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management’s estimates of expected year-end inventory levels, production pack yields, sales and the expected rate of inflation or deflation for the year. The interim LIFO calculations are subject to adjustment in the final year-end LIFO inventory valuation.

As of June 28, 2025, June 29, 2024, and March 31, 2025, first-in, first-out (“FIFO”) based inventory costs exceeded LIFO based inventory costs, resulting in a LIFO reserve of \$347.5 million, \$321.9 million, and \$359.3 million, respectively. In order to state inventories at LIFO, the Company recorded a decrease to cost of products sold of \$11.8 million and \$2.9 million for the three months ended June 28, 2025 and June 29, 2024, respectively.

SENECA FOODS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The inventories by category and the impact of using the LIFO method are shown in the following table (in thousands):

| | As of: | | |
|--|------------------|------------------|-------------------|
| | June 28, 2025 | June 29, 2024 | March 31, 2025 |
| Finished products | \$ 587,053 | \$ 753,175 | \$ 619,598 |
| Work in process | 99,651 | 118,914 | 106,006 |
| Raw materials and supplies | 275,189 | 291,622 | 237,607 |
| | 961,893 | 1,163,711 | 963,211 |
| Less: excess of FIFO cost over LIFO cost | (347,458) | (321,864) | (359,256) |
| Total inventories | \$ 614,435 | \$ 841,847 | \$ 603,955 |

5. Property, Plant and Equipment

Property, plant and equipment is comprised of the following (in thousands):

| | As of: | | |
|---|------------------|------------------|-------------------|
| | June 28, 2025 | June 29, 2024 | March 31, 2025 |
| Land and land improvements | \$ 53,458 | \$ 49,985 | \$ 52,339 |
| Buildings and improvements | 238,848 | 237,690 | 238,709 |
| Machinery and equipment | 506,101 | 467,272 | 502,223 |
| Office equipment, furniture, vehicles and computer software | 15,948 | 15,374 | 15,604 |
| Construction in progress | 21,138 | 14,308 | 16,177 |
| Property, plant and equipment, cost | 835,493 | 784,629 | 825,052 |
| Less: accumulated depreciation | (510,001) | (476,975) | (500,284) |
| Property, plant and equipment, net | \$ 325,492 | \$ 307,654 | \$ 324,768 |

Depreciation expense totaled \$10.0 million and \$9.6 million for the three months ended June 28, 2025 and June 29, 2024, respectively.

6. Debt

Note Payable and Finance Obligation — During fiscal year 2024, the Company entered into an unsecured note payable with an individual lender for an interim financing arrangement associated with deposits paid to vendors for the installation of a new can manufacturing line located at one of the Company's plant facilities. The note payable had a variable interest rate based upon the Secured Overnight Financing Rate ("SOFR") plus 1.80% with interest payable monthly.

During fiscal year 2025, subsequent to the final installation of the can manufacturing line in September 2024, the Company took title and recorded an addition to property, plant and equipment of \$21.3 million and a corresponding reduction of the vendor deposits which were recorded within other assets on the condensed consolidated balance sheet. After taking title to the equipment, the Company and the lender entered into a financing agreement for the can manufacturing line which commenced in September 2024 and is recorded as a finance obligation in the accompanying condensed consolidated balance sheets. In connection with this transaction, the note payable was cancelled. The finance obligation has a maturity date of September 14, 2031 and a monthly payment of \$0.3 million which is comprised of principal and interest at a fixed rate of 5.56%. As of June 28, 2025, the principal balance of the finance obligation was \$19.4 million, of which \$2.7 million is included within the current portion of long-term debt, finance and lease obligations on the condensed consolidated balance sheet.

SENECA FOODS CORPORATION
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(Unaudited)

Long-term debt is comprised of the following (in thousands):

| | As of: | | |
|--------------------------------------|------------------|------------------|-------------------|
| | June 28, 2025 | June 29, 2024 | March 31, 2025 |
| Revolving credit facility | \$ 10,363 | \$ 209,189 | \$ 1,000 |
| Term loans | | | |
| Term Loan A-1 | | | |
| Outstanding principal | - | 84,000 | 81,000 |
| Unamortized debt issuance costs | - | (29) | (5) |
| Term Loan A-1, net | - | 83,971 | 80,995 |
| Term Loan A-2 | | | |
| Outstanding principal | 264,750 | 279,750 | 268,500 |
| Unamortized debt issuance costs | (616) | (845) | (673) |
| Term Loan A-2, net | 264,134 | 278,905 | 267,827 |
| Total long-term debt | 274,497 | 572,065 | 349,822 |
| Less current portion | 15,000 | 99,000 | 96,000 |
| Long-term debt, less current portion | \$ 259,497 | \$ 473,065 | \$ 253,822 |

Revolving Credit Facility — On December 23, 2024, the Company entered into a Loan and Security Agreement (the “Agreement”), with Wells Fargo Bank, National Association as agent for the various lenders of a senior revolving credit facility of up to \$450.0 million that is seasonally adjusted to a maximum of \$400.0 million during the months of April through July (the “Revolver”).

The Agreement refinanced and replaced in its entirety the Fourth Amended and Restated Loan and Security Agreement dated as of March 24, 2021, as amended from time to time, with Bank of America, N.A. as agent, issuing bank, and syndication agent, and BofA Securities, Inc. as lead arranger (the “2021 Agreement”). The Agreement maintains many of the key characteristics of the 2021 Agreement including the variable interest rate based on SOFR plus an applicable margin, type of collateral, borrowing base requirements and financial covenant calculation, if applicable. In connection with the Revolver refinance, the Company incurred \$1.6 million of debt issuance costs which will be deferred over the term of the Revolver and amortized on a straight-line basis.

The Revolver is secured by substantially all of the Company’s accounts receivable and inventories and contains borrowing base requirements as well as a financial covenant, if certain circumstances apply. The Company utilizes its Revolver for general corporate purposes, including seasonal working capital needs, to pay debt principal and interest obligations, and to fund capital expenditures and acquisitions. Seasonal working capital needs are affected by the growing cycles of the vegetables the Company packages. The majority of vegetable inventories are produced during the months of June through November and are then sold over the following twelve months. Payment terms for vegetable produce are generally three months but may vary and range from approximately one to seven months. Therefore, the Company’s need to draw on the Revolver may fluctuate significantly throughout the year.

The interest rate benchmark for borrowings under the Revolver is based upon SOFR plus an applicable margin, as defined in the Agreement. In order to maintain availability of funds under the revolving credit facility, the Company pays a commitment fee on the unused portion of the Revolver. As of June 28, 2025, the unused portion of the Revolver was \$389.1 million. The Revolver has a five-year term and matures on December 24, 2029. Accordingly, the Revolver balance is included in long-term debt on the accompanying condensed consolidated balance sheets.

The Revolver contains customary affirmative and negative covenants, including covenants that restrict, with specific exceptions, the Company’s ability to incur additional indebtedness, incur liens, pay dividends on the Company’s capital stock, make other restricted payments, including investments, transfer all or substantially all of the Company’s assets, enter into consolidations or mergers, and enter into transactions with affiliates. The Revolver also requires the Company to meet a financial covenant related to a minimum fixed charge coverage ratio if (a) an event of default under the Agreement has occurred or (b) availability under the credit facility is less than the greater of (i) 10% of the commitments then in effect and (ii) \$30.0 million.

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(Unaudited)

The following table summarizes certain quantitative data for Revolver borrowings during fiscal year 2026 and fiscal year 2025 (in thousands):

| | As of: | | |
|------------------------|------------------|------------------|-------------------|
| | June 28, 2025 | June 29, 2024 | March 31, 2025 |
| Outstanding borrowings | \$ 10,363 | \$ 209,189 | \$ 1,000 |
| Interest rate | 5.64% | 6.94% | 5.83% |

| | Three Months Ended | |
|--|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Maximum amount of borrowings drawn during the period | \$ 15,717 | \$ 233,063 |
| Average outstanding borrowings | \$ 3,818 | \$ 217,005 |
| Weighted average interest rate | 5.61% | 6.93% |

Term Loans — On January 20, 2023, the Company entered into a Second Amended and Restated Loan and Guaranty Agreement with Farm Credit East, ACA (the “Term Loan Agreement”) which governs two term loans, as summarized below:

Term Loan A-1: The Term Loan Agreement provides for the continuation of a \$100.00 million unsecured term loan with a maturity date of June 1, 2025 and fixed interest rate of 3.3012%. Quarterly principal payments are \$1.0 million on Term Loan A-1. Upon maturity, the Company paid the Term Loan A-1 in full using available cash on hand.

Term Loan A-2: The Term Loan Agreement adds an additional term loan in the amount of \$175.0 million that will mature on January 20, 2028, and is secured by a portion of the Company’s property, plant and equipment. Term Loan A-2 bears interest at a variable interest rate based upon SOFR plus an additional margin determined by the Company’s leverage ratio. Quarterly payments of principal outstanding on Term Loan A-2 in the amount of \$1.5 million commenced on March 1, 2023. The Company’s historical practice is to hold term debt until maturity. The Company expects to maintain or have access to sufficient liquidity to retire or refinance long-term debt at maturity or otherwise, from operating cash flows, access to the capital markets, and its Revolver. The Company continuously evaluates opportunities to refinance its debt; however, any refinancing is subject to market conditions and other factors, including financing options that may be available to the Company from time to time, and there can be no assurance that the Company will be able to successfully refinance any debt on commercially acceptable terms, if at all.

