

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

FORM 10-Q

(Mark One)

X

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

For the quarterly period ended April 4, 2026

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-10245

RCM TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or other Jurisdiction of Incorporation)

95-1480559

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

2500 McClellan Avenue, Suite 350, Pennsauken, New Jersey 08109-4613

(Address of Principal Executive Offices)

(Zip Code)

(856) 356-4500

(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.05 per share	RCMT	The NASDAQ Stock Market LLC

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 X 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 X No

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

Large Accelerated Filer  Accelerated Filer X Non-Accelerated Filer  Smaller Reporting Company X Emerging Growth Company

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

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

Indicate the number of shares outstanding of the Registrant's class of common stock, as of the latest practicable date.

Common Stock, \$0.05 par value, 7,087,614 shares outstanding as of May 13, 2026.

**PART I - FINANCIAL INFORMATION**

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### CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This report and documents incorporated by reference into it may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are not historical facts but rather are based on current expectations, estimates and projections about our business and industry, and our beliefs and assumptions. Words such as "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," "believe," "goal," and similar expressions are intended to identify forward-looking statements. The inclusion of forward-looking statements should not be regarded as a representation by us that any of our plans will be achieved, and readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. We undertake no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Such forward-looking information is also subject to various risks and uncertainties. Such risks and uncertainties include, but are not limited to, risks arising from our providing service to the healthcare industry or other potential pandemics; having a significant portion of our condensed consolidated revenues contributed by a concentrated group of customer during the thirteen weeks ended April 4, 2026; credit and collection risks; our claim experience related to workers' compensation and general liability insurance; the effects of changes in, or interpretations of laws and regulations governing, the healthcare industry, our workforce and the services that we provide, including state and local regulations pertaining to the taxability of our services and other labor-related matters such a minimum wage increases; the Company's expectations with respect to selling, general, and administrative expense; and the risk factors described in Part I, Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended January 3, 2026 and Part II, Item 1A "Risk Factors" of subsequent Quarterly Reports on Form 10-Q, including this Form 10-Q.

**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share amounts)

	April 4, 2026	January 3, 2026
	(Unaudited)	
<b>Current assets:</b>		
Cash	\$ 2,621	\$ 2,922
Accounts receivable and contract assets, net of provision for credit losses of \$1,229 at April 4, 2026 and \$1,229 at January 3, 2026	85,155	81,243
Transit accounts receivable	6,669	8,017
Prepaid expenses and other current assets	7,130	7,704
<b>Total current assets</b>	<b>101,575</b>	<b>99,886</b>
Property and equipment, net	6,809	7,265
<b>Other assets:</b>		
Deposits	259	261
Deferred income taxes	6	6
Goodwill	22,147	22,147
Operating right-of-use asset	4,531	4,832
<b>Total other assets</b>	<b>26,943</b>	<b>27,246</b>
<b>Total assets</b>	<b>\$ 135,327</b>	<b>\$ 134,397</b>
<b>Current liabilities:</b>		
Accounts payable and accrued expenses	\$ 10,157	\$ 9,649
Transit accounts payable	14,658	16,247
Accrued payroll and related costs	12,280	10,784
Finance lease payable	797	843
Income taxes payable	383	391
Operating lease liabilities	1,207	1,209
Deferred revenue	13,354	14,761
<b>Total current liabilities</b>	<b>52,836</b>	<b>53,884</b>
Deferred income taxes, net, domestic	5,673	5,673
Finance lease payable, net of current position	191	380
Operating lease liabilities, net of current position	3,542	3,813
Borrowings under revolving credit facility	28,801	24,673
<b>Total liabilities</b>	<b>91,043</b>	<b>88,423</b>
<b>Contingencies (note 15)</b>		
<b>Stockholders' equity:</b>		
Preferred stock, \$1.00 par value; 5,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock, \$0.05 par value; 40,000,000 shares authorized; 18,025,584 shares issued and 7,024,377 shares outstanding at April 4, 2026 and 18,004,241 shares issued and 7,351,400 shares outstanding at January 3, 2026	901	900
Additional paid-in capital	123,542	122,244
Accumulated other comprehensive loss	(2,959)	(2,814)
Retained earnings	14,240	10,396
Treasury stock at cost, 11,001,207 shares at April 4, 2026, and 10,652,841 shares at January 3, 2026	(91,440)	(84,752)
<b>Total stockholders' equity</b>	<b>44,284</b>	<b>45,974</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 135,327</b>	<b>\$ 134,397</b>

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

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**Thirteen Weeks Ended April 4, 2026, and March 29, 2025**  
(Unaudited)  
(In thousands, except per share amounts)

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
Revenue	\$ 83,038	\$ 84,473
Cost of services	61,017	62,495
Gross profit	22,021	21,978
Operating costs and expenses		
Selling, general, and administrative	15,529	14,971
Depreciation and amortization of property and equipment	554	424
Operating costs and expenses	16,083	15,395
Operating income	5,938	6,583
Other expense (income)		
Interest expense and other, net	626	651
(Gain) loss on foreign currency transactions	(64)	47
Other expense (income), net	562	698
Income before income taxes	5,376	5,885
Income tax expense	1,532	1,699
Net income	\$ 3,844	\$ 4,186
Basic net earnings per share	\$ 0.53	\$ 0.55
Diluted net earnings per share	\$ 0.52	\$ 0.54

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

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**Thirteen Weeks Ended April 4 2026, and March 29, 2025**  
(Unaudited)  
(In thousands)

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
Net income	\$ 3,844	\$ 4,186
Other comprehensive (loss) income	(145)	2
Comprehensive income	\$ 3,699	\$ 4,188

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

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**Thirteen Weeks Ended April 4, 2026, and March 29, 2025**  
(Unaudited)  
(In thousands, except share amounts)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock		Total
	Issued Shares	Amount				Shares	Amount	
<b>Balance, January 3, 2026</b>	18,004,241	\$ 900	\$ 122,244	\$ (2,814)	\$ 10,396	10,652,841	\$ (84,752)	\$ 45,974
Issuance of stock under employee stock purchase plan	18,270	1	307	-	-	-	-	308
Equity compensation expense from awards issued	-	-	1,008	-	-	-	-	1,008
Purchase of treasury stock	-	-	-	-	-	348,366	(6,688)	(6,688)
Issuance of stock upon vesting of restricted share awards	3,901	-	-	-	-	-	-	-
Retirement of common shares	(828)	-	(17)	-	-	-	-	(17)
Foreign currency translation adjustment	-	-	-	(145)	-	-	-	(145)
Net income	-	-	-	-	3,844	-	-	3,844
<b>Balance, April 4, 2026</b>	18,025,584	\$ 901	\$ 123,542	\$ (2,959)	\$ (14,240)	11,001,207	\$ (91,440)	\$ 44,284

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Treasury Stock		Total
	Issued Shares	Amount				Shares	Amount	
<b>Balance, December 28, 2024</b>	17,838,372	\$ 890	\$ 118,845	\$ (2,920)	\$ (5,938)	10,236,259	\$ (77,393)	\$ 33,484
Issuance of stock under employee stock purchase plan	18,192	1	280	-	-	-	-	281
Equity compensation expense from awards issued	-	-	773	-	-	-	-	773
Purchase of treasury stock	-	-	-	-	-	183,432	(3,188)	(3,188)
Issuance of stock upon vesting of restricted share awards	116,401	6	(6)	-	-	-	-	-
Retirement of common shares	(44,681)	(2)	(936)	-	-	-	-	(938)
Foreign currency translation adjustment	-	-	-	2	-	-	-	2
Net income	-	-	-	-	4,186	-	-	4,186
<b>Balance, March 29, 2025</b>	17,928,284	\$ 895	\$ 118,956	\$ (2,918)	\$ (1,752)	10,419,691	\$ (80,581)	\$ 34,600

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

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**Thirteen Weeks Ended April 4, 2026, and March 29, 2025**  
(Unaudited)  
(In thousands)

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
<b>Cash flows from operating activities:</b>		
Net income	\$ 3,844	\$ 4,186
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	554	424
Equity compensation expense from awards issued	1,008	773
Deferred income tax expense	-	(5)
Change in operating right-of-use assets	301	267
Changes in operating assets and liabilities:		
Accounts receivable	(3,892)	9,558
Prepaid expenses and other current assets	576	1,787
Net of transit accounts receivable and payable	(242)	(4,393)
Accounts payable and accrued expenses	710	1,358
Accrued payroll and related costs	1,493	2,665
Operating lease liabilities	(274)	(241)
Income taxes payable	(9)	(71)
Deferred revenue	(1,401)	356
Deposits	2	(4)
Total adjustments and changes in operating assets and liabilities	(1,174)	12,474
Net cash provided by operating activities	2,670	16,660
<b>Cash flows from investing activities:</b>		
Property and equipment acquired	(97)	(427)
Net cash used in investing activities	(97)	(427)
<b>Cash flows from financing activities:</b>		
Net borrowings (repayments) under revolving credit facility	4,128	(11,553)
Issuance of stock for employee stock purchase plan	308	281
Retirement of common shares	(17)	(939)
Changes in finance lease obligations	(235)	(184)
Purchase of treasury stock	(6,688)	(3,188)
Net cash used in financing activities	(2,504)	(15,583)
Effect of exchange rate changes on cash	(370)	(198)
(Decrease) increase in cash	(301)	452
Cash at beginning of period	2,922	4,729
Cash at end of period	\$ 2,621	\$ 5,181
<b>Supplemental cash flow information:</b>		
Cash paid for:		
Interest	\$ 1,284	\$ 740
Income taxes	\$ 457	\$ 494
<b>Non-cash operating activities:</b>		
Acquisition of right-of-use assets in exchange for lease obligations	\$ -	\$ 233

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

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands, except share and per share amounts, unless otherwise indicated)

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**1. Basis of Presentation**

The accompanying condensed consolidated interim financial statements of RCM Technologies, Inc. and subsidiaries ("RCM" or the "Company") are unaudited. The year-end consolidated balance sheet was derived from the Company's audited statements but does not include all disclosures required by accounting principles generally accepted in the United States. These statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission pertaining to reports on Form 10-Q and should be read in conjunction with the Company's consolidated financial statements and the notes thereto for the year ended January 3, 2026, included in the Company's Annual Report Form 10-K for such period. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations.

The condensed consolidated financial statements for the unaudited interim periods presented include all adjustments (consisting only of normal, recurring adjustments) necessary for a fair presentation of financial position, results of operations and cash flows for such interim periods.

Results for the thirteen weeks ended April 4, 2026, and March 29, 2025 are not necessarily indicative of results that may be expected for the full year or any future period.

Fiscal Year

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. The current fiscal year ending January 2, 2027 (fiscal 2026) is a 52-week reporting year, and the prior fiscal year ended January 3, 2026 (fiscal 2025) was a 53-week reporting year. The fiscal quarters for fiscal 2026 and fiscal 2025 align as follows:

Fiscal 2026 Quarters	Weeks	Fiscal 2025 Quarters	Weeks
April 4, 2026	Thirteen	March 29, 2025	Thirteen
July 4, 2026	Thirteen	June 28, 2025	Thirteen
October 3, 2026	Thirteen	September 27, 2025	Thirteen
January 2, 2027	Thirteen	January 3, 2026	Fourteen

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands, except share and per share amounts, unless otherwise indicated)

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**2. Use of Estimates and Uncertainties**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenue and expenses and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

The Company uses estimates to determine a provision for credit losses on its accounts receivable, contingent consideration, litigation, medical claims, vacation, goodwill impairment, if any, equity compensation, the tax rate applied and the valuation of certain assets and liability accounts. In addition, the Company reviews its estimated costs to complete a contract and adjusts those costs when necessary. These estimates can be significant to the operating results and financial position of the Company. The estimates are based upon various factors including current and historical trends, as well as other pertinent industry and regulatory authority information. Management regularly evaluates this information to determine if it is necessary to update the basis for its estimates and to adjust for known changes.

