



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

FORM 10-Q

(Mark One)

☒ Quarterly Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934
For the quarterly period ended July 5, 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: 0-24020

SYPRIS SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

**101 Bullitt Lane, Suite 450
Louisville, Kentucky 40222**

(Address of principal executive
offices) (Zip code)

61-1321992

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

(502) 329-2000

(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	SYPR	Nasdaq

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

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

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

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

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

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

As of August 5, 2026, the Registrant had 23,026,433 shares of common stock outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SYPRIS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except for per share data)

	Three Months Ended		Six Months Ended	
	July 5, 2026	June 29, 2025	July 5, 2026	June 29, 2025
	(Unaudited)		(Unaudited)	
Net revenue	\$ 30,341	\$ 31,426	\$ 56,152	\$ 60,934
Cost of sales	28,360	28,842	53,350	54,984
Gross profit	1,981	2,584	2,802	5,950
Selling, general and administrative	4,437	4,025	8,860	7,521
Operating loss	(2,456)	(1,441)	(6,058)	(1,571)
Interest expense, net	502	381	1,032	683
Other expense, net	192	224	332	389
Loss before taxes	(3,150)	(2,046)	(7,422)	(2,643)
Income tax (benefit) expense, net	(37)	5	(183)	307
Net loss	<u>\$ (3,113)</u>	<u>\$ (2,051)</u>	<u>\$ (7,239)</u>	<u>\$ (2,950)</u>
Loss per share:				
Basic	\$ (0.14)	\$ (0.09)	\$ (0.32)	\$ (0.13)
Diluted	\$ (0.14)	\$ (0.09)	\$ (0.32)	\$ (0.13)
Weighted average shares outstanding:				
Basic	22,421	22,285	22,374	22,214
Diluted	22,421	22,285	22,374	22,214
Dividends declared per common share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

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

SYPRIS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)

	Three Months Ended		Six Months Ended	
	July 5, 2026	June 29, 2025	July 5, 2026	June 29, 2025
	(Unaudited)		(Unaudited)	
Net loss	\$ (3,113)	\$ (2,051)	\$ (7,239)	\$ (2,950)
Other comprehensive income				
Foreign currency translation adjustments	701	1,591	670	1,585
Comprehensive loss	<u>\$ (2,412)</u>	<u>\$ (460)</u>	<u>\$ (6,569)</u>	<u>\$ (1,365)</u>

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

SYPRIS SOLUTIONS, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except for share data)

	July 5, 2026	December 31, 2025
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 5,882	\$ 6,770
Accounts receivable, net	10,499	9,846
Inventory, net	50,515	52,463
Other current assets	11,098	10,808
Total current assets	77,994	79,887
Property, plant and equipment, net	15,499	16,004
Operating lease right-of-use assets	6,988	7,333
Other assets	4,731	4,587
Total assets	\$ 105,212	\$ 107,811
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 12,440	\$ 10,270
Accrued liabilities	44,530	49,428
Operating lease liabilities, current portion	1,310	1,019
Finance lease obligations, current portion	495	622
Equipment financing obligations, current portion	492	526
Working capital line of credit	500	500
Loan payable, current portion	153	0
Note payable – related party, current portion	2,000	0
Total current liabilities	61,920	62,365
Operating lease liabilities, net of current portion	6,160	6,673
Finance lease obligations, net of current portion	3,827	4,021
Equipment financing obligations, net of current portion	665	846
Loan payable, net of current portion	916	0
Note payable – related party, net of current portion	9,993	11,993
Other liabilities	10,007	4,123
Total liabilities	93,488	90,021
Stockholders' equity:		
Preferred stock, par value \$0.01 per share, 975,150 shares authorized; no shares issued	0	0
Series A preferred stock, par value \$0.01 per share, 24,850 shares authorized; no shares issued	0	0
Common stock, non-voting, par value \$0.01 per share, 10,000,000 shares authorized; no shares issued	0	0
Common stock, par value \$0.01 per share, 30,000,000 shares authorized; 23,047,946 shares issued and 23,026,433 outstanding in 2026 and 23,051,483 shares issued and 23,029,970 outstanding in 2025	230	230
Additional paid-in capital	158,499	157,996
Accumulated deficit	(132,189)	(124,950)
Accumulated other comprehensive loss	(14,816)	(15,486)
Treasury stock, 21,513 shares in 2026 and 2025	0	0
Total stockholders' equity	11,724	17,790
Total liabilities and stockholders' equity	\$ 105,212	\$ 107,811

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

SYPRIS SOLUTIONS, INC.
CONSOLIDATED CASH FLOW STATEMENTS
(in thousands)