On May 23, 2023, the Term Loan Agreement was amended by the Second Amended and Restated Loan and Guaranty Agreement Amendment which amends, restates and replaces in its entirety Term Loan A-2 (the “Amendment”). The Amendment provides a single advance term facility in the principal amount of \$125.0 million to be combined with the outstanding principal balance of \$173.5 million on Term Loan A-2 into one single \$298.5 million term loan (“Amended Term Loan A-2”). Amended Loan Term A-2 is secured by a portion of the Company’s property, plant and equipment and bears interest at a variable interest rate based upon SOFR plus an additional margin determined by the Company’s leverage ratio. Quarterly payments of principal outstanding on Amended Term Loan A-2 in the amount of \$3.75 million commenced on June 1, 2023. The Amendment continued all aspects of Term Loan A-1, as defined in the Term Loan Agreement, through the maturity date of such loan. As of June 28, 2025, the interest rate on Amended Term Loan A-2 was 6.57%.

The Amendment for Term Loan A-1 and Term Loan A-2 (collectively, the “Term Loans”) contains restrictive covenants usual and customary for loans of its type, in addition to financial covenants including minimum EBITDA and minimum tangible net worth which apply to both Terms Loans described above. In connection with the Amended Term Loan A-2, the Company incurred \$1.1 million of financing costs which will be deferred and amortized over the life of the term loan.

As of June 28, 2025, the Company was in compliance with all covenants for its revolving credit facility and term loan agreement.

Standby Letters of Credit — The Company has standby letters of credit for certain insurance-related requirements. The majority of the Company’s standby letters of credit are automatically renewed annually, unless the issuer gives cancellation notice in advance. On June 28, 2025, the Company had \$0.6 million in outstanding standby letters of credit. These standby letters of credit are supported by the Company’s Revolver and reduce borrowings available under the Revolver.

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7. Leases

The Company determines whether an arrangement is a lease at inception of the agreement. Presently, the Company leases land, machinery and equipment under various operating and finance leases.

Right-of-use (“ROU”) assets represent the Company’s right to use the underlying assets for the lease term, and lease obligations represent the net present value of the Company’s obligation to make payments arising from these leases. ROU assets and lease obligations are recognized at commencement date based on the present value of lease payments over the lease term using the implicit lease interest rate or, when unknown, an incremental borrowing rate based on the information available at commencement date or April 1, 2019 for leases that commenced prior to that date. ROU assets and lease obligations for the Company’s operating and finance leases are disclosed separately in the Company’s condensed consolidated balance sheets.

Lease terms may include options to extend or terminate the lease, and the impact of these options are included in the calculation of the ROU asset and lease obligation only when the exercise of the option is at the Company’s sole discretion and it is reasonably certain that the Company will exercise that option. The Company will not separate lease and non-lease components for its leases when it is impractical to separate the two. In addition, the Company may have certain leases that have variable payments based solely on output or usage of the leased asset. These variable operating lease assets are excluded from the Company’s condensed consolidated balance sheet presentation and expensed as incurred. Leases with an initial term of 12 months or less, or short-term leases, are not recorded on the accompanying condensed consolidated balance sheets and are expensed as incurred.

The components of lease cost were as follows (in thousands):

| | Three Months Ended | |
|--|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Lease cost: | | |
| Amortization of right-of-use assets | \$ 904 | \$ 1,127 |
| Interest on lease obligations | 112 | 154 |
| Finance lease cost | 1,016 | 1,281 |
| Operating lease cost | 1,087 | 1,832 |
| Short-term lease cost | 3,683 | 2,745 |
| Total lease cost | \$ 5,786 | \$ 5,858 |
| Cash paid for amounts included in the measurement of lease obligations: | | |
| Operating cash flows from finance leases | \$ 112 | \$ 154 |
| Operating cash flows from operating leases | 2,066 | 3,089 |
| Financing cash flows from finance leases | 1,023 | 1,390 |
| | \$ 3,201 | \$ 4,633 |
| Right-of-use assets obtained in exchange for new finance lease obligations | \$ - | \$ - |
| Right-of-use assets obtained in exchange for new operating lease obligations | \$ 1,955 | \$ 1,391 |
| Right-of-use assets derecognized upon early termination of finance leases | \$ 2 | \$ - |
| Right-of-use assets derecognized upon early termination of operating leases | \$ 57 | \$ 5,627 |
| Weighted-average lease term (years): | | |
| Finance leases | 3.7 | 4.2 |
| Operating leases | 4.1 | 4.6 |
| Weighted-average discount rate (percentage): | | |
| Finance leases | 4.2% | 4.0% |
| Operating leases | 5.2% | 4.9% |

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Undiscounted future lease payments under non-cancelable operating and finance leases, along with a reconciliation of undiscounted cash flows to operating and finance lease obligations, respectively, as of June 28, 2025 were as follows (in thousands):

| Years ending March 31: | Operating | Finance |
|---|-----------|----------|
| Balance of 2026 | \$ 2,066 | \$ 3,132 |
| 2027 | 3,010 | 3,218 |
| 2028 | 2,512 | 2,811 |
| 2029 | 1,455 | 1,659 |
| 2030 | 1,112 | 923 |
| 2031 and thereafter | 1,015 | 383 |
| Total minimum payment required | 11,170 | 12,126 |
| Less interest | 1,090 | 903 |
| Present value of minimum lease payments | 10,080 | 11,223 |
| Amount due within one year | 3,083 | 3,664 |
| Long-term lease obligations | \$ 6,997 | \$ 7,559 |

8. Income Taxes

The Company's effective tax rate was 24.5% and 23.3% for the three months ended June 28, 2025 and June 29, 2024, respectively. The effective tax rate increased in the current quarter partially driven by the impact of lower federal credits and higher earnings before income taxes as compared to the prior year quarter which increased the effective rate by 0.4%. The prior year quarter also benefited from interest received on a federal income tax refund, which resulted in a 0.7% increase in the current quarter effective rate on a comparative basis. The effective tax rate was further increased in the current quarter by additional state tax filings and partially offset by a decrease in the valuation allowance related to the usage of state tax credits.

On July 4, 2025, the President of the United States signed into law the One Big Beautiful Bill Act ("OBBBA"). The OBBBA includes significant provisions, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The legislation has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. The Company is in the process of analyzing the impact on its consolidated financial statements.

9. Retirement Plans

The net periodic (benefit) cost for the Company's pension plan consisted of (in thousands):

| | Three Months Ended | |
|--|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Service cost including administrative expenses | \$ 1,323 | \$ 1,591 |
| Interest cost | 2,912 | 2,942 |
| Expected return on plan assets | (4,820) | (4,423) |
| Amortization of net loss | - | 76 |
| Amortization of prior service cost | 2 | 2 |
| Net periodic pension (benefit) cost | \$ (583) | \$ 188 |

There were no pension contributions made during the three months ended June 28, 2025 and June 29, 2024.

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10. Stockholders' Equity

During the three months ended June 28, 2025, the Company repurchased 41,937 shares of its Class A Common Stock at a cost of \$3.8 million, which are included in treasury stock in the condensed consolidated balance sheets. During the three months ended June 29, 2024, the Company repurchased 117,262 shares of its Class A Common Stock at a cost of \$6.6 million. The Company did not repurchase any of its Class B Common Stock in either three-month period. As of June 28, 2025, there are 5,347,238 shares or \$214.4 million of repurchased stock being held as treasury stock. These shares are not considered outstanding and the Company accounts for treasury stock under the cost method.

11. Fair Value of Financial Instruments

Cash and cash equivalents, restricted cash, accounts receivable, refundable income taxes, accounts payable, note payable, income taxes payable, and accrued expenses are reflected in the condensed consolidated balance sheets at carrying value, which approximates fair value due to the short-term maturity of these instruments.

Utilizing the fair value hierarchy, the Company determines fair value of money market funds using Level 1 inputs of quoted prices in active markets. Fair value of commercial paper is determined by using Level 2 inputs of quoted prices for similar assets in active markets.

On a quarterly basis, the Company estimates the fair values for financial instruments that are recorded at carrying value on the condensed consolidated balance sheets. The estimated fair value for long-term debt and finance obligation (classified as Level 2 in the fair value hierarchy) is determined by the quoted market prices for similar debt (comparable to the Company's financial strength) or current rates offered to the Company for debt with the same maturities. Since quoted prices for identical instruments in active markets are not available (Level 1), the Company makes use of observable market-based inputs to calculate fair value, which is Level 2.

The carrying value and estimated fair value of the Company's long-term debt and finance obligation are summarized as follows (in thousands):

| | As of: | | |
|----------------|------------------|------------------|-------------------|
| | June 28, 2025 | June 29, 2024 | March 31, 2025 |
| Carrying value | \$ 293,908 | \$ 572,065 | \$ 369,878 |
| Fair value | \$ 293,419 | \$ 567,442 | \$ 364,276 |

12. Segment Information

The Company conducts its business almost entirely in food packaging with two reportable segments: Vegetable and Fruit/Snack. The reportable segments reflect how the Company's Chief Executive Officer, who is the Chief Operating Decision Maker ("CODM"), allocates resources and evaluates performance, and how the Company's internal management financial reporting is structured. The Company's CODM evaluates the performance of these reportable segments with a focus on earnings (loss) before income taxes as the measure of segment profit or loss.

The Other category consists of the Company's non-food operations including revenue derived from the sale of cans, ends, seed, outside revenue from the Company's aircraft operations, and certain corporate items. These ancillary activities do not qualify as an operating segment and are not eligible for aggregation with one of the identified operating segments; therefore they are combined and presented within the "Other" category.

Earnings (loss) before income taxes is utilized by the CODM to assess the profitability of the business. The CODM uses this information in making key operational decisions, including but not limited to, approval of annual budgets, expanding into new markets or product categories, pursuing business acquisitions or divestures, and initiating major capital expenditures. Analysis of current and historical trends of segment performance, including consideration of known favorable or unfavorable factors that contributed to the financial results for a given period, may also be performed as part of the process. The Company's business strategies are prioritized and assessed to determine how resources should be allocated to achieve the initiatives and the associated impact on segment performance.