The Company has risk participation arrangements with respect to workers compensation and healthcare insurance. The amounts included in the Company's costs related to this risk participation are estimated and can vary based on changes in assumptions, the Company's claims experience or the providers included in the associated insurance programs.

The Company can be affected by a variety of factors including uncertainty relating to the performance of the general economy, competition, demand for the Company's services, adverse litigation and claims and the hiring, training and retention of key employees.

Fair Value of Financial Instruments

The Company's carrying value of financial instruments, consisting primarily of accounts receivable, transit accounts receivable, accounts payable and accrued expenses, transit accounts payable and borrowings under revolving credit facility approximates fair value due to their liquidity or their short-term nature and the revolving credit facility's variable interest rate. The Company does not have derivative products in place to manage risks related to foreign currency fluctuations for its foreign operations or for interest rate changes.

The Company re-measures the fair value of the contingent consideration at each reporting period and any change in the fair value from either the passage of time or events occurring after the acquisition date, is recorded in earnings in the accompanying consolidated statement of operations.

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands, except share and per share amounts, unless otherwise indicated)

**3. Revenue Recognition**

The Company records revenue under Financial Accounting Standard Board ("FASB") Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers. Revenue is recognized when we satisfy a performance obligation by transferring services promised in a contract to a customer, in an amount that reflects the consideration that we expect to receive in exchange for those services. Performance obligations in our contracts represent distinct or separate service streams that we provide to our customers.

We evaluate our revenue contracts with customers based on the five-step model under ASC 606: (1) Identify the contract with the customer; (2) Identify the performance obligations in the contract; (3) Determine the transaction price; (4) Allocate the transaction price to separate performance obligations; and (5) Recognize revenue when (or as) each performance obligation is satisfied.

The Company derives its revenue from several sources. The Company's Engineering Services and Life Sciences, Data and Solutions segments perform consulting and project solution services. The Healthcare segment specializes in long-term and short-term staffing and placement services to hospitals, schools and long-term care facilities among others. All of the Company's segments perform staff augmentation services and derive revenue from permanent placement fees.

The following table presents our revenue disaggregated by revenue source for the thirteen weeks ended April 4, 2026 and March 29, 2025:

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
<b>Specialty Healthcare:</b>		
Time and Material	\$ 47,785	\$ 42,872
Permanent Placement Services	319	411
<b>Total Specialty Healthcare</b>	<b>\$ 48,104</b>	<b>\$ 43,283</b>
<b>Engineering:</b>		
Time and Material	\$ 12,778	\$ 14,507
Fixed Fee	13,359	17,635
<b>Total Engineering</b>	<b>\$ 26,137</b>	<b>\$ 32,142</b>
<b>Life Sciences, Data and Solutions:</b>		
Time and Material	\$ 5,957	\$ 6,030
Permanent Placement Services	147	71
Fixed Fee	2,693	2,947
<b>Total Life Sciences, Data and Solutions</b>	<b>\$ 8,797</b>	<b>\$ 9,048</b>
	<b>\$ 83,038</b>	<b>\$ 84,473</b>

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands, except share and per share amounts, unless otherwise indicated)

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**3. Revenue Recognition (Continued)**

Time and Material

The Company's Healthcare segment predominantly generates revenue from time-and-materials arrangements. In contrast, its Engineering and Life Sciences, Data and Solutions segments generate revenue from both time-and-materials and fixed-fee arrangements. Revenue from time-and-materials contracts is recognized over time as performance obligations are satisfied, because the customer simultaneously receives and consumes the benefits of the services performed. These contracts are typically based on the number of hours worked at contractually agreed-upon rates. Accordingly, revenue is recognized based on hours worked at contracted rates, which represents an output method that directly reflects the value of services transferred to the customer.

Fixed Fee

From time to time, primarily within the Engineering segment, the Company enters into fixed-fee contracts requiring the delivery of specified services or project-based deliverables. The Company operates under master services agreements that establish general terms and conditions, with project-specific purchase orders defining the scope, pricing, and duration of individual engagements, which are typically performed over six to nine months.

Revenue from fixed-fee arrangements is recognized over time as performance obligations are satisfied, as the customer simultaneously receives and consumes the benefits of the services performed. The Company measures progress toward completion using either an input method (e.g., costs incurred relative to total estimated costs) or an output method (e.g., achievement of contractual milestones or delivery of specified units), depending on which method best depicts the transfer of control of services to the customer. The Company primarily applies an input method based on costs incurred relative to total estimated costs (cost-to-cost method). In contrast, output methods are used in arrangements in which milestones or deliverables correspond directly to the transfer of control to the customer.

Billings in excess of revenue recognized are recorded as contract liabilities (deferred revenue), while revenue recognized in excess of billings is recorded as contract assets. Certain contracts may include provisions that limit total billings or the timing of revenue recognition. The Company evaluates contracts for potential losses and records provisions for estimated losses in the period such losses become probable and can be reasonably estimated. Costs incurred in fulfilling contracts are expensed as incurred unless they qualify for capitalization under applicable accounting guidance.

Permanent Placement Services

The Company earns permanent placement fees from providing permanent placement services. These fees are typically based on a percentage of the compensation paid to the person placed with the Company's client. The Company guarantees its permanent placements on a prorated basis for 90 days. In the event a candidate is not retained for the 90-day period, the Company will provide a suitable replacement candidate. If a replacement candidate cannot be located, the Company will provide a prorated refund to the client. An allowance for refunds, based upon the Company's historical experience, is recorded in the financial statements.

Deferred Revenue

There was \$13.4 million of deferred revenue as of April 4, 2026. Deferred revenue was \$14.8 million as of January 3, 2026. Revenue is recognized when the service has been performed. Deferred revenue may be recognized over a period exceeding one year from the time it was recorded on the balance sheet, although this is an infrequent occurrence. For the thirteen weeks ended April 4, 2026 and March 29, 2025, the Company recognized revenue of \$6.4 million and \$3.1 million, respectively, that was included in deferred revenue at the beginning of the reporting period.

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands, except share and per share amounts, unless otherwise indicated)

**3. Revenue Recognition (Continued)**

Concentration

During the thirteen weeks ended April 4, 2026, the Company had two customers exceed 10% of consolidated revenue, representing 25.1% and 15.3% of consolidated revenue, respectively. During the thirteen weeks ended March 29, 2025, the Company had two customers exceed 10% of consolidated revenue, representing 21.1% and 13.0% of consolidated revenue, respectively. In both periods presented, the customers are included in the Company's Specialty Healthcare segment.

**4. Accounts Receivable, Transit Accounts Receivable and Transit Accounts Payable**

The Company's accounts receivable and contract assets, net comprise the following:

	April 4, 2026	January 3, 2026
Billed	\$ 56,887	\$ 47,987
Unbilled	17,323	23,942
Contract assets	12,174	10,543
Provision for credit losses	(1,229)	(1,229)
<b>Accounts receivable and contract assets, net</b>	<b>\$ 85,155</b>	<b>\$ 81,243</b>

Unbilled receivables primarily represent revenue earned, whereby those services are ready to be billed as of the balance sheet ending date. Contract assets primarily represent revenue earned under contracts that the Company contractually invoices at future dates.

From time to time, the Company's Engineering segment enters into agreements to provide, among other things, construction management and engineering services. Pursuant to these agreements, the Company a) may purchase equipment on behalf of the Company's customer or engage subcontractors to provide construction or other services; b) typically earns a fixed percentage of the total project value; and c) assumes no ownership or risks of inventory. In such situations, the Company acts as an agent under the provisions of ASC 606 "Revenue from Contracts with Customers" and therefore recognizes revenue on a "net-basis." The Company records revenue on a "net" basis on relevant engineering and construction management projects, which require subcontractor/procurement costs or transit costs. In those situations, the Company charges the client a negotiated fee, which is reported as net revenue when earned.

Under the terms of the agreements, the Company is typically not required to pay the subcontractor until after the corresponding payment from the Company's end-client is received. Upon invoicing the end-client on behalf of the subcontractor or staffing agency, the Company records this amount simultaneously as both a "transit account receivable" and "transit account payable," as the amount when paid to the Company is due to and generally paid to the subcontractor within a few days. The Company typically does not pay a given transit account payable until the related transit account receivable is collected. The Company is typically obligated to pay the subcontractor or staffing agency whether or not the client pays the Company. The Company's transit accounts payable generally exceeds the Company's transit accounts receivable but absolute amounts and spreads fluctuate significantly from quarter to quarter in the normal course of business. The transit accounts receivable was \$6.7 million and related transit accounts payable was \$14.7 million, for a net payable of \$8.0 million, as of April 4, 2026. The transit accounts receivable was \$8.0 million and related transit accounts payable was \$16.2 million, for a net payable of \$8.2 million, as of January 3, 2026.

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands, except share and per share amounts, unless otherwise indicated)

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**5. Property and Equipment**

Property and equipment are stated at cost, less accumulated depreciation and amortization, and are depreciated or amortized on the straight-line method at rates calculated to provide for retirement of assets at the end of their estimated useful lives. Computer hardware and software, and furniture and office equipment are typically depreciated over five years. Leasehold improvements are amortized over the shorter of the estimated life of the asset or the lease term.

Property and equipment comprise the following:

	April 4, 2026		January 3, 2026
Computers and systems	\$ 9,612	\$	9,486
Equipment and furniture	453		440
Leasehold improvements	684		723
Laboratory equipment	218		221
	10,967		10,870
Less: accumulated depreciation and amortization	4,158		3,605
Property and equipment, net	\$ 6,809	\$	7,265

The Company periodically writes off fully depreciated and amortized assets. The Company did not write off any fully depreciated and amortized assets during the thirteen week periods ended April 4, 2026 and March 29, 2025. Depreciation and amortization expense of property and equipment for the thirteen weeks ended April 4, 2026 and March 29, 2025 was \$554 and \$424, respectively.

**6. Acquisitions and Divestitures**

The purchase method of accounting in accordance with FASB ASC 805, "Business Combinations," was applied for all acquisitions. This requires the cost of an acquisition to be allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their respective fair values at the date of acquisition with the excess cost accounted for as goodwill. Goodwill arising from the acquisitions is attributable to expected sales synergies from combining the operations of the acquired business with those of the Company.

As of both April 4, 2026, and January 3, 2026 there were no active acquisitions whereby contingent consideration could be paid.

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**7. Goodwill**

Goodwill represents the premium paid over the fair value of the net tangible and intangible assets acquired in business combinations. The Company tests goodwill for impairment on an annual basis as of the last day of the Company's fiscal year or more frequently if events occur or circumstances change indicating that the fair value of goodwill may be below the carrying amount. The Company reviewed industry and market conditions, reporting unit specific events as well as overall financial performance and determined that no indicators of impairment of goodwill existed during the thirteen weeks ended April 4, 2026. As such, no impairment loss on the Company's intangible assets during the thirteen weeks ended April 4, 2026 was recorded as a result of such review.

The carrying amount of goodwill as of April 4, 2026 and January 3, 2026 was as follows:

Engineering	Specialty Healthcare	Life Sciences, Data and Solutions	Total
\$ 11,918	\$ 2,398	\$ 7,831	\$ 22,147

**8. Revolving Credit Facility**

On December 3, 2024, the Company entered into a Fifth Amended and Restated Loan Agreement (the "Fifth Amended and Restated Loan Agreement" or the "Revolving Credit Facility") with Citizens Bank, N.A., as lender (in such capacity, the "Lender") and as administrative agent and arranger (in such capacity, the "Administrative Agent"), to amend and restate in its entirety that certain Fourth Amended and Restated Agreement dated as of April 24, 2023.