	Six Months Ended	
	July 5, 2026	June 29, 2025
	(Unaudited)	
Cash flows from operating activities:		
Net loss	\$ (7,239)	\$ (2,950)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,513	1,407
Deferred income taxes	0	129
Stock-based compensation expense	657	565
Deferred loan costs recognized	2	3
Provision for excess and obsolete inventory	1,080	105
Non-cash lease expense	346	483
Other noncash items	153	266
Contributions to pension plans	(145)	(169)
Changes in operating assets and liabilities:		
Accounts receivable	(654)	114
Inventory	946	8,187
Other current assets	(481)	1,815
Accounts payable	2,162	(2,636)
Accrued and other liabilities	1,184	(11,754)
Net cash used in operating activities	(476)	(4,435)
Cash flows from investing activities:		
Capital expenditures	(575)	(161)
Net cash used in investing activities	(575)	(161)
Cash flows from financing activities:		
Proceeds from loan payable	1,159	0
Proceeds from Note payable – related party	0	3,000
Principal payments on loan payable	(91)	0
Principal payments on finance lease obligations	(356)	(737)
Principal payments on equipment financing obligations	(274)	(266)
Indirect repurchase of shares for minimum statutory tax withholdings	(154)	(102)
Net cash provided by financing activities	284	1,895
Effect of exchange rate changes on cash balances	(121)	(622)
Net decrease in cash and cash equivalents	(888)	(3,323)
Cash and cash equivalents at beginning of period	6,770	9,675
Cash and cash equivalents at end of period	<u>\$ 5,882</u>	<u>\$ 6,352</u>
Supplemental disclosure of cash flow information:		
Non-cash investing and financing activities:		
Capital expenditures purchased through finance lease obligations	\$ 51	\$ 266

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

SYPRIS SOLUTIONS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

Three Months Ended July 5, 2026						
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock
	Shares	Amount				
April 5, 2026 balance	22,991,500	\$ 230	\$ 158,203	\$ (129,076)	\$ (15,517)	\$ 0
Net loss	0	0	0	(3,113)	0	0
Foreign currency translation adjustment	0	0	0	0	701	0
Exercise of stock options	34,933	0	(41)	0	0	0
Noncash compensation	0	0	337	0	0	0
Treasury stock	0	0	0	0	0	0
July 5, 2026 balance	23,026,433	\$ 230	\$ 158,499	\$ (132,189)	\$ (14,816)	\$ 0
Three Months Ended June 29, 2025						
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock
	Shares	Amount				
March 30, 2025 balance	23,042,510	\$ 230	\$ 157,281	\$ (119,511)	\$ (19,023)	\$ 0
Net loss	0	0	0	(2,051)	0	0
Foreign currency translation adjustment	0	0	0	0	1,591	0
Exercise of stock options	49,506	1	(1)	0	0	0
Noncash compensation	0	0	264	0	0	0
Treasury stock	(62,046)	(1)	(101)	0	0	0
June 29, 2025 balance	23,029,970	\$ 230	\$ 157,443	\$ (121,562)	\$ (17,432)	\$ 0
Six Months Ended July 5, 2026						
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock
	Shares	Amount				
January 1, 2026 balance	23,029,970	\$ 230	\$ 157,996	\$ (124,950)	\$ (15,486)	\$ 0
Net loss	0	0	0	(7,239)	0	0
Foreign currency translation adjustment	0	0	0	0	670	0
Exercise of stock options	34,933	0	(41)	0	0	0
Noncash compensation	0	0	657	0	0	0
Treasury stock	(38,470)	0	(113)	0	0	0
July 5, 2026 balance	23,026,433	\$ 230	\$ 158,499	\$ (132,189)	\$ (14,816)	\$ 0
Six Months Ended June 29, 2025						
	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Treasury Stock
	Shares	Amount				
January 1, 2025 balance	23,020,010	\$ 230	\$ 156,980	\$ (118,612)	\$ (19,017)	\$ 0
Net loss	0	0	0	(2,950)	0	0
Foreign currency translation adjustment	0	0	0	0	1,585	0
Exercise of stock options	72,006	1	(1)	0	0	0
Noncash compensation	0	0	565	0	0	0
Treasury stock	(62,046)	(1)	(101)	0	0	0
June 29, 2025 balance	23,029,970	\$ 230	\$ 157,443	\$ (121,562)	\$ (17,432)	\$ 0

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

(1) Nature of Business

All references to “Sypris,” the “Company,” “we” or “our” include Sypris Solutions, Inc. and its wholly-owned subsidiaries. Sypris is a diversified provider of truck components, oil and gas pipeline components and aerospace and defense electronics. The Company produces a wide range of manufactured products, often under multi-year, sole-source contracts. The Company offers such products through its two business segments, Sypris Technologies, Inc. (“Sypris Technologies”) and Sypris Electronics, LLC (“Sypris Electronics”) (See Note 11).

(2) Basis of Presentation

The accompanying unaudited consolidated financial statements include the accounts of Sypris Solutions, Inc. and its wholly-owned subsidiaries and have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the SEC. Accordingly, pursuant to such rules and regulations, certain notes and other financial information included in audited financial statements have been condensed or omitted. The December 31, 2025 consolidated balance sheet data was derived from audited statements, but does not include all disclosures required by U.S. GAAP. The Company’s operations are domiciled in the United States (U.S.) and Mexico, and we serve a wide variety of domestic and international customers. All intercompany transactions and accounts have been eliminated.

These unaudited consolidated financial statements reflect, in the opinion of management, all material adjustments (which include only normal recurring adjustments) necessary to fairly state the results of operations, financial position and cash flows for the periods presented, and the disclosures herein are adequate to make the information presented not misleading. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Changes in facts and circumstances could have a significant impact on the resulting estimated amounts included in our consolidated financial statements. Actual results could differ from these estimates. Actual results for the three and six months ended July 5, 2026 are not necessarily indicative of the results that may be expected for the year ending December 31, 2026. These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements, and notes thereto, for the year ended December 31, 2025 as presented in the Company’s Annual Report on Form 10-K.