Segment information is provided on a FIFO basis which is consistent with how financial information is prepared internally and provided to the CODM. The LIFO impact on earnings (loss) before income taxes and total assets is shown separately for purposes of reconciling to the GAAP financial statement measure shown on the condensed consolidated statements of net earnings and condensed consolidated balance sheets.

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The following table summarizes segment earnings before income taxes and significant segment expenses (in thousands):

| | Vegetable | Fruit and Snack | Other | Subtotal (FIFO basis) | LIFO Impact | Total |
|---|--------------|--------------------|----------|--------------------------|----------------|--------------|
| Three months ended June 28, 2025 | | | | | | |
| Net sales (1) | \$ 270,288 | \$ 21,605 | \$ 5,565 | \$ 297,458 | \$ - | \$ 297,458 |
| Cost of products sold | 247,679 | 17,166 | 2,600 | 267,445 | (11,798) | 255,647 |
| Selling and advertising expense (2) | 7,339 | 510 | 61 | 7,910 | - | 7,910 |
| General and administrative expense | 7,515 | 813 | 2,500 | 10,828 | - | 10,828 |
| Other segment items (3) | (132) | - | (1,916) | (2,048) | - | (2,048) |
| Interest expense, net | 3,981 | 304 | 1,125 | 5,410 | - | 5,410 |
| Earnings before income taxes | \$ 3,906 | \$ 2,812 | \$ 1,195 | \$ 7,913 | \$ 11,798 | \$ 19,711 |
| Income taxes | | | | | | 4,826 |
| Net earnings | | | | | | \$ 14,885 |
| Additional segment disclosures: | | | | | | |
| Depreciation and amortization (4) | \$ 8,989 | \$ 839 | \$ 1,245 | \$ 11,073 | \$ - | \$ 11,073 |
| Capital expenditures (5) | \$ 9,570 | \$ 1,215 | \$ - | \$ 10,785 | \$ - | \$ 10,785 |
| Total assets | \$ 1,390,427 | \$ 114,096 | \$ 2,279 | \$ 1,506,802 | \$ (347,458) | \$ 1,159,344 |
| Three months ended June 29, 2024 | | | | | | |
| Net sales (1) | \$ 279,083 | \$ 21,706 | \$ 3,938 | \$ 304,727 | \$ - | \$ 304,727 |
| Cost of products sold | 246,195 | 17,652 | 1,107 | 264,954 | (2,918) | 262,036 |
| Selling and advertising expense (2) | 6,802 | 548 | 78 | 7,428 | - | 7,428 |
| General and administrative expense | 6,375 | 841 | 2,836 | 10,052 | - | 10,052 |
| Other segment items (3) | (232) | - | (1,403) | (1,635) | - | (1,635) |
| Interest expense, net | 8,601 | 663 | 1,081 | 10,345 | - | 10,345 |
| Earnings before income taxes | \$ 11,342 | \$ 2,002 | \$ 239 | \$ 13,583 | \$ 2,918 | \$ 16,501 |
| Income taxes | | | | | | 3,840 |
| Net earnings | | | | | | \$ 12,661 |
| Additional segment disclosures: | | | | | | |
| Depreciation and amortization (4) | \$ 8,527 | \$ 841 | \$ 1,451 | \$ 10,819 | \$ - | \$ 10,819 |
| Capital expenditures (5) | \$ 12,002 | \$ 261 | \$ - | \$ 12,263 | \$ - | \$ 12,263 |
| Total assets | \$ 1,579,664 | \$ 107,739 | \$ 3,586 | \$ 1,690,989 | \$ (321,864) | \$ 1,369,125 |

The following footnotes should be read in connection with the segment disclosure table shown above:

- (1) Information received by the CODM as part of net sales includes trade promotion costs representing amounts paid to retailers for shelf space, to obtain favorable display positions, and to offer temporary price reductions for the sale of the Company's products to consumers.
- (2) Information received by the CODM as part of selling and advertising expenses includes direct selling expenses such as brokerage costs, sales force employee compensation, and costs incurred to execute sales to customers.
- (3) Other segment items include other operating (income) expense, net and other non-operating income, each of which are not considered to be significant segment expenses. These amounts are combined into one line for purposes of reconciling to the reported measure of earnings before income taxes.
- (4) Depreciation and amortization are required to be disclosed as both amounts are included in the reported measure of earnings (loss) before income taxes. The amounts are not considered to be significant segment expenses and therefore are shown separately as an additional segment disclosure. Depreciation and amortization are included within the line items for cost of products sold and general and administrative expense.
- (5) Capital expenditures represent fixed asset additions recorded during the respective interim period, regardless of payment timing. The total shown for each interim period reconciles to amounts reported on the condensed consolidated statements of cash flows within the sections for net cash used in investing activities and supplemental noncash transaction information.

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13. Legal Proceedings, Other Contingencies, and Commitments

In the ordinary course of its business, the Company is made a party to certain legal proceedings seeking monetary damages, including proceedings involving product liability claims, workers' compensation along with other employee claims, tort and other general liability claims, for which it carries insurance, as well as patent infringement and related litigation. The Company is in a highly regulated industry and is also periodically involved in government actions for regulatory violations and other matters surrounding the manufacturing of its products, including, but not limited to, environmental, employee, and product safety issues. While it is not feasible to predict or determine the ultimate outcome of these matters, the Company does not believe that an adverse decision in any of these legal proceedings would have a material impact on its financial position, results of operations, or cash flows.

The Company has posted a surety bond and a surety-backed letter of credit which serve as collateral for its workers' compensation policy. The primary purpose of these instruments is to indemnify the beneficiary should the Company be unable to fulfill its obligations for claims asserted under the workers' compensation policy. Both the surety bond and the surety-backed letter of credit are automatically renewed annually, unless the issuer gives cancellation notice in advance. As of June 28, 2025, the available undrawn amount of the surety bond and the surety-backed letter of credit was \$4.0 million and \$13.8 million, respectively. The Company is not aware of any outstanding claims made against either of these instruments.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Seneca Foods Corporation is a leading provider of packaged fruits and vegetables, with facilities located throughout the United States. Our product offerings include canned, frozen and jarred produce, and snack chips that are sold under private label as well as national and regional brands that the Company owns or licenses, including Seneca®, Libby's®, Green Giant®, Aunt Nellie's®, Cherryman®, Green Valley® and READ®. Our products are sold nationwide by major grocery outlets, including supermarkets, mass merchandisers, limited assortment stores, club stores and dollar stores. We also sell products to foodservice distributors, restaurant chains, industrial markets, other food processors, export customers in approximately 55 countries and federal, state and local governments for school and other food programs. Additionally, the Company packs canned and frozen vegetables under contract packing agreements.

Business Trends

We purchase raw materials, including raw produce, steel, ingredients and packaging materials from growers, commodity processors, steel producers and packaging suppliers. Raw materials and other input costs, such as labor, fuel, utilities and transportation, are subject to fluctuations in price attributable to a number of factors. Fluctuations in commodity prices can lead to retail price volatility and can influence consumer and trade buying patterns. The cost of raw materials, fuel, labor, distribution and other costs related to our operations can increase from time to time significantly and unexpectedly, the impact of which could increase our cost of products sold and reduce our profitability.

We experienced material cost increases to various production inputs during the last several years due to a number of factors, including but not limited to, supply chain disruptions, steel supply and pricing, raw material shortages, labor shortages, and the conflict between Russia and Ukraine. While we have no direct exposure to this foreign conflict, it had a negative impact on the global economy which increased certain of our input costs. While some of the factors mentioned above have started to ease and stabilize, our costs remain elevated as compared to historical levels.

We attempt to manage costs by locking in prices through short-term supply contracts, advance grower purchase agreements, and by implementing cost saving measures. We also attempt to offset rising input costs by raising sales prices to our customers. However, increases in the prices we charge our customers may lag behind rising input costs. Competitive pressures and pricing methodologies employed in the various sales channels in which we compete may also limit our ability to raise prices in response to rising costs. To the extent we are unable to avoid or offset any present or future cost increases, our operating results could be materially adversely affected.

Results of Operations

Net Sales:

The following table presents net sales by product category (in thousands):

| | Three Months Ended | |
|-------------------|--------------------|-------------------|
| | June 28, 2025 | June 29, 2024 |
| Canned vegetables | \$ 247,351 | \$ 253,749 |
| Frozen vegetables | 22,937 | 25,334 |
| Fruit products | 18,050 | 18,841 |
| Snack products | 3,555 | 2,865 |
| Other | 5,565 | 3,938 |
| Total | <u>\$ 297,458</u> | <u>\$ 304,727</u> |

Three Months Ended June 28, 2025 and June 29, 2024

Net sales totaled \$297.5 million for the three months ended June 28, 2025 as compared with \$304.7 million for the three months ended June 29, 2024. The overall net sales decrease of \$7.2 million, or 2.4%, was driven by lower sales volumes contributing a decrease of \$13.6 million, partially offset by higher selling prices and the impact of product mix which contributed a favorable \$6.4 million as compared to the prior year quarter.

Net sales of canned vegetables and frozen vegetables decreased by a combined \$8.8 million over the prior year quarter. The categories experienced a decrease in sales volume equating to \$14.2 million, which was partially offset by \$5.4 million from higher pricing. Net sales in the fruit products category decreased \$0.8 million largely driven by lower selling prices and product mix. The snack products category contributed a net sales increase of \$0.7 million mainly due to higher sales volume. Lastly, net sales attributable to the other category increased \$1.6 million as compared to the prior year quarter for seed, cans and ends, and outside revenue from aircraft operations, which are ancillary to the Company's main operations.