The Fifth Amended and Restated Loan Agreement is increased from \$45.0 million under the Fourth Amended and Restated Agreement to \$65.0 million (with an accordion feature permitting the increase of the total commitment by an additional \$20.0 million, subject to the consent of the Administrative Agent and the Lenders), and permits the Borrowers to request the issuance of trade and standby letters of credit thereunder. The Fifth Amended and Restated Loan Agreement has a maturity date of December 3, 2029.

On February 20, 2026, the Company amended (Amendment 1) the Fifth Amended and Restated Loan Agreement. Under Amendment 1, the total commitment is increased from a maximum limit of \$65.0 million to a maximum limit of \$75.0 million. The increased limit applies from February 20, 2026 through August 31, 2026. From and after September 1, 2026 through the Maturity Date of the Fifth Amended and Restated Loan Agreement, the total commitment shall revert to \$65.0 million. All other material terms remain unchanged.

Borrowings under the Revolving Credit Facility bear interest at one of two alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) SOFR (Secured Overnight Financing Rate), plus applicable margin or (ii) the agent bank's prime rate generally borrowed over shorter durations. The Company also pays unused line fees based on the amount of the Revolving Credit Facility that is not drawn. Unused line fees are recorded as interest expense. The effective weighted average interest rate, including unused line fees, for the thirteen weeks ended April 4, 2026 and March 29, 2025 was 5.7% and 6.0%, respectively.

All borrowings under the Fifth Amended and Restated Loan Agreement remain collateralized with substantially all of the Company's assets, as well as the capital stock of its subsidiaries. The Revolving Credit Facility also contains various financial and non-financial covenants, such as a covenant that restricts the Company's ability to borrow in order to pay dividends. As of April 4, 2026, the Company was in compliance with all covenants contained in the Revolving Credit Facility. The Company believes that it will maintain compliance with its financial covenants for the foreseeable future.

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**8. Revolving Credit Facility (Continued)**

Borrowings under the Revolving Credit Facility as of April 4, 2026 and January 3, 2026 were \$28.8 million and \$24.7 million, respectively. There were letters of credit outstanding at April 4, 2026 and January 3, 2026 for \$12.9 million and \$13.2 million, respectively. At April 4, 2026 and January 3, 2026, the Company had availability for additional borrowings under the Revolving Credit Facility of \$33.3 million and \$27.1 million, respectively.

**9. Per Share Data**

The Company uses the treasury stock method to calculate the weighted-average shares outstanding used for diluted earnings per share. The number of weighted-average shares used to calculate basic and diluted earnings per share for the thirteen weeks ended April 4, 2026 and March 29, 2025 was determined as follows:

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
Basic weighted average shares outstanding	7,253,843	7,616,460
Dilutive effect of outstanding restricted share awards	158,472	125,021
<b>Diluted weighted average shares outstanding</b>	<b>7,412,315</b>	<b>7,741,481</b>

For all periods presented, there were no stock options outstanding.

Unissued shares of common stock were reserved for the following purposes:

	April 4, 2026	March 29, 2025
Time-based restricted stock awards outstanding	172,136	215,520
Performance-based restricted stock awards outstanding	281,407	187,500
Future grants of options or shares	1,252,652	365,680
Shares reserved for employee stock purchase plan	198,304	233,927
<b>Total</b>	<b>1,904,449</b>	<b>1,002,627</b>

**10. Share-Based Compensation**

At April 4, 2026, the Company had three share-based employee compensation plans, the Employee Stock Purchase Plan, the 2014 Omnibus Equity Compensation Plan, and the 2025 Omnibus Equity Compensation Plan.

The Company measures the fair value of share-based awards, if and when granted, based on the Black-Scholes method and using the closing market price of the Company's common stock on the date of grant. Awards typically vest over periods ranging from one to five years and expire within 10 years of issuance. The Company may also issue immediately vested equity awards. Share-based compensation expense related to time-based awards is amortized in accordance with applicable vesting periods using the straight-line method. The Company expenses performance-based awards only when the performance metrics are likely to be achieved and the associated awards are therefore likely to vest. Performance-based share awards that are likely to vest are also expensed on a straight-line basis over the vesting period but may vest on a retroactive basis or be reversed, depending on when it is determined that they are likely to vest, or in the case of a reversal when they are later determined to be unlikely to vest or forfeited. Discussion of share and share-based awards herein references awards of shares and share units.

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**10. Share-Based Compensation (Continued)**

Share-based compensation expense for the thirteen weeks ended April 4, 2026 and March 29, 2025 was \$1,008 and \$773, respectively. Share-based compensation expense for performance-based equity agreements was \$672 and \$452 for the thirteen weeks ended April 4, 2026 and March 29, 2025, respectively. Share-based compensation expense is included in selling, general and administrative expense in the Company's condensed consolidated statement of operations.

As of April 4, 2026, the Company had \$5.1 million of total unrecognized compensation cost, with approximately \$1.6 million related to time-based non-vested share-based awards outstanding and \$3.5 million related to performance-based non-vested share-based awards outstanding. The Company expects to recognize the expense associated with time-based non-vested share-based awards through fiscal 2035. If earned, the Company will recognize the expense associated with performance-based non-vested share-based awards straight-line through fiscal 2030. These amounts do not include a) the cost of any additional share-based awards granted in future periods or b) the impact of any potential changes in the Company's forfeiture rate.

Incentive Share-Based Plans

*Employee Stock Purchase Plan*

The Company implemented the 2001 Employee Stock Purchase Plan (the "Purchase Plan") with stockholder approval, effective January 1, 2001. Under the Purchase Plan, employees meeting certain specific employment qualifications are eligible to participate and can purchase shares of common stock semi-annually through payroll deductions at the lower of 85% of the fair market value of the stock at the commencement or end of the offering period. The purchase plan permits eligible employees to purchase shares of common stock through payroll deductions for up to 10% of qualified compensation, subject to maximum purchases in any one fiscal year of 3,000 shares.

In fiscal 2015, the Company amended the Purchase Plan with stockholder approval to increase the aggregate number of shares of stock reserved for issuance or transfer under the Purchase Plan by an additional 300,000 shares so that the total number of shares of stock reserved for issuance or transfer under the Plan shall be 1,100,000 shares and to extend the expiration date of the Purchase Plan to December 31, 2025. In fiscal 2018, the Company amended the Purchase Plan with shareholder approval to increase the aggregate number of shares of stock reserved for issuance or transfer under the Purchase Plan by an additional 300,000 shares so that the total number of shares of stock reserved for issuance or transfer under the Plan shall be 1,400,000 shares. In fiscal 2021, the Company amended the Purchase Plan with stockholder approval to increase the aggregate number of shares of stock reserved for issuance or transfer under the Purchase Plan by an additional 400,000 shares so that the total number of shares of stock reserved for issuance or transfer under the Plan shall be 1,800,000 shares and the termination date of the Purchase Plan was extended to December 31, 2030.

The Company has two offering periods in the Purchase Plan coinciding with the Company's first two fiscal quarters and the last two fiscal quarters. Actual shares are issued on the first business day of the subsequent offering period for the prior offering period payroll deductions. The number of shares issued on January 5, 2026 (the first business day following the previous offering period) was 18,270. As of April 4, 2026, there were 198,304 shares available for issuance under the Purchase Plan. Compensation expense, representing the discount to the quoted market price, for the Purchase Plan for both the thirteen weeks ended April 4, 2026 and March 29, 2025 was \$75.

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**10. Share-Based Compensation (Continued)**

2014 Omnibus Equity Compensation Plan (the 2014 Plan)

The 2014 Plan, approved by the Company's stockholders in December 2014, initially provided for the issuance of up to 625,000 shares of the Company's common stock to officers, non-employee directors, employees of the Company and its subsidiaries, or consultants and advisors utilized by the Company. In fiscal 2016, fiscal 2020, and fiscal 2022, the Company amended, or amended and restated, the 2014 Plan with stockholder approval to increase the aggregate number of shares of stock reserved for issuance under the Plan by an additional 500,000, 850,000, and 1,000,000 shares, respectively, so that the total number of shares of stock reserved for issuance under the Plan is 2,975,000 shares. The expiration date of the Plan is December 17, 2030, unless the 2014 Plan is terminated earlier by the Board or is extended by the Board with the approval of the stockholders. The Compensation Committee of the Board of Directors determines the vesting period at the time of grant.

All stock awards typically include dividend accrual equivalents, which means that any dividends paid by the Company during the vesting period become due and payable after the vesting period assuming the grantee's stock award fully vests. Dividends for these grants are accrued on the dividend payment dates and included in accounts payable and accrued expenses on the accompanying consolidated balance sheet. As of April 4, 2025, there were no accrued dividends. Dividends for stock awards that ultimately do not vest are forfeited.

As of April 4, 2026, under the 2014 Plan, 172,136 time-based shares were outstanding, 281,407 performance-based restricted stock awards were outstanding and 252,652 shares were available for awards.

The intrinsic value of all equity grants for the thirteen weeks ended April 4, 2026 and March 29, 2025 was \$8.8 million and \$6.4 million, respectively. These amounts are based on the equity price on the last trading day in the period presented.

2025 Omnibus Equity Compensation Plan (the 2025 Plan)

The 2025 Plan, approved by the Company's stockholders in December 2025, provided for the issuance of up to 1,000,000 shares of the Company's common stock to officers, non-employee directors, employees of the Company and its subsidiaries, or consultants and advisors utilized by the Company. The expiration date of the Plan is December 17, 2035, unless the 2025 Plan is terminated earlier by the Board or is extended by the Board with the approval of the stockholders. The Compensation Committee of the Board of Directors determines the vesting period at the time of grant.

All stock and stock unit awards typically include dividend accrual equivalents, which means that any dividends paid by the Company during the vesting period become due and payable after the vesting period, assuming the grantee's stock award fully vests. Dividends for these grants are accrued on the dividend payment dates and included in accounts payable and accrued expenses on the accompanying consolidated balance sheet. As of April 4, 2026, there were no accrued dividends. Dividends for stock and stock unit awards that ultimately do not vest are forfeited.

As of April 4, 2026, under the 2025 Plan, there were no outstanding equity awards, therefore, up to 1,000,000 shares may be awarded subject to the provisions of the 2025 Plan.

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Time-Based Restricted Stock Awards

From time-to-time the Company issues time-based restricted stock awards. The following summarizes the activity in the time-based restricted stock awards under the 2014 Plan during the thirteen weeks ended April 4, 2026:

	Number of Time-Based Restricted Stock Awards	Weighted Average Grant Date Fair Value per Share
Outstanding non-vested at January 3, 2026	179,037	\$ 13.52
Granted	-	-
Vested	(3,901)	\$ 17.95
Forfeited or expired	(3,000)	\$ 15.60
Outstanding non-vested at April 4, 2026	172,136	\$ 13.17

Based on the closing price of the Company's common stock of \$19.30 per share on April 2, 2026 (the last trading day prior to April 4, 2026), the intrinsic value of the time-based non-vested restricted stock awards at April 4, 2026 was approximately \$3.3 million. As of April 4, 2026, there was approximately \$1.6 million of total unrecognized compensation cost related to time-based restricted stock awards, which is expected to be recognized over the average weighted remaining vesting period of the restricted stock awards through fiscal 2035.

Share-based compensation for time-based equity agreements was \$261 and \$246 for the thirteen week periods ended April 4, 2026 and March 29, 2025, respectively

Performance-Based Restricted Stock Awards

From time-to-time the Company issues performance-based restricted stock awards to its executives. Performance-based restricted stock awards are typically vested based on certain multi-year performance metrics as determined by the Board of Directors Compensation Committee.

The Company assesses at each reporting date whether achievement of any performance condition is probable and recognizes the expense when achievement of the performance condition becomes probable. The Company will then recognize the appropriate expense cumulatively in the year performance becomes probable and recognize the remaining compensation cost over the remaining requisite service period. If at a later measurement date, the Company determines that performance-based restricted stock awards deemed as likely to vest are deemed as unlikely to vest, the expense recognized will be reversed.