(3) Recent Accounting Pronouncements

In December 2025, the FASB issued ASU 2025-12, Codification Improvements, which makes technical corrections, clarifications, and other minor improvements to various Topics within the Accounting Standards Codification. The amendments are intended to improve the consistency and usability of U.S. GAAP and do not introduce significant new accounting requirements. ASU 2025-12 is effective for annual periods beginning after December 15, 2026, and interim periods within those annual periods, with early adoption permitted. The Company is currently evaluating the impact of this guidance; however, it does not expect adoption to have a material impact on its consolidated financial statements.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements, which clarifies the application of interim reporting guidance and improves the organization of disclosure requirements within Topic 270. The amendments do not change the underlying principles of interim reporting or require additional disclosures. ASU 2025-11 is effective for interim reporting periods within annual periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of this guidance; however, it does not expect adoption to have a material impact on its consolidated financial statements.

In July 2025, the Financial Accounting Standards Board (FASB) issued ASU 2025-05, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets (ASU 2025-05). ASU 2025-05 provides a practical expedient that all entities can use when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under ASC 606, Revenue from Contracts with Customers. Under this practical expedient, an entity is allowed to assume that the current conditions it has applied in determining credit loss allowances for current accounts receivable and current contract assets remain unchanged for the remaining life of those assets. We adopted this standard on a prospective basis for interim and annual periods beginning January 1, 2026. The adoption and the election of the practical expedient did not have a material impact on the Company’s financial condition and results of operations.

In November 2024, the Financial Accounting Standards Board (FASB) issued ASU 2024-03, Disaggregation of Income Statement Expenses (Subtopic 220-40), which requires public entities to disclose detailed components of income statement expenses, such as inventory purchases, employee compensation, depreciation and amortization within relevant expense captions. Companies are also required to explain amounts not disaggregated and define and disclose total selling expenses. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods beginning after December 15, 2027. We are currently evaluating the impact of the guidance on our financial statement disclosures.

No other new accounting pronouncement issued or effective during the fiscal year had, or is expected to have, a material impact on our consolidated financial statements.

(4) Leases

The Company determines if an arrangement is a lease at its inception. The Company has entered into operating leases for real estate. These leases have initial terms which range from 10 years to 20 years, and often include one or more options to renew. These renewal terms can extend the lease term by 5 years and will be included in the lease term when it is reasonably certain that the Company will exercise the option. The Company's existing leases do not contain significant restrictive provisions; however, certain leases contain provisions for payment of real estate taxes, insurance and maintenance costs by the Company. The lease agreements do not contain any residual value guarantees. Some of the real estate lease agreements include periods of rent holidays and payments that escalate over the lease term by specified amounts. All operating lease expenses are recognized on a straight-line basis over the lease term. For finance leases, interest expense is recognized on the lease liability and the right-of-use asset is amortized over the lease term.

Some leases may require variable lease payments based on factors specific to the individual agreements. Variable lease payments for which we are typically responsible include real estate taxes, insurance and common area maintenance expenses based on the Company's pro-rata share, which are excluded from the measurement of the lease liability. Additionally, one of the Company's real estate leases has lease payments that adjust based on annual changes in the Consumer Price Index ("CPI"). The leases that are dependent upon CPI are initially measured using the index or rate at the commencement date and are included in the measurement of the lease liability. Incremental payments due to changes in the index are treated as variable lease costs and expensed as incurred.

During the year ended December 31, 2025, the Company closed on a sale leaseback transaction with an unrelated third party. Under this transaction, the Company sold its facility located in Louisville, Kentucky, with a net book value of \$414,000 for gross proceeds of \$3,200,000, which was reduced by transaction costs of \$280,000 for net cash proceeds of approximately \$2,920,000. The lease agreement has a term of 20 years, and our initial annual cash payments to the buyer-lessor are approximately \$280,000, and the payments will escalate three percent annually. The Company recognized a gain of \$2,506,000 on this transaction, which is included in other expense, net in the consolidated statements of operations. Right-of-use assets and lease liabilities recognized related to this sale leaseback transaction were \$2,205,000.

During the year ended December 31, 2025, the Company entered into a five-year extension of its land and building in Toluca, Mexico and reassessed its expectations to exercise one additional extension. As a result, the Company recognized an increase in the operating right-of-use assets and operating lease liabilities of \$2,486,000 and an increase of its finance lease of \$3,645,000.

These operating leases are included in "Operating lease right-of-use assets" on the Company's consolidated balance sheets and represent the Company's right to use the underlying asset for the lease term. The Company's obligations to make lease payments are included in "Operating lease liabilities, current portion" and "Operating lease liabilities, net of current portion" on the Company's consolidated balance sheets. Operating lease right-of-use assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As of July 5, 2026, total right-of-use assets and operating lease liabilities were approximately \$6,988,000 and \$7,470,000, respectively. As of December 31, 2025, total right-of-use assets and operating lease liabilities were approximately \$7,333,000 and \$7,692,000, respectively.

We primarily use our incremental borrowing rate, which is updated quarterly, based on the information available at the commencement date, in determining the present value of lease payments. If readily available, we would use the implicit rate in a new lease to determine the present value of lease payments. The Company has certain contracts for real estate which may contain lease and non-lease components which it has elected to treat as a single lease component.

The Company has entered into various short-term operating leases, primarily for office equipment with an initial term of twelve months or less. Lease payments associated with short-term leases are expensed as incurred and are not recorded on the Company's balance sheet. The related lease expense for short-term leases was not material for the three and six months ended July 5, 2026 and June 29, 2025.