Operating Income:

The following table presents components of operating and non-operating income as a percentage of net sales (percentages shown as absolute values):

| | Three Months Ended | |
|--|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Gross margin | 14.1% | 14.0% |
| Selling, general, and administrative expense | 6.3% | 5.7% |
| Other operating income, net | 0.0% | 0.1% |
| Operating income | 7.8% | 8.3% |
| Other non-operating income | 0.6% | 0.5% |
| Interest expense, net | 1.8% | 3.4% |
| Income taxes | 1.6% | 1.3% |

Three Months Ended June 28, 2025 and June 29, 2024

Gross Margin: Gross margin for the three months ended June 28, 2025 was 14.1% as compared to 14.0% for the three months ended June 29, 2024. Gross margin was relatively flat when comparing the year-over-year quarterly periods because although the Company continues to experience elevated costs in fiscal year 2026, the current quarter benefited from a larger LIFO credit thereby reducing the cost of products sold. The Company's LIFO credit for the three months ended June 28, 2025 was \$11.8 million as compared to a LIFO credit of \$2.9 million for the three months ended June 29, 2024. Finished goods sold by the Company during the current quarter consisted of products produced during the preceding year seasonal pack, which have a higher cost on a per unit basis as compared to finished goods sold during the prior year quarter. Refer to the business trends section above and the material cash requirements section below for additional discussion of the factors impacting the respective seasonal pack.

Selling, General, and Administrative: Selling, general and administrative expense for the three months ended June 28, 2025 increased \$1.3 million from the three months ended June 29, 2024. Selling, general, and administrative expense as a percentage of net sales for the three months ended June 28, 2025, was 6.3% as compared with 5.7% for the prior year quarter. The increase in selling, general, and administrative expense as a percentage of net sales was mainly driven by the decrease in net sales and the fixed nature of certain expenses.

Other Operating Income, net: The Company had net other operating income of \$0.1 million during the three months ended June 28, 2025, which was driven primarily by the sale of various spare equipment. During the three months ended June 29, 2024, the Company had net other operating income of \$0.2 million, which was driven primarily by the sale of a small portion of land in the Midwest.

Non-Operating (Income) Expense:

Other Non-Operating Income: Other non-operating income totaled \$1.9 million and \$1.4 million for the three months ended June 28, 2025 and June 29, 2024, respectively, and is comprised of the non-service related pension amounts that are actuarially determined.

Interest Expense, net: Interest expense as a percentage of net sales was 1.8% for the three months ended June 28, 2025, as compared to 3.4% for the three months ended June 29, 2024. Interest expense decreased from \$10.3 million in the prior year quarter to \$5.4 million in the current quarter primarily driven by lower average borrowings outstanding under the Company's revolving credit facility and a lower weighted average interest rate as compared to the prior year quarter.

Income Taxes:

The Company's effective tax rate was 24.5% and 23.3% for the three months ended June 28, 2025 and June 29, 2024, respectively. The effective tax rate increased in the current quarter partially driven by the impact of lower federal credits and higher earnings before income taxes as compared to the prior year quarter which increased the effective rate by 0.4%. The prior year quarter also benefited from interest received on a federal income tax refund, which resulted in a 0.7% increase in the current quarter effective rate on a comparative basis. The effective tax rate was further increased in the current quarter by additional state tax filings and partially offset by a decrease in the valuation allowance related to the usage of state tax credits.

Liquidity and Capital Resources

Selected financial data of the Company is summarized in the following table and explanatory review (dollar amounts in thousands, except per share data):

| | June 28, 2025 | June 29, 2024 | March 31, 2025 | March 31, 2024 |
|--|------------------|------------------|-------------------|-------------------|
| Working capital: | | | | |
| Balance | \$ 553,969 | \$ 706,172 | \$ 541,096 | \$ 815,980 |
| Change in quarter | \$ 12,873 | \$ (109,808) | | |
| Current portion of long-term debt, finance and lease obligations | \$ 24,419 | \$ 107,440 | \$ 105,692 | \$ 30,090 |
| Long-term debt | \$ 259,497 | \$ 473,065 | \$ 253,822 | \$ 585,786 |
| Operating lease obligations | \$ 6,997 | \$ 8,925 | \$ 6,924 | \$ 13,758 |
| Financing lease obligations | \$ 7,559 | \$ 11,231 | \$ 8,377 | \$ 12,259 |
| Finance obligation | \$ 16,739 | \$ - | \$ 17,421 | \$ - |
| Total stockholders' equity per equivalent common share (1) | \$ 92.85 | \$ 83.91 | \$ 90.70 | \$ 81.69 |
| Stockholders' equity per common share | \$ 93.82 | \$ 84.78 | \$ 91.63 | \$ 82.51 |
| Current ratio | 4.11 | 3.83 | 3.52 | 6.40 |

- (1) Equivalent common shares are either common shares or, for convertible preferred shares, the number of common shares that the preferred shares are convertible into. See Note 10 of the Notes to Consolidated Financial Statements of the Company's 2025 Annual Report on Form 10-K for conversion details.

Material Cash Requirements: The Company's primary liquidity requirements include debt service, capital expenditures and working capital needs. The Company may also seek strategic acquisitions to leverage existing capabilities and further build upon its existing business. Liquidity requirements are funded primarily through cash generated from operations and external sources of financing, including the revolving credit facility.

During the preceding fiscal years, working capital needs trended higher than previously experienced by the Company in part because of larger annual pack sizes needed to replenish the Company's post-pandemic inventory levels to meet customer demand, and because of supply chain challenges and inflationary pressure in the steel industry which impacted can manufacturing operations. To successfully navigate the uncertainty driven by inflation and import tariffs, and a desire to diversify its steel supply, the Company employed a strategic approach during those fiscal years and increased steel coil purchases to better position itself for subsequent years. The higher cost of steel coil raw materials translated into an elevated container cost and ultimately resulted in an increased cost per unit for the associated finished good product. Working capital was likewise unfavorably impacted during the preceding fiscal years as the Company experienced material cost increases implemented by suppliers affecting various other production inputs aside from steel. These economic conditions contributed to higher cash outflows and an increased cost per unit for the associated finished good product.

From the standpoint of available inventory, the Company's larger seasonal pack sizes in fiscal year 2024 driven by favorable growing conditions, coupled with lower sales, resulted in higher inventory levels for finished goods as of the end of fiscal year 2024. These higher inventory levels provided the Company with additional availability of products leading into fiscal year 2025, resulting in a lower planned seasonal pack and the opportunity to normalize working capital trends, specifically surrounding inventory.

During fiscal year 2025, the Company experienced an easing of working capital needs driven by the factors previously mentioned. However, adverse weather conditions during the planting and harvesting seasons had a notable impact, especially in the upper Midwest where the Company has its primary growing region. Challenging growing conditions and reduced crop yields resulted in a seasonal pack lower than originally planned. This in turn resulted in a higher-cost seasonal pack on a per unit basis for fiscal year 2025; however, the overall costs from a cash requirements perspective are favorable as compared to the preceding fiscal years.

With fiscal year 2026 underway and the early stages of the Company's seasonal pack commencing during the current quarter, the principal focus will be on working capital needs to fund the pack as it progresses and inventory levels are replenished from the prior year lower pack size.

The Company believes that its operations along with existing liquidity sources will satisfy its cash requirements for at least the next twelve months. The Company has borrowed funds and continues to believe that it has the ability to do so at reasonable interest rates; however additional borrowings would result in increased interest expense. The Company does not have any off-balance sheet financing arrangements.

Summary of Cash Flows: The following table presents a summary of the Company's cash flows from operating, investing and financing activities (in thousands):

| | Three Months Ended | |
|---|--------------------|---------------|
| | June 28, 2025 | June 29, 2024 |
| Cash provided by operating activities | \$ 53,696 | \$ 50,332 |
| Cash used in investing activities | (11,173) | (13,377) |
| Cash used in financing activities | (80,841) | (35,833) |
| Net (decrease) increase in cash, cash equivalents and restricted cash | (38,318) | 1,122 |
| Cash, cash equivalents and restricted cash, beginning of period | 50,390 | 11,853 |
| Cash, cash equivalents and restricted cash, end of period | \$ 12,072 | \$ 12,975 |

Net Cash Provided by Operating Activities: For the three months ended June 28, 2025, cash provided by operating activities was \$53.7 million, which consisted of \$38.9 million from changes in operating assets and liabilities, coupled with net earnings of \$14.9 million and partially offset by non-cash charges of \$0.1 million. The non-cash charges were mainly comprised of \$11.1 million of depreciation and amortization and \$0.9 million of non-cash lease expense, largely offset by a \$11.8 million LIFO credit. The change in operating assets and liabilities was mainly impacted by inventories being a use of cash as the early stages of the Company's seasonal pack commenced during the quarter.

For the three months ended June 29, 2024, cash provided by operating activities was \$50.3 million, which consisted of \$28.3 million for operating assets and liabilities, coupled with net earnings of \$12.7 million and non-cash charges of \$9.3 million. The non-cash charges were largely driven by \$10.8 million of depreciation and amortization and \$1.6 million of non-cash lease expense, partially offset by a \$2.9 million LIFO credit. The change in operating assets and liabilities was due to inventories contributing favorably as the strategic approach discussed above within the material cash requirements section resulted in lower working capital needs, especially for steel, during the prior year three-month period.

The cash requirements of the business fluctuate significantly throughout the year to coincide with the seasonal growing cycles of vegetables. The majority of the inventories are produced during the packing months, from June through November, and are then sold over the following twelve months. Cash flow from operating activities is one of the Company's main sources of liquidity, excluding usual seasonal working capital swings.

Net Cash Used in Investing Activities: Net cash used in investing activities was \$11.2 million for the three months ended June 28, 2025, and consisted of cash used for capital expenditures of \$11.3 million, partially offset by proceeds from the sale of assets totaling \$0.1 million.