The following summarizes the activity in the performance-based restricted stock awards during the thirteen weeks ended April 4, 2026:

	Number of Performance- Based Restricted Stock Awards	Weighted Average Grant Date Fair Value per Share
Outstanding non-vested at January 3, 2026	282,157	\$ 24.69
Granted	-	-
Vested	-	-
Forfeited or expired	(750)	\$ 15.60
Outstanding non-vested at April 4, 2026	281,407	\$ 24.72

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Performance-Based Restricted Stock Awards (continued)

Based on the closing price of the Company's common stock of \$19.30 per share on April 2, 2026 (the last trading day prior to April 4, 2026), the intrinsic value of the performance-based non-vested restricted stock awards at April 4, 2026 was approximately \$5.5 million. As of April 4, 2026, there was approximately \$3.5 million of total unrecognized compensation cost related to performance-based restricted stock awards, which is expected to be recognized over the average weighted remaining vesting period of the restricted stock awards through fiscal 2030.

Share-based compensation for performance-based equity agreements was \$672 and \$452 for the thirteen week periods ended April 4, 2026 and March 29, 2025, respectively.

**11. Treasury Stock and Retired Share Transactions**

On March 29, 2024, the Board authorized a program to repurchase shares of its common stock up to an amount not to exceed \$50.0 million, inclusive of amounts remaining under the existing repurchase authorization. The program (the Treasury Stock Repurchase Plan) is designed to provide the Company with enhanced flexibility over the long term to optimize its capital structure. Shares of the Common Stock may be repurchased in the open market or through negotiated transactions. The program may be terminated or suspended at any time at the discretion of the Company. The Company may enter into a Rule 10b5-1 trading plan to effect a portion of the authorized purchases if the criteria set forth in the plan are met. Such a plan would enable the Company to repurchase its shares during periods outside of its normal trading windows when the Company typically would not be active in the market.

During the thirteen weeks ended April 4, 2026, the Company purchased 348,366 shares at an average price of \$19.03 per share. During the thirteen weeks ended March 29, 2025, the Company purchased 183,432 shares at an average price of \$17.37 per share. As of April 4, 2026, the Company had \$28.3 million available for future treasury stock purchases.

The Company accrued \$62 and \$4 for excise tax associated with its Treasury Stock Repurchase Plan during the thirteen weeks ended April 4, 2026, and March 29, 2025, respectively. Excise tax is recorded directly to additional paid-in capital.

During the thirteen weeks ended April 4, 2026, the Company issued and retired 828 shares associated with equity grants that vested, the proceeds of which were used to fund payroll taxes associated the vested shares. During the thirteen weeks ended March 29, 2025, the Company issued and retired 44,681 shares associated with equity grants that vested.

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**12. New Accounting Standards and Updates**

In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses (Subtopic 220-40). The ASU requires the disaggregated disclosure of specific expense categories, including purchases of inventory, employee compensation, depreciation, and amortization, within relevant income statement captions. This ASU also requires disclosure of the total amount of selling expenses along with the definition of selling expenses. The ASU is effective for annual periods beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Adoption of this ASU can either be applied prospectively to consolidated financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any or all periods presented in the consolidated financial statements. Early adoption is also permitted. This ASU will likely result in the required additional disclosures being included in our consolidated financial statements, once adopted. We are currently evaluating the provisions of this ASU.

In August 2025, the FASB issued ASU 2025-06, Intangibles -Goodwill and Other – Internal-Use Software (Subtopic 350-40). The narrowly drawn changes primarily focus on how companies decide when to count software development costs as an asset (capitalize them). Under the new guidance, a company can capitalize software costs once two conditions are met: the company's leadership has approved and committed to funding the project, and it is likely the project will be finished, and the software will work as intended. The ASU is effective for annual reporting periods beginning after December 15, 2027. We are currently evaluating the provisions of this ASU.

In December 2025, the FASB issued ASU No. 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements. The ASU clarifies interim disclosure requirements and the applicability of Topic 270. The objective of the amendments is to provide further clarity about the current interim disclosure requirements. The ASU is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Adoption of this ASU can be applied on either a prospective or a retrospective approach. Early adoption is permitted. We are currently evaluating the provisions of this ASU.

In December 2025, the FASB issued ASU No. 2025-12, Codification Improvements. The ASU addresses thirty-three items, representing the changes to the Codification that (1) clarify, (2) correct errors, or (3) make minor improvements. Generally, the amendments in this Update are not intended to result in significant changes for most entities. The ASU is effective for interim reporting periods within annual reporting periods beginning after December 15, 2026. The adoption method of this ASU may vary, on an issue-by-issue basis. Early adoption is permitted. We are currently evaluating the provisions of this ASU.

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**13. Segment Information**

The Company follows ASC 280, "Segment Reporting," which establishes standards for companies to report information about operating segments, geographic areas and major customers. The accounting policies of each reportable segment are the same as those described in the summary of significant accounting policies (see Note 1 to the Company's Consolidated Financial Statements).

The Company reports segment information based on the management approach, which designates the internal reporting used by the Chief Operating Decision Makers ("CODMs"), who were Bradley Vizi, Chief Executive Officer, and Kevin Miller, Chief Financial Officer. The Company's CODMs are responsible for making decisions regarding the Company's business, including resource allocations and performance assessments based on historical and future segment revenue, operating expenses, and operating income (loss) before interest and taxes.

In the second quarter of fiscal 2025, the Company made certain revisions to the internal measurement of segment operating results for the purpose of evaluating segment performance and resource allocation. The revised segment reporting now presents corporate operating costs separately instead of allocating them to the operating segments. The revision was the result of a shift in the CODM's more granular and independent focus on the now four segments. We have presented the revised segment results for both fiscal 2025 and the prior period on a comparable basis.

The following tables summarize the results of operations and total assets by segment provided to the CODMs. Segment operating income (loss) includes selling, general, and administrative expenses directly attributable to that segment. The following tables reflect the results of the reportable segments consistent with the Company's management system. Please refer to the segment discussion of the Management's Discussion and Analysis of Financial Condition and Results of Operations section of this Report on Form 10-Q.

<b>Thirteen Weeks Ended</b>	Specialty		Engineering		Life Sciences, Data & Solutions		Corporate	Total
<b>April 4, 2026</b>	Healthcare							
Revenue	\$ 48,104	\$ 26,137	\$ 8,797	\$ -	\$ 83,038			
Cost of services	34,663	20,836	5,518	-	61,017			
Gross profit	13,441	5,301	3,279	-	22,021			
Selling, general and administrative	6,683	2,703	1,198	4,945	15,529			
Depreciation and amortization of property and equipment	122	223	36	173	554			
Operating income	\$ 6,636	\$ 2,375	\$ 2,045	\$ (5,118)	\$ 5,938			
Total assets as of April 4, 2026	\$ 44,955	\$ 64,288	\$ 13,525	\$ 12,559	\$ 135,327			
Property and equipment acquired	\$ 33	\$ 41	\$ -	\$ 23	\$ 97			

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**13. Segment Information (Continued)**

<b>Thirteen Weeks Ended</b>	<b>Life Sciences, Data &amp; Solutions</b>					<b>Corporate</b>	<b>Total</b>
<b>March 29, 2025</b>	<b>Specialty Healthcare</b>	<b>Engineering</b>	<b>Solutions</b>	<b>Corporate</b>	<b>Corporate</b>	<b>Corporate</b>	<b>Total</b>
Revenue	\$ 43,283	\$ 32,142	\$ 9,048	\$ -	\$ -	\$ -	\$ 84,473
Cost of services	31,080	25,957	5,458	-	-	-	62,495
Gross profit	12,203	6,185	3,590	-	-	-	21,978
Selling, general and administrative	5,929	3,134	1,426	4,482	-	-	14,971
Depreciation and amortization of property and equipment	100	171	40	113	-	-	424
Operating income	\$ 6,174	\$ 2,880	\$ 2,124	\$ (4,595)	\$ -	\$ -	\$ 6,583
Total assets as of March 29, 2025	\$ 16,121	\$ 47,485	\$ 44,206	\$ 13,180	\$ -	\$ -	\$ 120,992
Property and equipment acquired	\$ 35	\$ 66	\$ 54	\$ 272	\$ -	\$ -	\$ 427

The Company derives a majority of its revenue from offices in the United States. Revenues reported for each operating segment are all from external customers. The Company is domiciled in the United States and its segments operate in the United States, Canada, Puerto Rico and Europe. Revenue by geographic area for the thirteen weeks ended April 4, 2026 and March 29, 2025 was as follows:

	<b>Thirteen Weeks Ended</b>	
	<b>April 4, 2026</b>	<b>March 29, 2025</b>
<b>Revenue</b>		
United States	\$ 77,740	\$ 78,838
Canada	1,304	1,916
Puerto Rico	1,760	1,607
Europe	2,234	2,112
	\$ 83,038	\$ 84,473

Total assets by geographic area as of the reported periods were as follows:

	<b>April 4, 2026</b>	<b>January 3, 2026</b>
<b>Total assets</b>		
United States	\$ 122,729	\$ 123,021
Canada	1,869	1,828
Puerto Rico	2,892	2,637
Europe	7,410	6,594
Philippines	427	317
	\$ 135,327	\$ 134,397

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**14. Income Taxes**

The Company recognized \$1.5 million of income tax expense for the thirteen weeks ended April 4, 2026 as compared to \$1.7 million for the comparable prior-year period. The consolidated effective income tax rate for the current period was 28.5% as compared to 28.9% for the comparable prior-year period. The effective income tax rates for the thirteen weeks ended April 4, 2026, were approximately 29.0%, 23.4%, 28.0%, and 24.9% in the United States/Puerto Rico, Canada, Europe, and the Philippines, respectively. The relative income or loss generated in each jurisdiction can materially impact the overall effective income tax rate of the Company, particularly the ratio of Canadian and European pretax income versus U.S. pretax income. The effective income tax rate can also be impacted by discrete permanent differences affecting any period presented. The comparable prior-year period estimated income tax rates were 29.3%, 26.7%, and 55.7% in the United States, Canada, and Europe, respectively.

Differences between the effective tax rate and the applicable U.S. federal statutory rate may arise, primarily from the effect of state and local income taxes, share-based compensation, and potential tax credits available to the Company. The actual 2026 effective tax rate may vary from the estimate depending on the actual operating income earned in various jurisdictions, the potential availability of tax credits, the vesting of share-based awards, and the amount of any permanent book to tax differences.

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**15. Contingencies**

From time to time, the Company is a defendant in various legal actions that arise in the ordinary business course. These matters may relate to professional liability, tax, compensation, contract, competitor disputes, and employee-related matters and include individual and class action lawsuits, as well as inquiries and investigations by governmental agencies regarding the Company's employment and compensation practices. Additionally, some of the Company's clients may also become subject to claims, governmental inquiries and investigations, and legal actions relating to the Company's professional services. Depending upon the particular facts and circumstances, the Company may also be subject to indemnification obligations under its contracts with such clients relating to these matters. Any pending legal proceedings and claims that arise from time to time in the ordinary course of its business may not be covered by insurance.

As such, the Company is required to assess the likelihood of any adverse outcomes to these matters as well as potential ranges of losses and possible recoveries. The Company may not be covered by insurance as it pertains to some or all of these matters. A determination of the amount of the provision required for these commitments and contingencies, if any, which would be charged to earnings, is made after careful analysis of each matter. The Company records a liability when management believes an adverse outcome from a loss contingency is both probable and the amount, or a range, can be reasonably estimated. From time to time, the Company must estimate the potential loss even though the party adverse to the Company has not asserted any specific amounts. Significant judgment is required to determine both the probability of loss and the estimated amount. The Company reviews its loss contingencies at least quarterly and it adjusts its accruals and/or disclosures to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, or other new information, as deemed necessary. Once established, a provision may change in the future due to new developments or changes in circumstances. The Company could increase or decrease its earnings in the period that the changes are made.