The following table presents information related to lease expense for the three and six months ended July 5, 2026 and June 29, 2025 (in thousands):

	Three Months Ended		Six Months Ended	
	July 5,	June 29,	July 5,	June 29,
	2026	2025	2026	2025
	(Unaudited)		(Unaudited)	
Finance lease expense:				
Amortization expense	\$ 136	\$ 168	\$ 277	\$ 359
Interest expense	147	38	298	84
Operating lease expense	451	336	892	651
Variable lease expense	61	64	132	152
Total lease expense	<u>\$ 795</u>	<u>\$ 606</u>	<u>\$ 1,599</u>	<u>\$ 1,246</u>

The following table presents supplemental cash flow information related to leases (in thousands):

	Six Months Ended	
	July 5,	June 29,
	2026	2025
	(Unaudited)	
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 977	\$ 844
Operating cash flows from finance leases	298	84
Financing cash flows from finance leases	356	737

The annual future minimum lease payments as of July 5, 2026 are as follows (in thousands):

	Operating Leases	Finance Leases
Next 12 months	\$ 1,851	\$ 1,045
12 to 24 months	1,454	920
24 to 36 months	1,048	793
36 to 48 months	1,064	776
48 to 60 months	1,080	695
Thereafter	8,797	3,242
Total lease payments	<u>15,294</u>	<u>7,471</u>
Less imputed interest	<u>(7,824)</u>	<u>(3,149)</u>
Total	<u>\$ 7,470</u>	<u>\$ 4,322</u>

The following table presents certain information related to lease terms and discount rates for leases as of July 5, 2026 and December 31, 2025:

	July 5, 2026 (Unaudited)	December 31, 2025
Weighted-average remaining lease term (years):		
Operating leases	10.9	11.0
Finance leases	8.5	8.5
Weighted-average discount rate (percentage):		
Operating leases	12.1	11.9
Finance leases	13.3	13.1

(5) Revenue from Contracts with Customers

The Company recognizes revenue when it satisfies a performance obligation by transferring control of a promised product or rendering a service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for the product or service (the “transaction price”). The Company’s transaction price in its contracts with customers is generally fixed; no payment discounts, rebates or refunds are included within its contracts. The Company also does not provide service-type warranties, nor does it allow customer returns. In connection with the sale of various parts to customers, the Company is subject to typical assurance warranty obligations covering the compliance of the electronics parts produced to agreed-upon specifications. Customer returns, when they occur, relate to quality rework issues and are not connected to any repurchase obligation of the Company.

A performance obligation is a promise in a contract to transfer a distinct product or render a service to a customer and is the unit of account to which the transaction price is allocated under ASC 606. When a contract contains multiple performance obligations, we allocate the transaction price to the individual performance obligations using the price at which the promised goods or services would be sold to customers on a standalone basis. For most sales within our Sypris Technologies segment and a portion of sales within Sypris Electronics, control transfers to the customer at a point in time. Indicators that control has transferred to the customer include the Company having a present right to payment, the customer obtaining legal title and the customer having the significant risks and rewards of ownership. The Company’s principal terms of sale are FOB Shipping Point, or equivalent, and, as such, the Company primarily transfers control and records revenue for product sales upon shipment.

For contracts where Sypris Electronics serves as a contractor for aerospace and defense companies under federally funded programs, we generally recognize revenue over time as we perform because of continuous transfer of control to the customer. This continuous transfer of control to the customer is supported by clauses in the contracts that allow the customer to unilaterally terminate the contract for convenience, pay us for costs incurred plus a reasonable profit and take control of any work in process. Because control is transferred over time, revenue and gross profit is recognized based on the extent of progress towards completion of the performance obligation. We use labor hours incurred as a measure of progress for these contracts because it best depicts the Company’s performance of the obligation to the customer, which occurs as we incur labor on our contracts. Under this measure of progress, the extent of progress towards completion is measured based on the ratio of labor hours incurred to date to the total estimated labor hours at completion of the performance obligation.

Some of Sypris Electronics’ contractual arrangements with customers are for one year or less. For the remaining population of contracts greater than one year we had \$69,668,000 of remaining performance obligations as of July 5, 2026, all of which were long-term Sypris Electronics’ contracts. We expect to recognize approximately 42% of our remaining performance obligations as revenue in 2026, 50% in 2027 and the balance in 2028. We estimate our remaining performance obligations at a point in time. Actual amounts and timing of revenue recognized may differ from these estimates due to contract modifications, program schedule changes and material availability delays.

Disaggregation of Revenue

The following table summarizes revenue from contracts with customers for the three and six months ended July 5, 2026 and June 29, 2025:

	Three Months Ended		Six Months Ended	
	July 5, 2026	June 29, 2025	July 5, 2026	June 29, 2025
	(Unaudited)		(Unaudited)	
Sypris Technologies – transferred point in time	\$ 14,882	\$ 14,097	\$ 27,294	\$ 27,670
Sypris Electronics – transferred point in time	3,258	2,745	6,453	5,586
Sypris Electronics – transferred over time	12,201	14,584	22,405	27,678
Net revenue	<u>\$ 30,341</u>	<u>\$ 31,426</u>	<u>\$ 56,152</u>	<u>\$ 60,934</u>

Contract Balances

Differences in the timing of revenue recognition, billings and cash collections results in billed accounts receivable, unbilled receivables (contract assets) and deferred revenue, customer deposits and billings in excess of revenue recognized (contract liabilities) on the consolidated balance sheets.