Net cash used in investing activities was \$13.4 million for the three months ended June 29, 2024, and consisted of cash used for capital expenditures of \$12.1 million and \$1.7 million paid as deposits to vendors for a new can manufacturing line. Partially offsetting those amounts, the Company received proceeds from the sale of assets totaling \$0.4 million.

Net Cash Used in Financing Activities: Net cash used in financing activities was \$80.8 million for the three months ended June 28, 2025, driven primarily by payments of \$85.4 million on its term loans and finance obligation. This included full payment of \$81.0 million for the Term Loan A-1 upon maturity during the current quarter. The Company also used cash of \$3.8 million to purchase treasury stock and made payments of \$1.0 million on finance leases. Partially offsetting the cash outflows, the Company had net borrowings of \$9.4 million on its revolving credit facility.

Net cash used in financing activities was \$35.8 million for the three months ended June 29, 2024, driven primarily by a net paydown on the Company's revolving credit facility of \$28.0 million and term loan payments of \$4.8 million during the quarter. Additionally, the Company used cash of \$6.6 million to purchase treasury stock and made payments of \$1.4 million on finance leases. Partially offsetting the payments was a \$5.0 million increase in the note payable borrowings associated with the Company's new can manufacturing line.

Impact of Seasonality on Financial Position and Results of Operations:

The Company's production cycle begins with planting in the spring followed by harvesting and packaging during the second and third fiscal quarters with sales spanning over the following twelve months. Minimal food packaging occurs in the Company's last fiscal quarter ending March 31, which is the optimal time for maintenance, repairs and equipment changes in its packaging plants. The supply of commodities, current pricing, and expected new crop quantity and quality affect the timing and amount of the Company's sales and earnings. When the seasonal harvesting periods of the Company's major vegetables are newly completed, inventories for these packaged vegetables are at their highest levels. For peas, the peak inventory time is mid-summer and for sweet corn and green beans, the Company's highest volume vegetables, the peak inventory is in mid-autumn. The seasonal nature of the Company's production cycle results in inventory and accounts payable typically reaching their lowest point in mid-to-late first quarter prior to the new seasonal pack commencing. As the seasonal pack progresses, these components of working capital both increase until the pack is complete.

The Company's fruit and vegetable sales exhibit seasonal increases in the third fiscal quarter due to increased retail demand during the holiday season. In addition, the Company sells canned and frozen vegetables to a co-pack customer on a bill and hold basis during the pack cycle, which typically occurs in the second and third quarters. Given the seasonal nature of the Company's sales, the accounts receivable balance typically reaches its highest point at the end of the second fiscal quarter.

Non-GAAP Financial Measures:

Adjusted net earnings, EBITDA, and FIFO EBITDA are non-GAAP financial measures and are provided for informational purposes only. The Company believes these non-GAAP financial measures provide investors with helpful information to evaluate financial performance, perform comparisons from period to period, and to compare results against the Company's industry peers. A non-GAAP financial measure is defined as a numerical measure of the Company's financial performance that excludes or includes amounts so as to be different from the most directly comparable measure calculated and presented in accordance with GAAP in the condensed consolidated balance sheets and related condensed consolidated statements of net earnings, comprehensive income, stockholders' equity and cash flows. The Company does not intend for this information to be considered in isolation or as a substitute for other measures prepared in accordance with GAAP.

Adjusted net earnings are calculated on a FIFO basis which excludes the impact from the application of LIFO. Set forth below is a reconciliation of reported net earnings before income taxes to adjusted net earnings (in thousands):

| | Three Months Ended | |
|---|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Earnings before income taxes, as reported | \$ 19,711 | \$ 16,501 |
| LIFO credit | (11,798) | (2,918) |
| Adjusted earnings before income taxes | 7,913 | 13,583 |
| Income taxes (1) | 1,900 | 3,125 |
| Adjusted net earnings | <u>\$ 6,013</u> | <u>\$ 10,458</u> |

- (1) For the three months ended June 28, 2025 and June 29, 2024, income taxes on adjusted earnings before taxes were calculated using the income tax provision amounts of \$4.8 million and \$3.8 million, respectively, and applying the statutory tax rates of 24.8% and 24.5%, respectively, for each of the respective periods to the pre-tax LIFO credit.

The Company believes EBITDA is often a useful measure of a Company's operating performance because EBITDA excludes charges for depreciation, amortization, non-cash lease expense, and interest expense as well as the Company's provision for income tax expense. EBITDA is frequently used as one of the bases for comparing businesses in the Company's industry. FIFO EBITDA also excludes non-cash charges related to the LIFO inventory valuation method. The Company's revolving credit facility and term loan agreements use FIFO EBITDA in the financial covenants thereunder.

Set forth below is a reconciliation of reported net earnings to EBITDA and FIFO EBITDA (in thousands):

| | Three Months Ended | |
|-----------------------------------|--------------------|------------------|
| | June 28, 2025 | June 29, 2024 |
| Net earnings | \$ 14,885 | \$ 12,661 |
| Income taxes | 4,826 | 3,840 |
| Interest expense, net | 5,410 | 10,345 |
| Depreciation and amortization (1) | 12,022 | 12,446 |
| Interest amortization (2) | (154) | (115) |
| EBITDA | 36,989 | 39,177 |
| LIFO credit | (11,798) | (2,918) |
| FIFO EBITDA | \$ 25,191 | \$ 36,259 |

(1) Includes non-cash lease expense consistent with financial covenant calculations.

(2) Reconciling item needed to exclude debt issuance cost amortization from the amount shown for interest expense.

New Accounting Standards

Refer to Note 1, “Basis of Preparation and Presentation”, to the Condensed Consolidated Financial Statements contained herein.

Critical Accounting Estimates

A description of the Company's critical accounting estimates is contained in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2025. There were no material changes to the Company's critical accounting policies or estimates during the three months ended June 28, 2025.

Forward-Looking Information

This Quarterly Report on Form 10-Q contains “forward-looking statements” as that term is used in the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the fact that they address future events, developments, and results and do not relate strictly to historical facts. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate, or imply future results, performance, or achievements, and may contain the words “will,” “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “seeks,” “should,” “likely,” “targets,” “may,” “can” and variations thereof and similar expressions. Forward-looking statements are subject to known and unknown risks, uncertainties, and other important factors that could cause actual results to differ materially from those expressed. We believe important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- the effects of rising costs and availability of raw fruit and vegetables, steel, ingredients, packaging, other raw materials, distribution and labor;
- crude oil prices and their impact on distribution, packaging and energy costs;
- the impact of tariffs and other governmental trade restrictions;
- an overall labor shortage, ability to retain a sufficient seasonal workforce, lack of skilled labor, labor inflation or increased turnover impacting our ability to recruit and retain employees;
- climate and weather affecting growing conditions and crop yields;
- our ability to successfully implement sales price increases and cost saving measures to offset cost increases;
- the loss of significant customers or a substantial reduction in orders from these customers;
- effectiveness of our marketing and trade promotion programs;
- competition, changes in consumer preferences, demand for our products and local economic and market conditions;
- the impact of a pandemic on our business, suppliers, customers, consumers and employees;
- unanticipated expenses, including, without limitation, litigation or legal settlement expenses;
- product liability claims;
- the anticipated needs for, and the availability of, cash;
- the availability of financing;
- leverage and the ability to service and reduce debt;
- foreign currency exchange and interest rate fluctuations;
- the risks associated with the expansion of our business;
- the ability to successfully integrate acquisitions into our operations;
- our ability to protect information systems against, or effectively respond to, a cybersecurity incident or other disruption;
- other factors that affect the food industry generally, including:
 - o recalls if products become adulterated or misbranded, liability if product consumption causes injury, ingredient disclosure and labeling laws and regulations and the possibility that consumers could lose confidence in the safety and quality of certain food products;
 - o competitors’ pricing practices and promotional spending levels;
 - o fluctuations in the level of our customers’ inventories and credit and other business risks related to our customers operating in a challenging economic and competitive environment; and
 - o the risks associated with third-party suppliers, including the risk that any failure by one or more of our third-party suppliers to comply with food safety or other laws and regulations may disrupt our supply of raw materials or certain finished goods products or injure our reputation; and
- changes in, or the failure or inability to comply with, U.S., foreign and local governmental regulations, including health, environmental, and safety regulations.

Any of these factors, as well as such other factors as discussed in our other periodic filings with the SEC, could cause our actual results to differ materially from our anticipated results. The information provided in this Form 10-Q is based upon the facts and circumstances known as of the date of this report, and any forward-looking statements made by us in this Form 10-Q speak only as of the date on which they are made. Except as required by law, we undertake no obligation to update these forward-looking statements after the date of this Form 10-Q to reflect events or circumstances after such date, or to reflect the occurrence of unanticipated events.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the ordinary course of business, the Company is exposed to various market risk factors, including changes in general economic conditions, competition and raw material pricing and availability. There have been no material changes to the Company's exposure to market risk since March 31, 2025. In addition, the Company is exposed to fluctuations in interest rates, primarily related to its revolving credit facility and Amended Term Loan A-2. To manage interest rate risk, the Company uses both fixed and variable interest rate debt plus fixed interest rate lease obligations.

Item 4. Controls and Procedures

The Company maintains a system of internal and disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported on a timely basis. The Company's Board of Directors, operating through its Audit Committee, which is composed entirely of independent outside directors, provides oversight to the financial reporting process.

An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(c) under the Securities and Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of June 28, 2025, our disclosure controls and procedures were effective. The Company continues to examine, refine and formalize its disclosure controls and procedures and to monitor ongoing developments in this area.