The Company is exposed to various asserted claims as of January 3, 2026, where the Company believes it has a probability of loss. Additionally, the Company is exposed to other asserted claims whereby an amount of loss has not been declared, and the Company cannot determine the potential loss. Any of these various claims could result in an unfavorable outcome or settlement that exceeds the accrued amounts. However, the Company believes that such matters will not, either individually or in the aggregate, have a material adverse effect on its business, consolidated financial position, results of operations, or cash flows. As of April 4, 2026, the Company has accrued \$0.3 million for asserted claims.

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands, except share and per share amounts, unless otherwise indicated)

**16. Leases**

Leases are recorded in accordance with FASB ASC 842, Leases, which requires lessees to recognize a right-of-use ("ROU") asset and an operating lease liability for all leases with terms greater than 12 months and requires disclosures by lessees and lessors about the amount, timing, and uncertainty of cash flows arising from leases.

The Company determines if an arrangement is a lease at inception. For leases where the Company is the lessee, right-of-use assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent an obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit interest rate, the Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of lease payments. The right-of-use asset also includes any lease incentives received. The lease terms used to calculate the right-of-use asset and related lease liability include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for operating leases is recognized on a straight-line basis over the lease term as an operating expense while the expense for finance leases is recognized as depreciation expense and interest expense using the accelerated interest method of recognition. The Company has lease agreements which require payments for lease and non-lease components. The Company has elected to account for these as a single lease component with the exception of its real estate leases.

The components of lease expense were as follows:

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
Operating lease cost	\$ 362	\$ 346
Finance lease cost		
Amortization of right-of-use assets	\$ 237	\$ 181
Interest on lease liabilities	12	20
<b>Total finance lease cost</b>	<b>\$ 249</b>	<b>\$ 201</b>

Supplemental Cash Flow information related to leases was as follows:

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 334	\$ 313
Operating cash flows from finance leases	\$ 15	\$ 22
Financing cash flows from finance leases	\$ 235	\$ 171
Right-of-use assets obtained in exchange for lease obligations		
Operating leases	\$ -	\$ 233

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands, except share and per share amounts, unless otherwise indicated)

**16. Leases (Continued)**

Supplemental Balance Sheet information as of April 4, 2026 and January 3, 2026 related to leases was as follows:

	April 4, 2026	January 3, 2026
<b>Operating leases</b>		
Operating lease right-of-use assets	\$ 4,531	\$ 4,832
Operating lease liabilities - current	\$ (1,207)	\$ (1,209)
Operating lease liabilities - non-current	(3,542)	(3,813)
<b>Total operating lease liabilities</b>	<b>\$ (4,749)</b>	<b>\$ (5,022)</b>
<b>Finance leases</b>		
Property and equipment - (right-of-use assets)	\$ 2,395	\$ 2,394
Accumulated depreciation	(1,434)	(1,197)
Property and equipment, net	\$ 961	\$ 1,197
Finance lease liability - current	\$ (797)	\$ (843)
Finance lease liability - non-current	(191)	(380)
<b>Total finance lease liabilities</b>	<b>\$ (988)</b>	<b>\$ (1,223)</b>
<b>Weighted average remaining lease term in years</b>		
Operating leases	3.25	3.48
Finance leases	1.19	1.41
<b>Weighted average discount rate</b>		
Operating leases	6.36%	6.36%
Finance leases	4.84%	4.82%

Maturities of lease liabilities are as follows:

Fiscal Year	Operating Leases	Finance Leases
2026 (After April 4, 2026)	\$ 1,110	\$ 636
2027	1,252	387
2028	1,123	-
2029	726	-
2030	182	-
Thereafter	1,022	-
<b>Total lease payments</b>	<b>5,415</b>	<b>1,023</b>
<b>Less: imputed interest</b>	<b>(666)</b>	<b>(35)</b>
<b>Total</b>	<b>\$ 4,749</b>	<b>\$ 988</b>

**Private Securities Litigation Reform Act Safe Harbor Statement**

Certain statements included herein and in other reports and public filings made by RCM Technologies, Inc. ("RCM" or the "Company") are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements regarding the adoption by businesses of new technology solutions; the use by businesses of outsourced solutions, such as those offered by the Company, in connection with such adoption; the Company's strategic and business initiatives and growth strategies; and the outcome of litigation (at both the trial and appellate levels) and arbitrations, or other business disputes, involving the Company. Readers are cautioned that such forward-looking statements, as well as others made by the Company, which may be identified by words such as "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," "believe," and similar expressions, are only predictions and are subject to risks and uncertainties that could cause the Company's actual results and financial position to differ materially from such statements. Such risks and uncertainties include, without limitation: (i) unemployment and general economic conditions affecting the provision of life sciences, information technology and engineering services and solutions and the placement of temporary staffing personnel; (ii) the Company's ability to continue to attract, train and retain personnel qualified to meet the requirements of its clients; (iii) the Company's ability to identify appropriate acquisition candidates, complete such acquisitions and successfully integrate acquired businesses; (iv) the Company's relationships with and reliance upon significant customers, and ability to collect accounts receivable from such customers; (v) risks associated with foreign currency fluctuations and changes in exchange rates, particularly with respect to the Canadian dollar; (vi) uncertainties regarding amounts of deferred consideration and earnout payments to become payable to former stockholders of acquired businesses; (vii) the adverse effect a potential decrease in the trading price of the Company's common stock would have upon the Company's ability to acquire businesses through the issuance of its securities; (viii) the Company's ability to obtain financing on satisfactory terms; (ix) the reliance of the Company upon the continued service of its executive officers; (x) the Company's ability to remain competitive in the markets that it serves; (xi) the Company's ability to maintain its unemployment insurance premiums and workers compensation premiums; (xii) the risk of claims being made against the Company associated with providing temporary staffing services; (xiii) the Company's ability to manage significant amounts of information and periodically expand and upgrade its information processing capabilities; (xiv) the risk of cyber attacks on our information technology systems or those of our third party vendors; (xv) the Company's ability to remain in compliance with federal and state wage and hour laws and regulations; (xvi) uncertainties in predictions as to the future need for the Company's services; (xvii) uncertainties relating to the allocation of costs and expenses to each of the Company's operating segments; (xviii) the costs of conducting and the outcome of litigation, arbitrations and other business disputes involving the Company, and the applicability of insurance coverage with respect to any such litigation; (ix) the results of, and costs relating to, any interactions with stockholders of the Company who may pursue specific initiatives with respect to the Company's governance and strategic direction, including without limitation a contested proxy solicitation initiated by such stockholders, or any similar such interactions; and (xx) other geopolitical, economic, competitive, health and governmental factors affecting the Company's operations, markets, products and services. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Except as required by law, the Company undertakes no obligation to publicly release the results of any revision of these forward-looking statements to reflect these trends or circumstances after the date they are made or to reflect the occurrence of unanticipated events.

**Overview**

RCM participates in a market that is cyclical in nature and sensitive to economic changes. As a result, the impact of economic changes on revenue and operations can be substantial, resulting in significant volatility in the Company's financial performance.

The Company believes it has developed and assembled an attractive portfolio of capabilities, established a proven record of performance and credibility and built an efficient pricing structure. The Company is committed to optimizing its business model as a single-source premier provider of business and technology solutions with a strong vertical focus, offering an integrated suite of services through a global delivery platform.

The Company believes that most companies recognize the importance of advanced technologies and business processes to compete in today's business climate. However, the process of designing, developing and implementing business and technology solutions is becoming increasingly complex. The Company believes that many businesses today are focused on return on investment analysis in prioritizing their initiatives. This has had an adverse impact on spending by current and prospective clients for many emerging new solutions.

Nonetheless, the Company continues to believe that businesses must implement more advanced life sciences, information technology, and engineering solutions—including AI and specifically Agentic AI, Quality by Design (QbD), and process automation—to upgrade their systems, applications, and processes. By leveraging AI, organizations can enhance data-driven decision-making and predictive analytics, while QbD principles ensure that quality is built into every stage of development and operations. Process automation further streamlines workflows, reduces manual intervention, and increases operational efficiency. These integrated approaches enable companies to maximize productivity and optimize performance, maintaining a competitive advantage even when operating under budgetary, personnel, and expertise constraints. As companies are driven to support increasingly complex systems, applications, and processes of significant strategic value, the demand for outsourcing—especially in areas involving AI, QbD, and automation—continues to rise. The Company believes that its current and prospective clients are actively evaluating the potential for outsourcing business-critical systems, applications, and processes that incorporate these advanced methodologies.

The Company provides project management and consulting services, which are billed based on either agreed-upon fixed fees or hourly rates, or a combination of both. The billing rates and profit margins for project management and solutions services are generally higher than those for professional consulting services. The Company generally endeavors to expand its sales of higher margin solutions and project management services. The Company also realizes revenue from client engagements that range from the placement of contract and temporary technical consultants to project assignments that entail the delivery of end-to-end solutions. These services are primarily provided to the client at hourly rates that are established for each of the Company's consultants based upon their skill level, experience and the type of work performed.

The majority of the Company's services are provided under purchase orders. Contracts are used for certain more complex assignments, where engagements are for longer terms or precise documentation of the nature and scope of the assignment is necessary. Although contracts normally relate to longer-term, more complex engagements, they do not oblige the customer to purchase a minimum level of services and are generally terminable by the customer with 60 to 90 days' notice. The Company, from time to time, enters contracts requiring the completion of specific deliverables. Typically, these contracts are for less than one year. The Company recognizes revenue from these deliverables when the client accepts and approves them.

Costs of services consist primarily of salaries and compensation-related expenses for billable consultants and employees, including payroll taxes, employee benefits, and insurance. Selling, general, and administrative expenses consist primarily of personnel salaries and benefits for business development, recruiting, operating activities, and training, as well as corporate overhead expenses. Corporate overhead expenses relate to the salaries and benefits of personnel responsible for corporate activities, including the Company's corporate marketing, administrative, and financial reporting responsibilities, as well as its acquisition program. The Company records these expenses when incurred.

**Critical Accounting Policies and Use of Estimates**

This Management's Discussion and Analysis of Financial Condition and Results of Operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. In our consolidated financial statements, estimates are used for, but not limited to, accounts receivable, contract assets, provision for credit losses, goodwill, long-lived intangible assets, accounting for stock options and restricted stock and stock unit awards, litigation or other contingent accruals, accounting for income taxes, and accrued bonuses. The various estimates and assumptions taken into account include, but are not limited to:

- The Company enters into contracts or purchase orders that require the completion of specific deliverables or other fixed-fee elements. For fixed-price arrangements, revenue is recognized over time as performance obligations are satisfied. The Company measures progress toward completion using either an input method or an output method, depending on which method best depicts the transfer of control of services to the customer. The Company primarily applies an input method based on costs incurred relative to total estimated costs (cost-to-cost method). In certain arrangements, an output method, such as achieving contractual milestones or delivering specified units, is used when it more directly reflects the Company's performance. Total estimated costs are developed at contract inception and updated throughout the contract. This approach requires significant judgment, particularly with respect to estimated total costs, project margins, and progress toward completion, all of which may change over the life of a contract and affect the timing and amount of revenue recognized. When determining whether an impairment of goodwill or of an intangible asset is indicated, we consider the financial condition of our three segments to which the acquired business relates.
- The market price of the Company's stock at each grant date is used to determine the expense associated with the Company's equity awards. The market price can fluctuate on different grant dates, and the disclosures are updated to reflect changes in the expense associated with equity awards. The Company issues performance-based restricted stock and stock unit awards to its employees, which typically vest based on certain performance metrics. The Company assesses at each reporting date whether the achievement of any performance condition has become probable and recognizes the expense when that achievement becomes probable. If the Company later determines that achieving such a performance metric is unlikely, the expense recognized will be reversed.
- The Company is exposed to various asserted claims for which it believes a loss is probable. Additionally, the Company is exposed to other asserted claims for which a loss amount has not been declared, and the Company cannot determine the potential loss. Any of these various claims could result in an unfavorable outcome or settlement that exceeds the accrued amounts.
- The Company maintains a self-funded health and welfare plan. Claims history is reviewed to estimate claims incurred but not yet paid to determine the adequacy of the health and welfare accrual.
- The Company maintains a self-funded workers' compensation plan. Claims history is reviewed to estimate claims incurred but not yet paid to determine the adequacy of the workers' compensation accrual.
- Bonus accruals are reviewed and adjusted on a regular basis depending on the profitability of the Company and individual bonus agreements.