Contract assets – Contract assets include unbilled amounts typically resulting from sales under contracts where revenue is recognized over time and revenue recognized exceeds the amount billed to the customer, and the right to payment is subject to conditions other than the passage of time. Contract assets are generally classified as current assets in the consolidated balance sheet. The balance of contract assets as of July 5, 2026 and December 31, 2025 were \$3,867,000 and \$3,798,000, respectively, and are included within other current assets in the accompanying consolidated balance sheets.

Contract liabilities – Some of the Company's contracts within Sypris Electronics are billed as work progresses in accordance with the contract terms and conditions, either at periodic intervals or upon achievement of certain milestones. Often this results in billing occurring prior to revenue recognition resulting in contract liabilities. Additionally, the Company occasionally receives cash payments from customers in advance of the Company's performance resulting in contract liabilities. These contract liabilities are classified as either current or long-term in the consolidated balance sheet based on the timing of when the Company expects to recognize revenue. As of July 5, 2026, the contract liabilities balance was \$44,353,000, of which \$36,813,000, was included within accrued liabilities and \$7,540,000 was included within other liabilities in the accompanying consolidated balance sheets. As of December 31, 2025, the contract liabilities balance was \$44,242,000, of which \$42,256,000 was included within accrued liabilities and \$1,986,000 was included within other liabilities in the accompanying consolidated balance sheets. Payments received from customers in advance of revenue recognition are not considered to be significant financing components because they are used to meet working capital demands that can be higher in the early stages of a contract.

The change in contract liabilities in the first six months of 2026 is a result of additional milestone payments partially offset by shipments for Sypris Electronics during the period. The Company recognized revenue from contract liabilities of \$8,221,000 and \$14,763,000 during the three and six months ended July 5, 2026, respectively. The Company recognized revenue from contract liabilities of \$9,490,000 and \$19,148,000 during the three and six months ended June 29, 2025, respectively.

Practical expedients and exemptions

Sales commissions are expensed when incurred because the amortization period would have been one year or less. These costs are recorded in selling, general and administrative expense in the consolidated statements of operations.

We do not disclose the value of unsatisfied performance obligations for contracts with original expected lengths of one year or less.

(6) Loss Per Common Share

The Company computes earnings (loss) per share using the two-class method, which is an earnings allocation formula that determines earnings per share for common stock and participating securities. Restricted stock granted by the Company is considered a participating security since it contains a non-forfeitable right to dividends.

Our potentially dilutive securities include potential common shares related to our stock options and restricted stock. Diluted earnings per share considers the impact of potentially dilutive securities except in periods in which there is a loss because the inclusion of the potential common shares would have an anti-dilutive effect. Diluted earnings per share excludes the impact of common shares related to our stock options in periods in which the option exercise price is greater than the average market price of our common stock for the period. For the three and six months ended July 5, 2026, and June 29, 2025, diluted weighted average common shares do not include the impact of any outstanding stock options and unvested compensation-related shares because the effect of these items on diluted net loss would be anti-dilutive.

A reconciliation of the weighted average shares outstanding used in the calculation of basic and diluted loss per common share is as follows (in thousands):

	Three Months Ended		Six Months Ended	
	July 5, 2026	June 29, 2025	July 5, 2026	June 29, 2025
	(Unaudited)		(Unaudited)	
(Loss) attributable to stockholders:				
Net (loss) as reported	\$ (3,113)	\$ (2,051)	\$ (7,239)	\$ (2,950)
Less distributed and undistributed earnings allocable to restricted award holders	0	0	0	0
Less dividends declared attributable to restricted award holders	0	0	0	0
Net (loss) allocable to common stockholders	<u>\$ (3,113)</u>	<u>\$ (2,051)</u>	<u>\$ (7,239)</u>	<u>\$ (2,950)</u>
(Loss) per common share attributable to stockholders:				
Basic	\$ (0.14)	\$ (0.09)	\$ (0.32)	\$ (0.13)
Diluted	\$ (0.14)	\$ (0.09)	\$ (0.32)	\$ (0.13)
Weighted average shares outstanding – basic	22,421	22,285	22,374	22,214
Weighted average additional shares assuming conversion of potential common shares	0	0	0	0
Weighted average shares outstanding – diluted	22,421	22,285	22,374	22,214

(7) Accounts Receivable

Accounts receivable consists of the following (in thousands):

	July 5, 2026	December 31, 2025
	(Unaudited)	
Commercial	\$ 10,536	\$ 9,884
Allowance for credit losses	(37)	(38)
Accounts receivable, net	<u>\$ 10,499</u>	<u>\$ 9,846</u>

(8) Inventory

Inventory consists of the following (in thousands):

	July 5, 2026	December 31, 2025
	(Unaudited)	
Raw materials	\$ 44,462	\$ 46,347
Work in process	7,257	7,442
Finished goods	2,107	1,839
Reserve for excess and obsolete inventory	(3,311)	(3,165)
Total	<u>\$ 50,515</u>	<u>\$ 52,463</u>

(9) Property, Plant and Equipment

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

	July 5, 2026	December 31, 2025
	(Unaudited)	
Buildings and building improvements	\$ 7,067	\$ 6,498
Machinery, equipment, furniture and fixtures	73,076	71,999
Construction in progress	603	460
	80,746	78,957
Accumulated depreciation	(65,247)	(62,953)
	<u>\$ 15,499</u>	<u>\$ 16,004</u>

(10) Debt

Debt outstanding consists of the following (in thousands):