There have been no changes during the period covered by this report to the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Refer to Note 13, “Legal Proceedings, Other Contingencies, and Commitments,” to the Condensed Consolidated Financial Statements contained herein.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in the Company’s Annual Report Form 10-K for the period ended March 31, 2025, except to the extent factual information disclosed elsewhere in this Form 10-Q relates to such risk factors.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

| Period | Total Number of Shares Purchased | | Average Price Paid per Share | | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|-----------------------------|----------------------------------|----------------|------------------------------|----------------|--|--|
| | Class A Common | Class B Common | Class A Common | Class B Common | | |
| 04/01/2025 – 04/30/2025 (1) | 11,925 | - | \$ 88.88 | - | - | |
| 05/01/2025 – 05/31/2025 | | - | | - | - | |
| 06/01/2025 – 06/30/2025 (1) | 30,012 | - | \$ 90.42 | - | 19,212 | |
| Total | 41,937 | - | \$ 89.98 | - | 19,212 | 342,666 |

- (1) Includes 11,925 shares and 10,800 shares, respectively, that were purchased from the Seneca Foods Corporation Employees' Savings Plan to satisfy the cash needs for transfers and payments in connection with the employer stock investment fund under the plan.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

(c) Trading Plans

During the quarterly period ended June 28, 2025, no director or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements (in each case, as defined in Item 408(a) of Regulation S-K).

Item 6. Exhibits

Exhibit

| <u>Number</u> | <u>Description</u> |
|---------------|--|
| 10.1 * | Amended and Restated Seneca Foods Corporation Executive Profit Sharing Bonus Plan (filed herewith) |
| 10.2 * | Amended and Restated Seneca Foods Corporation Manager Profit Sharing Bonus Plan (filed herewith) |
| 31.1 | Certification of Paul L. Palmby pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Michael S. Wolcott pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS | Inline XBRL Instance Document |
| 101.1.SCH | Inline XBRL Taxonomy Extension Calculation Schema Document |
| 101.2.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.3.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.4.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.5.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101) |

* Indicates management or compensatory agreement

SIGNATURES

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

SENECA FOODS CORPORATION

By: /s/ Paul L. Palmby
Paul L. Palmby
President and Chief Executive Officer
(Principal Executive Officer)

August 7, 2025

By: /s/ Michael S. Wolcott
Michael S. Wolcott
Chief Financial Officer
(Principal Financial Officer)

August 7, 2025

SENECA FOODS CORPORATION
Executive Profit Sharing Bonus Plan
(As Amended and Restated)

1. PRELIMINARY MATTERS

- 1.1 Name – The Plan evidenced by this instrument shall be known as the Seneca Foods Corporation Executive Profit Sharing Bonus Plan.
- 1.2 Purpose – This Plan is designed as a bonus plan to provide for the payment of profit sharing benefits to Eligible Employees.
- 1.3 Effective Date – This plan, as amended and restated, shall be effective April 1, 2025. The plan was originally effective April 1, 2006 and was previously amended and restated as of April 1, 2010, April 1, 2016 and April 1, 2022.

2. DEFINITIONS

- 2.1 “Award Percentage” for a Bonus Year shall mean a percentage of Base Salary used to determine an Eligible Employee’s Bonus Award for such Bonus Year.
- 2.2 “Base Salary” means the base salary paid to an employee during the Bonus Year and while the employee was an Eligible Employee.
- 2.3 “Board of Directors” means the Board of Directors of the Corporation.
- 2.4 “Bonus Award” with respect to a Bonus Year shall be the product of the Eligible Employee’s Award Percentage and the Eligible Employee’s Base Salary for such Bonus Year.
- 2.5 “Bonus Year” or “Year” shall mean a fiscal year ending March 31.
- 2.6 “Class A Common Stock” means the Class A common stock, \$0.25 par value, of the Corporation.
- 2.7 “Class B Common Stock” means the Class B common stock, \$0.25 par value, of the Corporation.
- 2.8 “Common Stock” means Class A Common Stock and Class B Common Stock or either of those classes of the Corporation’s common stock.
- 2.9 “Corporation” means Seneca Foods Corporation.
- 2.10 “Disability” means the inability to engage in any occupation or employment for remuneration or profit that would qualify an employee for disability benefits under the Federal Social Security Act.

- 2.11 “Eligible Employee” means an employee employed by the Corporation or a Subsidiary in one of the eligible positions, which are determined by the Governing Committee in its discretion.
- 2.12 “Executive Committee” means the committee consisting of senior executives of the Corporation as appointed by the Board of Directors from time to time.
- 2.13 “Governing Committee” means the Executive Committee or, with respect to the Corporation’s executive officers, the Compensation Committee of the Board of Directors.
- 2.14 “Negative Discretion” means the absolute and unrestricted discretion that the Governing Committee may exercise to reduce, but not increase, the amount that otherwise would be payable under this Plan for any reason, including but not limited to the Governing Committee’s determination that the performance objective has become an inappropriate measure of achievement, a change in the employment status, position or duties of the Eligible Employee, or unsatisfactory performance of the Eligible Employee.
- 2.15 “Normal Retirement” means an employee’s retirement at age 65 or at any earlier age approved by the Governing Committee with specific reference to this Plan.
- 2.16 “Plan” means the Seneca Foods Corporation Executive Profit Sharing Bonus Plan as set forth in this document, as amended from time to time.
- 2.17 “ROIC” means the Corporation’s return on invested capital for a Bonus Year calculated under Section 3.2.
- 2.18 “Subsidiary” means any entity of which a majority of any class of equity security or ownership interest is owned, directly or indirectly, by the Corporation.

3. ALLOCATION OF PROFITS

- 3.1 Award Percentage – The Award Percentage is determined based upon the ROIC for the Bonus Year determined as follows:

| ROIC | Award Percentage |
|----------------------------------|------------------|
| Less than 4.4% | 0% |
| 4.4% or more but less than 5.15% | 10% |
| 5.15% or more but less than 5.9% | 20% |
| 5.9% or more but less than 6.65% | 30% |
| 6.65% or more but less than 7.4% | 40% |
| 7.4% or more | 50% |

- 3.2 The calculation of ROIC for the Year is as follows:

ROIC = FIFO EBIT / FIFO Average Assets

where:

FIFO EBIT means the Corporation's consolidated earnings before interest expense and income taxes for the Year plus the LIFO charge (credit) for the Year, each as shown on audited financial statements prepared in accordance with generally accepted accounting principles consistently applied.

FIFO Average Assets means the average of the Corporation's FIFO Assets as measured at the end of each fiscal quarter during the Year.

FIFO Assets means the Corporation's total assets as of the end of a fiscal quarter as shown on the audited or reviewed balance sheet of the Corporation prepared in accordance with generally accepted accounting principles consistently applied plus the Tax-Adjusted LIFO Reserve as of the end of such quarter.

Tax-Adjusted LIFO Reserve means (i) the LIFO Reserve multiplied by (ii) one minus the Effective Tax Rate.

LIFO Reserve means the excess of FIFO based inventory costs over LIFO based inventory costs at the end of the quarter.

Effective Tax Rate means 25% or such other effective tax rate established by the Governing Committee for a Year.

- 3.3 Authority to Determine Amounts Taken into Account and Amounts Payable – The Governing Committee shall make all determinations regarding the exclusion of extraordinary or non-operating items from the Corporation's ROIC and other factors that enter into bonus computations under the Plan, and its determinations shall be final. The Governing Committee reserves the right to apply Negative Discretion to eliminate or reduce the size of any Bonus Award under this Plan.

4. PAYMENT OF BENEFITS

- 4.1 Form of Payment – All amounts payable under this Plan shall be paid at the direction of the Governing Committee in a lump sum in cash, subject to Section 4.3.
- 4.2 Timing of Payment – All amounts payable under this Plan shall be paid within 75 days after the end of the Bonus Year. No bonus shall be paid to any employee who is not employed by the Corporation on the last day of the Bonus Year and whose employment with the Corporation terminated for reasons other than a Normal Retirement, Disability or death.

4.3 Election to Receive Bonus in Shares of Common Stock.

- 4.3.1 Election Procedure – Each Eligible Employee may elect to forego receipt of all or a portion of the bonus otherwise payable in cash under Section 4.1 in exchange for Common Stock issued under this Plan. The number of shares of Common Stock received by any Eligible Employee with respect to a payment date described in Section 4.2 shall equal the amount of foregone cash bonus less the amount required to satisfy the Corporation's tax withholding obligations with respect to the foregone cash bonus, divided by the Fair Market Value (as defined below) of a share of Common Stock on the relevant payment date, rounded down to the nearest whole share, with the dollar amount of any fractional share paid in cash on the payment date. For the purpose of this Plan, the Fair Market Value of a share of Common Stock on a given date shall be the consolidated closing bid price on that date as reported by the NASDAQ Stock Market or, if greater, the mean between the closing bid and asked prices for that date. If there are no Common Stock transactions on such date, the Fair Market Value shall be determined as of the immediately preceding date on which there were Common Stock transactions.
- 4.3.2 Election – An Eligible Employee may elect Common Stock in place of cash by submitting a written or electronic election to the Chief Administrative Officer of the Corporation, in such form as the Corporation determines, by the date established by the Executive Committee for the year to which the election relates.
- 4.3.3 Inside Information – Any election made by an Eligible Employee shall be made (i) during an open trading window when the Eligible Employee is not in possession of material nonpublic information, and (ii) in accordance with the Corporation's "Policy Regarding Trading in Securities", or similar successor policy.
- 4.3.4 Share Shortfalls – If any election under this Plan would cause the number of shares of Common Stock required to be issued under this Plan to exceed the authorized shares, then any then current elections of Eligible Employees shall be reduced or disregarded to the extent necessary, as determined by the Executive Committee in an equitable manner, to avoid exceeding the authorized shares. No further elections shall be made or shall be valid until such time, if any, as additional shares of Common Stock become available for purchase under this Plan.
- 4.3.5 Delivery of Shares – As soon as practicable after the relevant payment date, but in no event later than June 30th following that payment date, the Corporation shall cause a share certificate to be issued to, or an entry to be made in the authorized brokerage account of, each participating Eligible Employee for the number of shares of Common Stock due to him or her pursuant to an election. No adjustment shall be made for a dividend or other right for which the record date is prior to the date the stock certificate is issued or authorized brokerage account entry made.