A summary of our significant accounting policies is included in our Consolidated Financial Statements, Note 1, *Summary of Significant Accounting Policies*, in our Annual Report on Form 10-K for the year ended January 3, 2026. Certain of our accounting policies are considered critical, as these policies require significant, difficult or complex judgments by management, often requiring the use of estimates about the effects of matters that are inherently uncertain. Such policies are summarized in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the year ended January 3, 2026.

**Recently Issued Accounting Pronouncements**

A discussion of the recently issued accounting pronouncements is set forth in Note 12, New Accounting Standards and Updates, in the unaudited condensed consolidated financial statements included in Part I, Item I of this Quarterly Report on Form 10-Q and is incorporated herein by reference.

**Forward-looking Information**

The Company's growth prospects are influenced by broad economic trends. The pace of customer capital spending programs, new product launches and similar activities have a direct impact on the need for engineering, life sciences, data and solutions. When the U.S., Canadian or global economies decline, the Company's operating performance could be adversely impacted. In addition, global events such as international conflicts, trade disputes, or health pandemics and endemics also have a substantial impact on our operations and financial results. The Company believes that its fiscal discipline, strategic focus on targeted vertical markets and diversification of service offerings provides some insulation from adverse trends. However, general economic declines could result in the need for future cost reductions or changes in strategy.

Additionally, changes in government regulations could result in prohibition or restriction of certain types of employment services or the imposition of new or additional employee benefits, licensing or tax requirements with respect to the provision of employment services that may reduce the Company's future earnings. There can be no assurance that the Company will be able to increase the fees charged to its clients in a timely manner and in a sufficient amount to cover increased costs as a result of any of the foregoing.

The consulting and employment services market is highly competitive with limited barriers to entry. The Company competes in global, national, regional and local markets with numerous competitors in all of the Company's service lines. Price competition in the industries the Company serves is significant, and pricing pressures from competitors and customers are increasing. The Company expects that the level of competition will remain high in the future, which could limit the Company's ability to maintain or increase its market share or profitability.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)****Thirteen Weeks Ended April 4, 2026 Compared to Thirteen Weeks Ended March 29, 2025**

A summary of operating results for the thirteen weeks ended April 4, 2026, and March 29, 2025, is as follows (in thousands):

	April 4, 2026		March 29, 2025	
	Amount	% of Revenue	Amount	% of Revenue
Revenue	\$ 83,038	100.0	\$ 84,473	100.0
Cost of services	61,017	73.5	62,495	74.0
Gross profit	22,021	26.5	21,978	26.0
Selling, general and administrative	15,529	18.7	14,971	17.7
Depreciation and amortization of property and equipment	554	0.6	424	0.5
Operating costs and expenses	16,083	19.3	15,395	18.2
Operating income	5,938	7.2	6,583	7.8
Other expense, net	562	0.7	698	0.8
Income before income taxes	5,376	6.5	5,885	7.0
Income tax expense	1,532	1.9	1,699	2.0
Net income	\$ 3,844	4.6	\$ 4,186	5.0

The Company follows a 52/53 week fiscal reporting calendar ending on the Saturday closest to December 31. The fiscal quarters ended April 4, 2026, and March 29, 2025, consisted of thirteen weeks each.

**Revenue.** Revenue decreased by \$1.4 million for the thirteen weeks ended April 4, 2026 as compared to the thirteen weeks ended March 29, 2025 (the "comparable prior-year period"). Revenue increased \$4.8 million in the Specialty Healthcare segment, decreased \$6.0 million in the Engineering segment and decreased \$0.2 million in the Life Sciences, Data and Solutions segment. See more detailed disclosure by segment in our Segment Discussion.

**Cost of Services and Gross Profit.** Cost of services decreased by \$1.5 million for the thirteen weeks ended April 4, 2026 as compared to the comparable prior-year period, primarily due to the decrease in revenue. Cost of services as a percentage of revenue for the thirteen weeks ended April 4, 2026 and March 29, 2025 was 73.5% and 74.0%, respectively. See Segment Discussion for further information regarding changes in cost of services and gross profit.

**Selling, General and Administrative.** Selling, general and administrative ("SGA") expenses were \$15.5 million for the thirteen weeks ended April 4, 2026 as compared to \$15.0 million for the comparable prior-year period. As a percentage of revenue, SGA expenses were 18.7% for the thirteen weeks ended April 4, 2026 and 17.7% for the comparable prior-year period. See Segment Discussion for further information on SGA expense changes.

**Thirteen Weeks Ended April 4, 2026 Compared to Thirteen Weeks Ended March 29, 2025 (Continued)**

**Other Expense, Net.** Other expense, net consists of interest expense, unused line fees and amortized loan costs on the Company's revolving credit facility, net of interest income and gains and losses on foreign currency transactions. Other expense, net decreased by \$0.1 million as compared to the comparable prior year period, primarily due to differences in the impact from foreign currency transactions.

**Income Tax Expense.** The Company recognized \$1.5 million of income tax expense for the thirteen weeks ended April 4, 2026 as compared to \$1.7 million for the comparable prior-year period. The consolidated effective income tax rate for the current period was 28.5% as compared to 28.9% for the comparable prior-year period. The effective income tax rates for the thirteen weeks ended April 4, 2026, were approximately 29.0%, 23.4%, 28.0%, and 24.9% in the United States/Puerto Rico, Canada, Europe, and the Philippines, respectively. The relative income or loss generated in each jurisdiction can materially impact the overall effective income tax rate of the Company, particularly the ratio of Canadian and European pretax income versus U.S. pretax income. The effective income tax rate can also be impacted by discrete permanent differences affecting any period presented. The comparable prior-year period estimated income tax rates were 29.3%, 26.7%, and 55.7% in the United States, Canada, and Europe, respectively.

Differences between the effective tax rate and the applicable U.S. federal statutory rate may arise, primarily from the effect of state and local income taxes, share-based compensation, and potential tax credits available to the Company. The actual 2026 effective tax rate may vary from the estimate depending on the actual operating income earned in various jurisdictions, the potential availability of tax credits, the vesting of share-based awards, and the amount of any permanent book to tax differences.

**Segment Discussion****Specialty Healthcare**

Specialty Healthcare revenue of \$48.1 million for the thirteen weeks ended April 4, 2026, increased 11.1%, or \$4.8 million, compared to the comparable prior-year period. The increase in revenue was driven by the Company's school clients, offset by a decrease in revenue from the Company's non-school clients. Revenue from school clients for the thirteen weeks ended April 4, 2026, was \$42.9 million as compared to \$37.3 million for the comparable prior-year period. Revenue from non-school clients for the thirteen weeks ended April 4, 2026, was \$5.2 million as compared to \$6.0 million for the comparable prior-year period. The decrease in non-school revenue was primarily driven by the reduction in revenue of \$0.7 million from a lost contract with a corrections facility. Gross profit increased by 10.1%, or \$1.2 million, to \$13.4 million for the thirteen weeks ended April 4, 2026 as compared to \$12.2 million in the comparable prior-year period. Gross profit increased due to an increase in revenue, offset by a decrease in gross profit margin. Gross profit margin for the thirteen weeks ended April 4, 2026, decreased to 27.9% compared to 28.2% for the comparable prior-year period. The decrease in gross profit margin was primarily attributed to a greater mix shift to lower-margin services. Specialty Healthcare experienced operating income of \$6.6 million for the thirteen weeks ended April 4, 2026, as compared to \$6.2 million for the comparable prior-year period. The primary reason for the increase in operating income was the increase to gross profit, offset by an increase in SGA expense to \$6.7 million for the thirteen weeks ended April 4, 2026 compared to \$5.9 million for the comparable prior-year period. SGA expense increased primarily due to sales and recruiting infrastructure investments to support revenue growth.

**Thirteen Weeks Ended April 4, 2026 Compared to Thirteen Weeks Ended March 29, 2025 (Continued)****Segment Discussion (Continued)****Engineering**

Engineering revenue of \$26.1 million for the thirteen weeks ended April 4, 2026, decreased 18.7%, or \$6.0 million, compared to the comparable prior-year period. The decrease in revenue included decreases in Energy Services revenue of \$2.2 million, Aerospace revenue of \$2.1 million, and Industrial Processing revenue of \$1.7 million. Energy Services revenue decreased primarily because of decreased activity from EPC projects. The Company believes the decrease on Energy Services revenue was primarily due to gaps between the end dates and start dates major projects. Aerospace revenue decreased primarily due to a decrease in spending from several clients. Gross profit decreased by 14.3%, or \$0.9 million, compared to the comparable prior-year period. Gross profit decreased because of the decrease in revenue, enhanced by an increase in gross profit margin. The gross profit margin of 20.3% for the current period increased from 19.2% for the comparable prior-year period. The increase in gross profit margin was primarily due to a change in mix associated with EPC project revenue from the Energy Services group and Aerospace revenue. The Engineering segment experienced operating income of \$2.4 million for the thirteen weeks ended April 4, 2026, as compared to \$2.9 million for the comparable prior-year period. The decrease in operating income was due to the decrease in gross profit, offset by a decrease in SGA expense. The Engineering segment's SGA expense of \$2.7 million decreased from \$3.1 million, primarily due to a concentrated effort to align certain costs with gross profit.

**Life Sciences, Data and Solutions**

Life Sciences, Data and Solutions revenue of \$8.8 million for the thirteen weeks ended April 4, 2026, decreased 2.8%, or \$0.2 million, compared to the comparable prior-year period. The Company primarily attributes the decrease in revenue to the timing of large projects, offset by a deemphasis of the Company's legacy staffing business. Gross profit of \$3.3 million for the thirteen weeks ended April 4, 2026, decreased 8.6%, or \$0.3 million, compared to \$3.6 million for the comparable prior-year period. Gross profit decreased due to the decrease in revenue and a decrease in gross profit margin. Gross profit margin for the thirteen weeks ended April 4, 2026, was 37.3% as compared to 39.7% for the comparable prior-year period. The Company attributes the gross profit margin decrease to normal fluctuations in project work. The Life Sciences, Data and Solutions segment experienced operating income of \$2.0 million for the thirteen weeks ended April 4, 2026, compared to \$2.1 million for the comparable prior-year period. The decrease in operating income was primarily due to the decrease in gross profit, offset by a decrease in SGA expense. The Life Sciences, Data and Solutions segment's SGA expense of \$1.2 million decreased from \$1.4 million, primarily due to a deliberate effort to gain efficiency on SGA expense.

**Corporate**

The Company's corporate SGA expense includes but is not limited to the following costs: public company-related costs, executive compensation, board compensation, directors and officers insurance, SAP ERP infrastructure, professional fees, numerous centralized functions including accounting and financial management, information technology and cyber security infrastructure, payroll, billing, accounts receivable, and marketing. The corporate segment team primarily operates out of the United States, with limited operations in Serbia and the Philippines. Corporate SGA expense was \$4.9 million for the thirteen weeks ended April 4, 2026 as compared to \$4.5 million for the comparable prior year period. The increase was primarily caused by \$0.6 million in excess professional fees over budget associated with the Company's fiscal 2025 audit, partially offset by reductions to various other costs.