	July 5, 2026	December 31, 2025
	(Unaudited)	
Current:		
Finance lease obligation, current portion	\$ 495	\$ 622
Equipment financing obligations, current portion	492	526
Working capital line of credit	500	500
Loan payable, current portion	153	0
Note payable – related party, current portion	2,000	0
Current portion of long-term debt and finance lease obligations	<u>\$ 3,640</u>	<u>\$ 1,648</u>
Long Term:		
Finance lease obligation	\$ 3,827	\$ 4,021
Equipment financing obligations	665	846
Loan payable, net of current portion	916	0
Note payable – related party	10,000	12,000
Less unamortized debt issuance and modification costs	(7)	(7)
Long-term debt and finance lease obligations net of unamortized debt costs	<u>\$ 15,401</u>	<u>\$ 16,860</u>

Note Payable – Related Party

The Company has received the benefit of cash infusions from Gill Family Capital Management, Inc. (“GFCM”) in the form of secured promissory note obligations totaling \$12,000,000 in principal as of July 5, 2026 and December 31, 2025 (the “Note”). GFCM is an entity controlled by the Company’s Chairman, President and Chief Executive Officer, Jeffrey T. Gill, and one of our directors, R. Scott Gill. GFCM, Jeffrey T. Gill and R. Scott Gill are significant beneficial stockholders of the Company.

During the first quarter of 2025, the Company and GFCM amended the Note to, among other things: (i) increase the principal amount by \$3,000,000 to \$12,000,000, (ii) extend the maturity dates for \$2,000,000 of the obligation to April 1, 2026, \$2,000,000 to April 1, 2027, \$5,000,000 on April 1, 2028, and the balance of \$3,000,000 due on April 1, 2029, and (iii) allow for the deferral of payment for up to 100% of the interest due on the Note to April 1, 2026. During the first quarter of 2026, the Company further amended the Note to extend the maturity dates on all tranches by one year and allow for the continued deferral of payment for up to 100% of the interest due on the Note to April 1, 2027. This additional \$3,000,000 loaned to the Company during 2025 and the modification during the first quarter of 2026 was approved by the Audit Committee and provided the Company necessary liquidity.

As of July 5, 2026, our principal commitment under the Note was \$2,000,000 due on April 1, 2027, \$2,000,000 on April 1, 2028, \$5,000,000 on April 1, 2029 and the balance of \$3,000,000 due on April 1, 2030. Interest on the Note is reset on April 1 of each year, at the greater of 8.0% or 500 basis points above the five-year Treasury note average during the preceding 90-day period, in each case, payable quarterly, which was 8.77% as of July 5, 2026. The Note allows for a deferral of payment for up to 100% of the interest due on the Note to April 1, 2027. The total amount of interest on the Note deferred as of July 5, 2026 and December 31, 2025 was \$2,355,000 and \$1,709,000, respectively, and is included in accrued liabilities in the accompanying consolidated balance sheets.

Obligations under the Note are guaranteed by all of the subsidiaries and are secured by a first priority lien on substantially all assets of the Company, including those in Mexico.

Loan Payable

On February 11, 2026, the Company, through its Mexican operations, entered into an unsecured loan agreement with Banco del Bajío (the “Mexico Bajío Loan”) in the amount of approximately \$1,159,000 (\$20,000,000 MXP) to fund working capital needs. The loan is to be paid in monthly installments over a five-year period and bears a fixed interest rate of 10.5% per annum. The balance of the Mexico Bajío Loan as of July 5, 2026, was \$1,069,000.

Finance Lease Obligations

During the year ended December 31, 2025, the Company entered into a five-year extension of its land and building in Toluca, Mexico and reassessed its expectations to exercise one additional extension. As a result, the Company recognized an increase in the operating right-of-use assets and operating lease liabilities of \$2,486,000 and an increase of its finance lease of \$3,645,000.

As of July 5, 2026, the Company had \$4,322,000 outstanding under finance lease obligations for both property and machinery and equipment at its Sypris Technologies locations with maturities through 2036 and a weighted average interest rate of 13.3%.

Equipment Financing Obligations

As of July 5, 2026, the Company had \$1,157,000 outstanding under equipment financing facilities, with a weighted average interest rate of 7.1% and payments due through 2031. Payments on the Company’s equipment financing obligations are due as follows (in thousands):

Next 12 months	\$	560
12 to 24 months		413
24 to 36 months		137
36 to 48 months		122
48 to 60 months		51
Thereafter		0
Total payments		1,283
Less imputed interest		(126)
Total equipment financing obligations	\$	1,157

(11) Segment Data

The Company is organized into two business segments, Sypris Technologies and Sypris Electronics. Our Chief Executive Officer (CEO) serves as our Chief Operating Decision Maker (CODM) and is responsible for reviewing segment performance and making decisions regarding resource allocation. Our CODM evaluates each segment’s performance based on metrics such as net revenue, gross profit, operating (loss) income and other key financial indicators, guiding strategic decisions to align with company-wide goals. On a monthly basis, the CODM considers budget-to-actual variances for gross profit and operating (loss) income when making decisions about allocating capital to the segments. The segments are each managed separately because of the distinctions between the products, markets, customers, technologies, and workforce skills of the segments. Sypris Technologies generates revenue primarily from the sale of forged, machined, welded and heat-treated steel components primarily for the heavy commercial vehicle and high-pressure energy pipeline applications. Sypris Electronics provides circuit card and box build manufacturing, high reliability manufacturing, systems assembly and integration, design for manufacturability and design to specification work to customers in the market for aerospace and defense, communications and space electronics. There was no intersegment net revenue recognized for any period presented.