4.4 Shares Available Under the Plan.

- 4.4.1 Number of Authorized Shares – There are reserved for issuance pursuant to this Plan 500,000 shares of the Corporation’s Common Stock. The Executive Committee shall determine whether to issue Class A Common Stock or Class B Common Stock in each year under this Plan and such determination shall be communicated to Eligible Employees prior to any election pursuant to Section 4.3.2.
- 4.4.2 Adjustments in Authorized Shares – If a dividend or other distribution, recapitalization, forward or reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange, liquidation, dissolution, or other similar corporate transaction or event affects the Corporation’s Class A Common Stock or Class B Common Stock, then the Executive Committee shall, in such manner as it may determine equitable, substitute or adjust any or all of the remaining limits on the number and kind of shares available under the Plan.

5. **PLAN ADMINISTRATION**

- 5.1 Executive Committee – Except as otherwise provided herein, the Executive Committee and its members shall have full authority and responsibility to control and manage the operation and administration of the Plan.
- 5.2 Powers – The Executive Committee shall have the exclusive right to interpret the Plan (but not modify or amend the Plan) and to decide any and all questions arising in the administration, interpretation and application of the Plan. The Executive Committee shall establish whatever rules it finds necessary for the operation and administration of the Plan and shall endeavor to apply such rules in its decisions so as not to discriminate in favor of any person. The decisions of the Executive Committee or its action with respect to the Plan shall be conclusive and binding upon the Corporation and all persons having or claiming to have any right or interest in or under the Plan.
- 5.3 Indemnification – Each person who is or has been a member of the Executive Committee shall be indemnified by the Corporation against expenses (including amounts paid in settlement with the approval of the Corporation) reasonably incurred by him in conjunction with any action, suit or proceeding to which he may be a party or with which he may be threatened by reason of his being, or having been, a member of the Executive Committee and he shall be adjudged in such action, suit or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such member of the Executive Committee. The foregoing right of indemnification shall be in addition to any other right to which any such member of the Executive Committee may be entitled to as a matter of law.
- 5.4 Meetings – The Executive Committee shall hold meetings upon such notice, at such place or places and at such time or times as they may determine. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business. All resolutions or other actions taken by the Executive Committee shall be by a vote of a majority of those present at a meeting of the Executive Committee at which a quorum shall be present or, if they act without a meeting, in writing by all members of the Committee.

5.5 Compensation – No member of the Executive Committee shall receive any compensation for his services, but the Corporation may reimburse any member for any necessary expenses incurred.

5.6 Records – The Executive Committee shall maintain accounts showing the fiscal transaction of the Plan. The Executive Committee shall have a report prepared annually giving a brief account of the operation of the Plan for the past year. Such reports shall be submitted to the Board of Directors.

6. AMENDMENT AND TERMINATION OF THE PLAN

6.1 Amendment – The Corporation may amend the Plan at any time or from time to time by an instrument in writing executed with the same formality as this instrument.

6.2 Termination – The Plan is intended by the Corporation to be a permanent program for the provision of profit sharing benefits for its employees. The Corporation nevertheless reserves the right to terminate the Plan at any time and for any reason. Such termination shall be effected by a written instrument executed by the Corporation with the same formality as this instrument.

7. MISCELLANEOUS

7.1 No Rights Conferred – The adoption and maintenance of the Plan shall not be deemed to constitute a contract between the Corporation and any employee or to be a consideration for, an inducement to or condition of, any employment of any person. Nothing herein contained shall be deemed to (a) give to any employee the right to be retained in the employment of the Corporation (b) interfere with the right of the Corporation to discharge any employee at any time (c) give to the Corporation the right to require any employee to remain in its employ (d) interfere with any employee's right to terminate his employment with the Corporation at any time.

7.2 Spendthrift Provision – Except to the extent that this provision may be contrary to law, the right of employees under the Plan shall not be subject to assignment, attachment, garnishment or alienation in any form.

7.3 Impossibility of Performance – In the event that it becomes impossible for the Corporation to perform any act under the Plan, that act shall be performed which in the judgment of the Corporation will most nearly carry out the intent and purpose of the Plan.

- 7.4 Governing Law – All legal questions pertaining to the Plan shall be determined in accordance with the laws of New York State except when those laws are preempted by the laws of the United States of America.
- 7.5 Discretionary Bonuses – The Executive Committee or, to the extent required under the rules of the NASDAQ Stock Market, the Board of Directors (or an authorized committee thereof) retains the discretion to develop and apply, at any time, other bonus plans, including discretionary bonuses, as needed to accomplish a business purpose. Any bonus payment awarded under this Section 7.5 is a discretionary and extraordinary item of compensation that is outside an Eligible Employee's normal, regular or expected compensation, and in no way represents any portion of a Eligible Employee's Base Salary, compensation, or other remuneration for purposes of this Plan or any other employee benefit plan or agreement sponsored, maintained or contributed by the Corporation unless expressly provided for in such employee benefit plan or agreement.

IN WITNESS WHEREOF, Seneca Foods Corporation has caused this instrument to be executed this 11th day of March 2025.

SENECA FOODS CORPORATION

By /s/ Paul L. Palmby
Paul L. Palmby
President and Chief Executive Officer

SENECA FOODS CORPORATION
Manager Profit Sharing Bonus Plan
(As Amended and Restated)

1. PRELIMINARY MATTERS

- 1.1 Name – The Plan evidenced by this instrument shall be known as the Seneca Foods Corporation Manager Profit Sharing Bonus Plan.
- 1.2 Purpose – This Plan is designed as a bonus plan to provide for the payment of profit sharing benefits to Eligible Employees.
- 1.3 Effective Date – This plan, as amended and restated, shall be effective April 1, 2025. The plan was originally effective April 1, 2006 and was previously amended and restated as of April 1, 2010, April 1, 2016 and April 1, 2022.

2. DEFINITIONS

- 2.1 “Award Percentage” for a Bonus Year shall mean a percentage of Base Salary used to determine an Eligible Employee’s Bonus Award for such Bonus Year.
- 2.2 “Base Salary” means the base salary paid to an employee during the Bonus Year and while the employee was an Eligible Employee.
- 2.3 “Board of Directors” means the Board of Directors of the Corporation.
- 2.4 “Bonus Award” with respect to a Bonus Year shall be the product of the Eligible Employee’s Award Percentage and the Eligible Employee’s Base Salary for such Bonus Year.
- 2.5 “Bonus Year” or “Year” shall mean a fiscal year ending March 31.
- 2.6 “Class A Common Stock” means the Class A common stock, \$0.25 par value, of the Corporation.
- 2.7 “Class B Common Stock” means the Class B common stock, \$0.25 par value, of the Corporation.
- 2.8 “Common Stock” means Class A Common Stock and Class B Common Stock or either of those classes of the Corporation’s common stock.
- 2.9 “Corporation” means Seneca Foods Corporation.

- 2.10 “Disability” means the inability to engage in any occupation or employment for remuneration or profit that would qualify an employee for disability benefits under the Federal Social Security Act.
- 2.11 “Eligible Employee” means an employee employed by the Corporation or a Subsidiary in one of the eligible positions, which are determined by the Executive Committee in its discretion.
- 2.12 “Executive Committee” means the committee consisting of senior executives of the Corporation as appointed by the Board of Directors from time to time.
- 2.13 “Negative Discretion” means the absolute and unrestricted discretion that the Executive Committee may exercise to reduce, but not increase, the amount that otherwise would be payable under this Plan for any reason, including but not limited to the Executive Committee’s determination that the performance objective has become an inappropriate measure of achievement, a change in the employment status, position or duties of the Eligible Employee, or unsatisfactory performance of the Eligible Employee.
- 2.14 “Normal Retirement” means an employee’s retirement at age 65 or at any earlier age approved by the Executive Committee with specific reference to this Plan.
- 2.15 “Plan” means the Seneca Foods Corporation Manager Profit Sharing Bonus Plan as set forth in this document, as amended from time to time.
- 2.16 “ROIC” means the Corporation’s return on invested capital for a Bonus Year calculated under Section 3.2.
- 2.17 “Subsidiary” means any entity of which a majority of any class of equity security or ownership interest is owned, directly or indirectly, by the Corporation.

3. ALLOCATION OF PROFITS

- 3.1 Award Percentage – The Award Percentage is determined based upon the ROIC for the Bonus Year determined as follows:

| ROIC | Award Percentage |
|----------------------------------|------------------|
| Less than 4.4% | 0% |
| 4.4% or more but less than 5.15% | 2.5% |
| 5.15% or more but less than 5.9% | 5.0% |
| 5.9% or more but less than 6.65% | 7.5% |
| 6.65% or more but less than 7.4% | 10.0% |
| 7.4% or more | 12.5% |

- 3.2 The calculation of ROIC for the Year is as follows:

ROIC = FIFO EBIT / FIFO Average Assets

where:

FIFO EBIT means the Corporation's consolidated earnings before interest expense and income taxes for the Year plus the LIFO charge (credit) for the Year, each as shown on audited financial statements prepared in accordance with generally accepted accounting principles consistently applied.

FIFO Average Assets means the average of the Corporation's FIFO Assets as measured at the end of each fiscal quarter during the Year.

FIFO Assets means the Corporation's total assets as of the end of a fiscal quarter as shown on the audited or reviewed balance sheet of the Corporation prepared in accordance with generally accepted accounting principles consistently applied plus the Tax-Adjusted LIFO Reserve as of the end of such quarter.