**Supplemental Operating Results on a Non-GAAP Basis**

The following non-GAAP measures, which adjust for the categories of expenses described below, are non-GAAP financial measures. Our management believes that these non-GAAP financial measures ("Adjusted operating income", "EBITDA", "Adjusted EBITDA", "Adjusted net income", and "Adjusted diluted net earnings per share") are useful information for investors, shareholders and other stakeholders of our company in gauging our results of operations on an ongoing basis and to enhance investors' overall understanding of our current financial performance and period-to-period comparisons. We believe these non-GAAP financial measures are performance measures and not liquidity measures. These non-GAAP financial measures should not be considered as an alternative to net income or operating income as indicators of performance. In addition, neither EBITDA nor Adjusted EBITDA takes into account changes in certain assets and liabilities as well as interest and income taxes that can affect cash flows. We do not intend the presentation of these non-GAAP measures to be considered in isolation or as a substitute for results prepared in accordance with GAAP. These non-GAAP measures should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP.

The following unaudited tables present the Company's GAAP net income and GAAP operating income and the corresponding adjustments used to calculate Adjusted operating income, EBITDA, Adjusted EBITDA, Adjusted net income and Adjusted diluted net earnings per share for the thirteen weeks ended April 4, 2026, and March 29, 2025.

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
(Unaudited)		
GAAP operating income	\$ 5,938	\$ 6,583
Adjustments		
Excess professional fees	647	-
Equity compensation	1,008	773
<b>Adjusted operating income (non-GAAP)</b>	<b>\$ 7,593</b>	<b>\$ 7,356</b>
GAAP net income	\$ 3,844	\$ 4,186
Income tax expense	1,532	1,699
Interest expense, net	626	651
Depreciation of property and equipment	554	424
<b>EBITDA (non-GAAP)</b>	<b>\$ 6,556</b>	<b>\$ 6,960</b>
Adjustments		
(Gain) loss on foreign currency transactions	(64)	47
Excess professional fees	647	-
Equity compensation	1,008	773
<b>Adjusted EBITDA (non-GAAP)</b>	<b>\$ 8,147</b>	<b>\$ 7,780</b>

Supplemental Operating Results on a Non-GAAP Basis (Continued)

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
	(Unaudited)	
GAAP net income	\$ 3,844	\$ 4,186
Adjustments		
(Gain) loss on foreign currency transactions	(64)	47
Excess professional fees	647	-
Equity compensation	1,008	773
Tax impact from normalized rate	(349)	(111)
Adjusted net income (non-GAAP)	\$ 5,086	\$ 4,895
GAAP diluted net earnings per share	\$ 0.52	\$ 0.54
Adjustments		
(Gain) loss on foreign currency transactions	(0.01)	0.01
Excess professional fees	0.09	-
Equity compensation	0.14	0.10
Tax impact from normalized rate(a)	(0.05)	(0.02)
Adjusted diluted net earnings per share (non-GAAP)	\$ 0.69	\$ 0.63

(a) Amount reflects an adjustment to income tax expense applied to non-GAAP adjusted consolidated taxable income. The Company used an estimated effective income tax rate of 27.0% for both periods presented, approximating the Company's federal USA income tax rate plus the tax-affected rate for states and Puerto Rico.

**Liquidity and Capital Resources**

The following table summarizes the major captions from the Company's Condensed Consolidated Statements of Cash Flows (in thousands):

	Thirteen Weeks Ended	
	April 4, 2026	March 29, 2025
<b>Cash provided by (used in):</b>		
Operating activities	\$ 2,670	\$ 16,660
Investing activities	\$ (97)	\$ (427)
Financing activities	\$ (2,504)	\$ (15,583)

Operating Activities

Operating activities provided \$2.7 million of cash for the thirteen weeks ended April 4, 2026 as compared to providing \$16.7 million in the comparable prior-year period. The major components of cash provided by operating activities in the thirteen weeks ended April 4, 2026 and the comparable prior-year period are as follows: net income, and changes in accounts receivable, the net of transit accounts payable and transit accounts receivable, prepaid expenses and other current assets, accounts payable, accrued expenses and accrued payroll and related costs, and deferred revenue.

For the thirteen weeks ended April 4, 2026, the Company reported net income of \$3.8 million, compared with \$4.2 million in the comparable prior-year period. An increase in accounts receivable in the thirteen weeks ended April 4, 2026, used \$3.9 million of cash compared to providing \$9.6 million in the comparable prior-year period. The Company primarily attributes this increase in accounts receivable for the thirteen weeks ended April 4, 2026 to normal fluctuations in its Engineering segment clients, mainly due to the timing of milestones associated with its fixed price contracts.

While highly variable, the Company's transit accounts payable typically exceeds the Company's transit accounts receivable, but absolute amounts and differences fluctuate significantly from quarter to quarter in the normal course of business. The net of transit accounts payable and transit accounts receivable was a net payable of \$8.0 million as of April 4, and a net payable of \$8.2 million as of January 3, 2026, using \$0.2 million of cash during the thirteen weeks ended April 4, 2026. The net of transit accounts payable and transit accounts receivable was a net payable of \$12.2 million as of March 29, 2025 and a net payable of \$16.6 million as of December 28, 2024, using \$4.4 million of cash during the thirteen weeks ended March 29, 2025. The decrease to net transit payable as of April 4, 2026 was due to normal fluctuations associated with several large, multiyear EPC projects. In a typical EPC contract, the Company receives significant cash upfront to fund equipment procurement and construction subcontractors throughout the project.

**Liquidity and Capital Resources (Continued)**Operating Activities (Continued)

Prepaid expenses and other current assets provided cash of \$0.6 million for the thirteen weeks ended April 4, 2026 as compared to providing \$1.8 million of cash for the comparable prior-year period. The Company typically attributes changes to prepaid expenses and other current assets, if any, to general timing of payments in the normal course of business. Since certain expenses are paid before a fiscal year concludes and are amortized over the next fiscal year, prepaid expenses and other current assets generally tend to increase at the end of a fiscal year and decrease during the first three quarters of the following fiscal year.

An increase in accounts payable and accrued expenses provided cash of \$0.7 million for the thirteen weeks ended April 4, 2026 as compared to providing \$1.4 million for the comparable prior-year period. The Company attributes these changes to typical fluctuations in the normal course of business.

Changes in accrued payroll and related costs provided \$1.5 million for the thirteen weeks ended April 4, 2026, as compared to providing \$2.7 million for the comparable prior-year period. There are four primary factors that generally impact accrued payroll and related costs: 1) there is a general correlation to operating expenses as payroll and related costs is the Company's largest expense group, so as operating costs increase or decrease, absent all other factors, so will the accrued payroll and related costs; 2) the Company pays the majority of its payroll biweekly (every two weeks) and normally has thirteen weeks in a fiscal quarter, which means that the Company normally has a biweekly payroll on the last business day of every other quarter; 3) the timing of various payroll related payments varies in the normal course of business; and 4) most of the Company's senior management participate in annual incentive plans and while progress advances are sometimes made during the fiscal year, these accrued bonus balances, to the extent they are projected to be achieved, generally accumulate throughout the year. A significant portion of these incentive plan accruals are typically paid at the beginning of one fiscal year, pertaining to the prior fiscal year. The Company's last biweekly payroll for the thirteen weeks ended April 4, 2026 was paid on April 3, 2026.

The Company's deferred revenue balance as of April 4, 2026 was \$13.4 million, compared to \$14.8 million as of January 3, 2026, using cash from operations of \$1.4 million for the thirteen weeks ended April 4, 2026. The decrease was associated with upfront payments for future labor associated with the Company's EPC contracts.

Investing Activities

Investing activities used \$0.1 million for the purchase of property and equipment in the current period as compared to using \$0.4 million in the comparable prior-year period. The primary reason for the decrease was the completed implementation of the Company's new ERP software system.

Financing Activities

Financing activities used \$2.5 million of cash for the thirteen weeks ended April 4, 2026, compared to using \$15.6 million in the comparable prior-year period. The Company made net borrowings under its revolving credit facility of \$4.1 million during the thirteen weeks ended April 4, 2026, compared with net payments of \$11.6 million in the comparable prior-year period. The Company used \$6.7 million to purchase shares of its common stock during the thirteen weeks ended April 4, 2026, and used \$3.2 million to purchase shares of its common stock during in the comparable prior-year period. During the thirteen weeks ended April 4, 2026, the Company used negligible cash to retire shares of vested equity grants, as compared to using \$0.9 million in the comparable prior year period, the proceeds of which were used to pay withholding taxes upon the vesting of equity grants. The Company generated cash of \$0.3 million from sales of shares from its equity plans for both periods presented.

**Liquidity and Capital Resources (Continued)**

Financing Activities (Continued)

Borrowings under the Revolving Credit Facility bear interest at one of two alternative rates, as selected by the Company at each incremental borrowing. These alternatives are: (i) SOFR (Secured Overnight Financing Rate), plus applicable margin or (ii) the agent bank's prime rate generally borrowed over shorter durations. The Company also pays unused line fees based on the amount of the Revolving Credit Facility that is not drawn. Unused line fees are recorded as interest expense. The effective weighted average interest rate, including unused line fees, for the thirteen weeks ended April 4, 2026 and March 29, 2025 were 5.7% and 6.0%, respectively.

All borrowings under the amended Revolving Credit Facility remain collateralized with substantially all of the Company's assets, as well as the capital stock of its subsidiaries. The Revolving Credit Facility also contains various financial and non-financial covenants, such as a covenant that restricts the Company's ability to borrow in order to pay dividends. As of April 4, 2026, the Company was in compliance with all covenants contained in the Revolving Credit Facility. The Company believes that it will maintain compliance with its financial covenants for the foreseeable future.

Borrowings under the Revolving Credit Facility as of April 4, 2026 and January 3, 2026 were \$28.8 million and \$24.7 million, respectively. There were letters of credit outstanding at April 4, 2026 and January 3, 2026 for \$12.9 million and \$13.2 million, respectively. At April 4, 2026 and January 3, 2026, the Company had availability for additional borrowings under the Revolving Credit Facility of \$33.3 million and \$27.1 million, respectively.

In addition to borrowings and sales of shares from its equity plans, the Company may raise capital through sales of shares of common stock under its at the market issuance program (the "ATM Program") established under its March 2024 At Market Issuance Sales Agreement with B. Riley Securities, Inc., as the agent (the "Agent"). The ATM Program allows the Company to offer and sell shares of the common stock having an aggregate sales price of up to \$50.0 million from time to time through the Agent. To date, the Company has not sold any shares under the ATM Program.

Current Liquidity and Revolving Credit Facility

Liquidity is a measure of our ability to meet potential cash requirements, maintain our assets, fund our operations, and meet the other general cash needs of our business. Our liquidity is impacted by general economic, financial, competitive, and other factors beyond our control. Our liquidity requirements consist primarily of funds necessary to pay our expenses, principally labor costs, and other related expenditures. We generally satisfy our liquidity needs through cash provided by operations and, when necessary, our Revolving Credit Facility. The Company believes it has a great deal of flexibility to reduce its costs if it becomes necessary. The Company believes that it can satisfy its liquidity needs for at least the next twelve months.

The Company's liquidity and capital resources as of April 4, 2026 included accounts receivable and total current asset balances of \$85.2 million and \$101.6 million, respectively. Current liabilities were \$52.8 million as of April 4, 2026 and were exceeded by total current assets by \$48.8 million.

The Company experiences volatility in its daily cash flow and, at times, relies on the Revolving Credit Facility to provide daily liquidity for the Company's financial operations. As of April 4, 2026, the Company was in compliance with all financial covenants contained in the Revolving Credit Facility. The Company believes that it will maintain compliance with its financial covenants for the foreseeable future.

**Liquidity and Capital Resources (Continued)**

Current Liquidity and Revolving Credit Facility (Continued)

Commitments and Contingencies

The Company anticipates that its primary uses of capital in future periods will be for working capital purposes. Funding for any long-term and short-term capital requirements as well as future acquisitions will be derived from one or more of the Revolving Credit Facility (or a replacement thereof), funds generated through operations or future financing transactions. The Company is subject to legal proceedings and claims that arise from time to time in the ordinary course of its business, which may or may not be covered by insurance. Were an unfavorable final outcome to occur, there exists the possibility of a material adverse impact on our financial position, liquidity, and the results of operations.