The Company includes the unallocated costs of its corporate office, including the employment costs of its senior management team and other corporate personnel, administrative costs and net corporate interest expense incurred at the corporate level under the caption “General, corporate and other” in the table below. Such unallocated costs include those for centralized information technology, finance, legal and human resources support teams, certain professional fees, director fees, corporate office rent, certain self-insurance costs and recoveries, software license fees and various other administrative expenses that are not allocated to our reportable segments. The unallocated assets include cash and cash equivalents maintained in its domestic treasury accounts and the net book value of corporate facilities and related information systems. The unallocated liabilities consist primarily of the related party notes payable. Domestic income taxes are calculated at an entity level and are not allocated to our reportable segments. Corporate capital expenditures and depreciation and amortization include items attributable to the unallocated fixed assets of the corporate office and related information systems.

The following table presents financial information for the reportable segments of the Company (in thousands):

	Three Months Ended		Six Months Ended	
	July 5, 2026	June 29, 2025	July 5, 2026	June 29, 2025
	(Unaudited)		(Unaudited)	
Net revenue from unaffiliated customers:				
Sypris Technologies	\$ 14,882	\$ 14,097	\$ 27,294	\$ 27,670
Sypris Electronics	15,459	17,329	28,858	33,264
Total net revenue	<u>\$ 30,341</u>	<u>\$ 31,426</u>	<u>\$ 56,152</u>	<u>\$ 60,934</u>
Gross profit (loss):				
Sypris Technologies	\$ 2,746	\$ 2,143	\$ 4,165	\$ 4,250
Sypris Electronics	(765)	441	(1,363)	1,700
Total gross profit	<u>\$ 1,981</u>	<u>\$ 2,584</u>	<u>\$ 2,802</u>	<u>\$ 5,950</u>
Operating income (loss):				
Sypris Technologies	\$ 1,120	\$ 490	\$ 1,158	\$ 1,216
Sypris Electronics	(1,921)	(652)	(3,530)	(467)
General, corporate and other	(1,655)	(1,279)	(3,686)	(2,320)
Total operating income (loss)	<u>\$ (2,456)</u>	<u>\$ (1,441)</u>	<u>\$ (6,058)</u>	<u>\$ (1,571)</u>
Interest expense, net:				
Sypris Technologies	\$ 186	\$ 45	\$ 365	\$ 94
Sypris Electronics	19	49	68	91
General, corporate and other	297	287	599	498
Total interest expense	<u>\$ 502</u>	<u>\$ 381</u>	<u>\$ 1,032</u>	<u>\$ 683</u>
Other expense (income), net:				
Sypris Technologies	\$ 195	\$ 224	\$ 341	\$ 403
Sypris Electronics	(3)	0	(3)	(8)
General, corporate and other	0	0	(6)	(6)
Total other expense, net	<u>\$ 192</u>	<u>\$ 224</u>	<u>\$ 332</u>	<u>\$ 389</u>
Income (loss) before taxes:				
Sypris Technologies	\$ 827	\$ 309	\$ 627	\$ 888
Sypris Electronics	(1,937)	(702)	(3,595)	(551)
General, corporate and other	(2,040)	(1,653)	(4,454)	(2,980)
	<u>\$ (3,150)</u>	<u>\$ (2,046)</u>	<u>\$ (7,422)</u>	<u>\$ (2,643)</u>
Depreciation and amortization:				
Sypris Technologies	\$ 515	\$ 471	\$ 1,037	\$ 927
Sypris Electronics	230	236	465	479
General, corporate and other	8	0	11	1
Total depreciation and amortization	<u>\$ 753</u>	<u>\$ 708</u>	<u>\$ 1,513</u>	<u>\$ 1,407</u>

	Three Months Ended		Six Months Ended	
	July 5,	June 29,	July 5,	June 29,
	2026	2025	2026	2025
	(Unaudited)		(Unaudited)	
Capital expenditures:				
Sypris Technologies	\$ 324	\$ 158	\$ 369	\$ 158
Sypris Electronics	21	0	21	0
General, corporate and other	0	0	185	3
Total capital expenditures	<u>\$ 345</u>	<u>\$ 158</u>	<u>\$ 575</u>	<u>\$ 161</u>

	July 5, 2026 (Unaudited)	December 31, 2025
Total assets:		
Sypris Technologies	\$ 38,631	\$ 37,095
Sypris Electronics	59,060	63,469
General, corporate and other	7,521	7,247
Total assets	<u>\$ 105,212</u>	<u>\$ 107,811</u>
Total liabilities:		
Sypris Technologies	\$ 22,617	\$ 20,214
Sypris Electronics	52,935	52,139
General, corporate and other	17,936	17,668
Total liabilities	<u>\$ 93,488</u>	<u>\$ 90,021</u>

(12) Commitments and Contingencies

The provision for estimated warranty costs is recorded at the time of sale and periodically adjusted to reflect actual experience. The Company's warranty liability, which is included in accrued liabilities in the accompanying consolidated balance sheets as of July 5, 2026 and December 31, 2025 was \$717,000 and \$738,000, respectively. The Company's warranty expense for the three and six months ended July 5, 2026 was \$93,000 and \$173,000, respectively. The Company's warranty expense for the three and six months ended June 29, 2025 was \$111,000 and \$199,000, respectively.