Tax-Adjusted LIFO Reserve means (i) the LIFO Reserve multiplied by (ii) one minus the Effective Tax Rate.

LIFO Reserve means the excess of FIFO based inventory costs over LIFO based inventory costs at the end of the quarter.

Effective Tax Rate means 25% or such other effective tax rate established by the Governing Committee for a Year.

- 3.3 Authority to Determine Amounts Taken into Account and Amounts Payable – The Executive Committee shall make all determinations regarding the exclusion of extraordinary or non-operating items from the Corporation's ROIC and other factors that enter into bonus computations under the Plan, and its determinations shall be final. The Executive Committee reserves the right to apply Negative Discretion to eliminate or reduce the size of any Bonus Award under this Plan.

4. PAYMENT OF BENEFITS

- 4.1 Form of Payment – All amounts payable under this Plan shall be paid at the direction of the Executive Committee, in a lump sum in cash, subject to Section 4.3.
- 4.2 Timing of Payment – All amounts payable under this Plan shall be paid within 75 days after the end of the Bonus Year. No bonus shall be paid to any employee who is not employed by the Corporation on the last day of the Bonus Year and whose employment with the Corporation terminated for reasons other than a Normal Retirement, Disability or death.

4.3 Election to Receive Bonus in Shares of Common Stock.

- 4.3.1 Election Procedure – Each Eligible Employee may elect to forego receipt of all or a portion of the bonus otherwise payable in cash under Section 4.1 in exchange for Common Stock issued under this Plan. The number of shares of Common Stock received by any Eligible Employee with respect to a payment date described in Section 4.2 shall equal the amount of foregone cash bonus less the amount required to satisfy the Corporation's tax withholding obligations with respect to the foregone cash bonus, divided by the Fair Market Value (as defined below) of a share of Common Stock on the relevant payment date, rounded down to the nearest whole share, with the dollar amount of any fractional share paid in cash on the payment date. For the purpose of this Plan, the Fair Market Value of a share of Common Stock on a given date shall be the consolidated closing bid price on that date as reported by the NASDAQ Stock Market or, if greater, the mean between the closing bid and asked prices for that date. If there are no Common Stock transactions on such date, the Fair Market Value shall be determined as of the immediately preceding date on which there were Common Stock transactions
- 4.3.2 Election – An Eligible Employee may elect Common Stock in place of cash by submitting a written or electronic election to the Chief Administrative Officer of the Corporation, in such form as the Corporation determines, by the date established by the Executive Committee for the year to which the election relates.
- 4.3.3 Inside Information – Any election made by an Eligible Employee shall be made (i) during an open trading window when the Eligible Employee is not in possession of material nonpublic information, and (ii) in accordance with the Corporation's "Policy Regarding Trading in Securities", or similar successor policy.
- 4.3.4 Share Shortfalls – If any election under this Plan would cause the number of shares of Common Stock required to be issued under this Plan to exceed the authorized shares, then any then current elections of Eligible Employees shall be reduced or disregarded to the extent necessary, as determined by the Executive Committee in an equitable manner, to avoid exceeding the authorized shares. No further elections shall be made or shall be valid until such time, if any, as additional shares of Common Stock become available for purchase under this Plan.
- 4.3.5 Delivery of Shares – As soon as practicable after the relevant payment date, but in no event later than June 30th following that payment date, the Corporation shall cause a share certificate to be issued to, or an entry to be made in the authorized brokerage account of, each participating Eligible Employee for the number of shares of Common Stock due to him or her pursuant to an election. No adjustment shall be made for a dividend or other right for which the record date is prior to the date the stock certificate is issued or authorized brokerage account entry made.

4.4 Shares Available Under the Plan.

4.4.1 Number of Authorized Shares – There are reserved for issuance pursuant to this Plan 500,000 shares of the Corporation’s Common Stock, less the number of such shares issued under the Seneca Foods Corporation Executive Profit Sharing Bonus Plan. The Executive Committee shall determine whether to issue Class A Common Stock or Class B Common Stock in each year under this Plan and such determination shall be communicated to Eligible Employees prior to any election pursuant to Section 4.3.2.

4.4.2 Adjustments in Authorized Shares – If a dividend or other distribution, recapitalization, forward or reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange, liquidation, dissolution, or other similar corporate transaction or event affects the Corporation’s Class A Common Stock or Class B Common Stock, then the Executive Committee shall, in such manner as it may determine equitable, substitute or adjust any or all of the remaining limits on the number and kind of shares available under the Plan.

5. **PLAN ADMINISTRATION**

5.1 Executive Committee – Except as otherwise provided herein, the Executive Committee and its members shall have full authority and responsibility to control and manage the operation and administration of the Plan.

5.2 Powers – The Executive Committee shall have the exclusive right to interpret the Plan (but not modify or amend the Plan) and to decide any and all questions arising in the administration, interpretation and application of the Plan. The Executive Committee shall establish whatever rules it finds necessary for the operation and administration of the Plan and shall endeavor to apply such rules in its decisions so as not to discriminate in favor of any person. The decisions of the Executive Committee or its action with respect to the Plan shall be conclusive and binding upon the Corporation and all persons having or claiming to have any right or interest in or under the Plan.

5.3 Indemnification – Each person who is or has been a member of the Executive Committee shall be indemnified by the Corporation against expenses (including amounts paid in settlement with the approval of the Corporation) reasonably incurred by him in conjunction with any action, suit or proceeding to which he may be a party or with which he may be threatened by reason of his being, or having been, a member of the Executive Committee and he shall be adjudged in such action, suit or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such member of the Executive Committee. The foregoing right of indemnification shall be in addition to any other right to which any such member of the Executive Committee may be entitled to as a matter of law.

5.4 Meetings – The Executive Committee shall hold meetings upon such notice, at such place or places and at such time or times as they may determine. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business. All resolutions or other actions taken by the Executive Committee shall be by a vote of a majority of those present at a meeting of the Executive Committee at which a quorum shall be present or, if they act without a meeting, in writing by all members of the Committee.

5.5 Compensation – No member of the Executive Committee shall receive any compensation for his services, but the Corporation may reimburse any member for any necessary expenses incurred.

5.6 Records – The Executive Committee shall maintain accounts showing the fiscal transaction of the Plan. The Executive Committee shall have a report prepared annually giving a brief account of the operation of the Plan for the past year. Such reports shall be submitted to the Board of Directors.

6. AMENDMENT AND TERMINATION OF THE PLAN

6.1 Amendment – The Corporation may amend the Plan at any time or from time to time by an instrument in writing executed with the same formality as this instrument.

6.2 Termination – The Plan is intended by the Corporation to be a permanent program for the provision of profit sharing benefits for its employees. The Corporation nevertheless reserves the right to terminate the Plan at any time and for any reason. Such termination shall be effected by a written instrument executed by the Corporation with the same formality as this instrument.

7. MISCELLANEOUS

7.1 No Rights Conferred – The adoption and maintenance of the Plan shall not be deemed to constitute a contract between the Corporation and any employee or to be a consideration for, an inducement to or condition of, any employment of any person. Nothing herein contained shall be deemed to (a) give to any employee the right to be retained in the employment of the Corporation (b) interfere with the right of the Corporation to discharge any employee at any time (c) give to the Corporation the right to require any employee to remain in its employ (d) interfere with any employee's right to terminate his employment with the Corporation at any time.

7.2 Spendthrift Provision – Except to the extent that this provision may be contrary to law, the right of employees under the Plan shall not be subject to assignment, attachment, garnishment or alienation in any form.

7.3 Impossibility of Performance – In the event that it becomes impossible for the Corporation to perform any act under the Plan, that act shall be performed which in the judgment of the Corporation will most nearly carry out the intent and purpose of the Plan.

- 7.4 Governing Law – All legal questions pertaining to the Plan shall be determined in accordance with the laws of New York State except when those laws are preempted by the laws of the United States of America.
- 7.5 Discretionary Bonuses – The Executive Committee or, to the extent required under the rules of the NASDAQ Stock Market, the Board of Directors (or an authorized committee thereof) retains the discretion to develop and apply, at any time, other bonus plans, including discretionary bonuses, as needed to accomplish a business purpose. Any bonus payment awarded under this Section 7.5 is a discretionary and extraordinary item of compensation that is outside an Eligible Employee's normal, regular or expected compensation, and in no way represents any portion of a Eligible Employee's Base Salary, compensation, or other remuneration for purposes of this Plan or any other employee benefit plan or agreement sponsored, maintained or contributed by the Corporation unless expressly provided for in such employee benefit plan or agreement.

IN WITNESS WHEREOF, Seneca Foods Corporation has caused this instrument to be executed this 11th day of March 2025.

SENECA FOODS CORPORATION

By /s/ Paul L. Palmby
Paul L. Palmby
President and Chief Executive Officer

EXHIBIT 31.1

CERTIFICATION

I, Paul L. Palmby, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Seneca Foods Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

/s/ Paul L. Palmby

Paul L. Palmby
President and Chief Executive Officer
(Principal Executive Officer)

August 7, 2025

EXHIBIT 31.2

CERTIFICATION

I, Michael S. Wolcott, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Seneca Foods Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

/s/ Michael S. Wolcott

Michael S. Wolcott
Chief Financial Officer
(Principal Financial Officer)

August 7, 2025

EXHIBIT 32

CERTIFICATION PURSUANT TO
18. U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Seneca Foods Corporation (the "Registrant") on Form 10-Q for the quarterly period ended June 28, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Paul L. Palmby, President and Chief Executive Officer, and Michael S. Wolcott, Chief Financial Officer of the Registrant, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that, to our knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Paul L. Palmby

Paul L. Palmby
President and Chief Executive Officer
(Principal Executive Officer)

August 7, 2025

/s/ Michael S. Wolcott

Michael S. Wolcott
Chief Financial Officer
(Principal Financial Officer)

August 7, 2025