The Company's business strategy is to achieve growth both internally through operations and externally through strategic acquisitions. The Company from time to time engages in discussions with potential acquisition candidates. The Company has acquired numerous companies throughout its history and those acquisitions have generally included significant future contingent consideration. As the size of the Company and its financial resources increase however, acquisition opportunities requiring significant commitments of capital may arise. In order to pursue such opportunities, the Company may be required to incur debt or issue potentially dilutive securities in the future. No assurance can be given as to the Company's future acquisition and expansion opportunities or how such opportunities will be financed.

The Company is exposed to various asserted claims as of April 4, 2026, where the Company believes it has a probability of loss. Additionally, the Company is exposed to other asserted claims whereby an amount of loss has not been declared, and the Company cannot determine the potential loss. Any of these various claims could result in an unfavorable outcome or settlement that exceeds the accrued amounts. However, the Company believes that such matters will not, either individually or in the aggregate, have a material adverse effect on its business, consolidated financial position, results of operations, or cash flows. As of both April 4, 2026, and January 3, 2026, the Company had accrued \$0.3 million for asserted claims.

The Company is also subject to other pending legal proceedings and claims that arise from time to time in the ordinary course of its business, which may not be covered by insurance.

The Company utilizes SAP software for its financial reporting and accounting system which was initially implemented in 1999 and was upgraded during fiscal years 2023 and 2024. The Company went live with its new SAP system in April 2024.

The Company's current commitments consist primarily of lease obligations for office space. The Company believes that its capital resources are sufficient to meet its present obligations and those to be incurred in the normal course of business for at least the next 12 months.

The Company leases office facilities and various equipment under non-cancelable leases expiring at various dates through October 2029. Certain leases are subject to escalation clauses based upon changes in various factors.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

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**Liquidity and Capital Resources (Continued)**Commitments and Contingencies (Continued)

Maturities of lease liabilities are as follows:

Fiscal Year	Operating Leases	Finance Leases
2026 (after April 4, 2026)	\$ 1,110	\$ 636
2027	1,252	387
2028	1,123	-
2029	726	-
2030	182	-
Thereafter	1,022	-
Total lease payments	5,415	1,023
Less: imputed interest	(666)	(35)
Total	\$ 4,749	\$ 988

Future Contingent Payments

As of April 4, 2026, the Company had no acquisition agreement whereby additional contingent consideration may be earned by the sellers.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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The Company's exposure to market risk from changes in interest rates relates primarily to its investment portfolio and debt instruments, which consist primarily of the Revolving Credit Facility. The Company has no derivative financial instruments in its portfolio. The Company invests in instruments that meet high credit-quality standards. The Company is averse to principal loss and ensures the safety and preservation of its invested funds by limiting default risk, market risk, and reinvestment risk. As of April 4, 2026, the Company's investments consisted of cash and money market funds. The Company does not use interest rate derivative instruments to manage its exposure to interest rate changes. Based on the Company's variable-rate Revolving Credit Facility balances during the thirteen weeks ended April 4, 2026, if the interest rate on the Company's variable-rate Revolving Credit Facility (using an incremental borrowing rate) during the period had been 1.0% higher, the Company's interest expense on an annualized basis would have increased by \$0.3 million. The Company does not expect any material loss on its investment portfolio.

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**ITEM 4. CONTROLS AND PROCEDURES**

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The Company's management, under the supervision and with the participation of the Company's Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. As previously disclosed under "Item 9A. Controls and Procedures" in our Annual Report on Form 10-K for our fiscal year ended January 3, 2026, we identified deficiencies described below that existed as of January 3, 2026, and continued to exist at April 4, 2026. Based on our evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that the Company's disclosure controls and procedures (as such term is defined in Rule(s) 13a-15(e) and 15d-15(e) under the Exchange Act) were not effective as of April 4, 2026, because of the material weaknesses in our internal control over financial reporting described below.

**Material Weaknesses in Internal Control Over Financial Reporting**

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Management identified control deficiencies that resulted in material weaknesses in our internal control over financial reporting as of January 3, 2026. Specifically, the Company:

- Did not design and maintain effective internal controls at the entity level and over the business process cycle;
- Did not design or maintain sufficient documentation during its management review controls across business process cycles;
- Did not design and maintain effective controls related to the Company's risk assessment and monitoring activities, including controls to periodically evaluate financial reporting risks and monitor the effectiveness of internal controls over financial reporting;
- Did not retain sufficient documentation to evidence the design and implementation of controls over the change management and logical access cycles for its timekeeping systems.

These deficiencies demonstrate gaps in management's ability to identify, analyze, and respond to financial reporting risks, reflecting deficiencies in the design and maintenance of effective internal controls over business processes, as well as in the monitoring component of internal control.

These material weaknesses did not result in a misstatement of our annual or interim consolidated financial statements. However, these material weaknesses could lead to a misstatement of substantially all account balances or disclosures, resulting in a material misstatement in our annual or interim consolidated financial statements that would not be prevented or detected. Notwithstanding the above-identified material weaknesses, management believes the consolidated financial statements, as included in Part II, Item 8 of this Annual Report on Form 10-K, present the Company's financial condition and results of operations fairly, in all material respects.

**Planned Material Weakness Remediation Activities**

To address these material weaknesses, management, with oversight from the Audit Committee, has commenced actions to enhance the Company's control framework and policies, maintain evidence of control procedure operation, and improve our control environment.

Our planned remediation efforts related to the above-identified material weaknesses include, but are not limited to:

- Reevaluate the overall control environment using a risk-based approach by performing a comprehensive assessment of financial reporting risks, reassessing the design and adequacy of existing controls and monitoring activities, and implementing enhancements to ensure controls are appropriately aligned with identified risks and operate effectively across the organization.
- Strengthen management review controls by integrating standardized documentation requirements into the review process to ensure analyses, thresholds, conclusions, and follow-up actions are clearly supported.
- Improve quarter-close controls by reevaluating the design, timing, and documentation requirements and implementing a structured close calendar with clear deadlines, ownership, and escalation protocols.
- Implement targeted training for personnel involved in financial reporting and internal control activities to strengthen understanding of the Company's internal control over financial reporting framework, including Sarbanes-Oxley requirements and expectations for the design, execution, documentation, precision of review, and timeliness required to support the effective operation of management review controls and other key financial reporting controls.
- Update its production application suite to phase out legacy timekeeping systems, implement a software development tool and update procedures to enhance change management documentation, and centralize provisioning and deprovisioning for remaining timekeeping systems via an IT ticketing system.

We will continue to assess the effectiveness of our internal control over financial reporting and take steps to remediate the known material weaknesses expeditiously. These actions are subject to ongoing senior management review as well as Audit Committee oversight. The implementation of these remediation efforts is in progress, may require additional expenditures to implement, and will require validation and testing of the design and operating effectiveness of internal controls over a sustained period of financial reporting cycles. As a result, the timing of when we will be able to remediate the material weaknesses fully is uncertain. We may also conclude that additional measures may be required to remediate the material weakness in our internal control over financial reporting, which may necessitate further implementation and evaluation time.

**Changes in Internal Control over Financial Reporting**

Other than the continued remediation efforts relating to the material weaknesses described above, there have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the quarter ended April 4, 2026, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**RCM TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**PART II - OTHER INFORMATION**

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**ITEM 1. LEGAL PROCEEDINGS**

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See discussion of Contingencies in Note 15 to the Condensed Consolidated Financial Statements included in Item 1 of this report.

**ITEM 1A. RISK FACTORS**

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For information regarding factors that could affect the Company's business, see the risk factors discussed under Part I, Item 1A, Risk Factors, of the Company's Annual Report on Form 10-K for the fiscal year ended January 3, 2026.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES**

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The following table presents the Company's purchases of common stock completed during the first quarter of 2025:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Weighted Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Program</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program</b>
January 4, 2026 - January 31, 2026	25,067	\$ 19.86	25,067	\$ 34,389,000
February 1, 2026 - February 28, 2026	114,676	\$ 18.55	114,676	\$ 32,261,000
March 1, 2026 - April 4, 2026	208,623	\$ 19.20	208,623	\$ 28,256,000
Total	<u>348,366</u>	<u>\$ 19.03</u>	<u>348,366</u>	

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

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None.

**ITEM 4. MINE SAFETY DISCLOSURES**

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Not applicable.

**ITEM 5. OTHER INFORMATION**

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None of the Company's directors and officers adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the Company's fiscal quarter ended April 4, 2026.

**ITEM 6. EXHIBITS**

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- 10.1 [Amendment No. 1 to Fifth Amended and Restated Loan Agreement, dated as of February 20, 2026, by and among the Company and all of its subsidiaries, Citizens Bank, N.A., as lender and as administrative agent and arranger; incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 24, 2026.](#)
- 31.1\* [Certification of Principal Executive Officer Required by Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as amended.](#)
- 31.2\* [Certification of Principal Financial Officer Required by Rule 13a-14\(a\) of the Securities Exchange Act of 1934, as amended.](#)
- 32.1\*\* [Certification of Principal Executive Officer Required by Rule 13a-14\(b\) of the Securities Exchange Act of 1934, as amended. \(This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.\)](#)
- 32.2\*\* [Certification of Principal Financial Officer Required by Rule 13a-14\(b\) of the Securities Exchange Act of 1934, as amended. \(This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.\)](#)
- 101.INS\* XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
- 101.SCH\* Inline XBRL Taxonomy Extension Schema Document
- 101.CAL\* Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB\* Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE\* Inline XBRL Taxonomy Extension Presentation Linkbase Documents
- 101.DEF\* Inline XBRL Taxonomy Definition Linkbase Document
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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\* Filed herewith

\*\* Furnished herewith

RCMTECHNOLOGIES, INC.

SIGNATURES

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

**RCM Technologies, Inc.**

Date: May 14, 2025

By: /s/ Bradley S. Vizi

**Bradley S. Vizi**

Executive Chairman and President

(Principal Executive Officer and

Duly Authorized Officer of the Registrant)

Date: May 14, 2025

By: /s/ Kevin D. Miller

**Kevin D. Miller**

Chief Financial Officer

(Principal Financial Officer and

Duly Authorized Officer of the Registrant)

**RCM TECHNOLOGIES, INC.**  
CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

**CERTIFICATION**

I, Bradley S. Vizi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RCM Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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 annual 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.

Date: May 14, 2025

/s/ Bradley S. Vizi  
Bradley S. Vizi  
Executive Chairman and President

RCM TECHNOLOGIES, INC.  
CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATION

I, Kevin D. Miller, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RCM Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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 annual 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.

Date: May 14, 2025

/s/ Kevin D. Miller  
Kevin D. Miller  
Chief Financial Officer

**RCM TECHNOLOGIES, INC.**

CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

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I, Bradley S. Vizi, Executive Chairman and President of RCM Technologies, Inc., a Nevada corporation (the "Company"), hereby certify that, to my knowledge:

(1) The Company's periodic report on Form 10-Q for the quarter ended March 29, 2025 (the "Form 10-Q") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

\* \* \*

/s/ Bradley S. Vizi

Bradley S. Vizi  
Executive Chairman and President

Date: May 14, 2025

**RCM TECHNOLOGIES, INC.**

CERTIFICATIONS REQUIRED BY  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

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I, Kevin D. Miller, Chief Financial Officer of RCM Technologies, Inc., a Nevada corporation (the "Company"), hereby certify that, to my knowledge:

(1) The Company's periodic report on Form 10-Q for the quarter ended March 29, 2025 (the "Form 10-Q") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

\* \* \*

/s/ Kevin D. Miller  
Kevin D. Miller  
Chief Financial Officer

Date: May 14, 2025