The Company bears insurance risk as a member of a group captive insurance entity for certain general liability, automobile and workers' compensation insurance programs, a self-insured worker's compensation program and a self-insured employee health program. The Company records estimated liabilities for its insurance programs based on information provided by the third-party plan administrators, historical claims experience, expected costs of claims incurred but not paid, and expected costs to settle unpaid claims. The Company monitors its estimated insurance-related liabilities on a quarterly basis. As facts change, it may become necessary to make adjustments that could be material to the Company's consolidated results of operations and financial condition.

The Company is involved in certain litigation and contract issues arising in the normal course of business. While the outcome of these matters cannot, at this time, be predicted in light of the uncertainties inherent therein, management does not expect that these matters will have a material adverse effect on the consolidated financial position or results of operations of the Company. Additionally, the Company believes its product liability insurance is adequate to cover all potential liability claims.

The Company accounts for loss contingencies in accordance with U.S. GAAP. Estimated loss contingencies are accrued only if the loss is probable and the amount of the loss can be reasonably estimated. With respect to a particular loss contingency, it may be probable that a loss has occurred but the estimate of the loss is within a wide range or undeterminable. If the Company deems an amount within the range to be a better estimate than any other amount within the range, that amount will be accrued. However, if no amount within the range is a better estimate than any other amount, the minimum amount of the range is accrued.

The Company has various current and previously-owned facilities subject to a variety of environmental regulations. The Company has received certain indemnifications from either companies previously owning these facilities or from purchasers of those facilities. Additionally, certain property previously sold by the Company has been designated as a Brownfield Site and has been approved for development by the purchaser. As of July 5, 2026 and December 31, 2025, no amounts were accrued for any environmental matters.

In order to reduce manufacturing lead times, the Company enters into agreements with certain suppliers to purchase inventory based on the Company's requirements. A significant portion of the Company's purchase commitments arising from these agreements consists of firm and non-cancelable commitments. These purchase commitments totaled \$17,717,000 as of July 5, 2026, of which \$14,508,000 is for purchases to be made in 2026, and the balance thereafter.

(13) Income Taxes

The provision for income taxes includes federal, state, local and foreign taxes. The Company's effective tax rate varies from period to period due to the proportion of foreign and domestic pre-tax income expected to be generated by the Company. The Company provides for income taxes for its domestic operations at a statutory rate of 21% in 2026 and 2025 and for its foreign operations at a statutory rate of 30% in 2026 and 2025. Reconciling items between the federal statutory rate and the effective tax rate also include state income taxes, valuation allowances and certain other permanent differences.

The Company recognizes liabilities or assets for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements in accordance with ASC 740, Income Taxes (ASC 740). These temporary differences will result in taxable or deductible amounts in future years when the reported amounts of assets or liabilities are recovered or settled. ASC 740 requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. The Company evaluates its deferred tax position on a quarterly basis and valuation allowances are provided as necessary. During this evaluation, the Company reviews its forecast of income in conjunction with other positive and negative evidence surrounding the realizability of its deferred tax assets to determine if a valuation allowance is needed. Based on its current forecast, the Company believes it will have sufficient future taxable income to realize the deferred tax assets recorded by its Mexican subsidiary.

Based on the Company's consideration of all positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations, the Company has established a valuation allowance against all U.S. deferred tax assets. Until an appropriate level and characterization of profitability is attained, the Company expects to continue to maintain a valuation allowance on its net deferred tax assets related to future U.S. tax benefits.

To the Company's knowledge, the Internal Revenue Service (IRS) is not currently examining the Company's U.S. income tax returns for 2022 through 2024, for which the statute has yet to expire.

To the Company's knowledge, Mexico's Federal Tax Administration Service, Servicio de Administracion Tributaria's (the "SAT"), is not currently examining the Company's Mexican income tax returns for 2021 through 2025, for which the statute has yet to expire. In addition, open tax years related to state and other foreign jurisdictions remain subject to examination.

(14) Employee Benefit Plans

Pension expense (benefit) consisted of the following (in thousands):

	Three Months Ended		Six Months Ended	
	July 5, 2026	June 29, 2025	July 5, 2026	June 29, 2025
	(Unaudited)		(Unaudited)	
Interest cost on projected benefit obligation	\$ 215	\$ 260	\$ 482	\$ 534
Net amortizations, deferrals and other costs	79	73	170	183
Expected return on plan assets	(243)	(241)	(453)	(420)
Net periodic benefit cost	<u>\$ 51</u>	<u>\$ 92</u>	<u>\$ 199</u>	<u>\$ 297</u>

The net periodic benefit cost of the defined benefit pension plans incurred during the three and six month periods ended July 5, 2026 and June 29, 2025 is included in other expense, net in the accompanying consolidated statements of operations.

(15) Accumulated Other Comprehensive Loss

The Company's accumulated other comprehensive loss consists of employee benefit-related adjustments and foreign currency translation adjustments.

Accumulated other comprehensive loss consisted of the following (in thousands):

	July 5, 2026	December 31, 2025
	(Unaudited)	
Foreign currency translation adjustments	\$ (7,987)	\$ (8,657)
Employee benefit related adjustments – U.S., net of tax	(6,747)	(6,747)
Employee benefit related adjustments – Mexico, net of tax	(82)	(82)
Accumulated other comprehensive loss	<u>\$ (14,816)</u>	<u>\$ (15,486)</u>

(16) Fair Value of Financial Instruments

Cash, accounts receivable, accounts payable and accrued liabilities are reflected in the consolidated financial statements at their carrying amount which approximates fair value because of the short-term maturity of those instruments. The carrying amount of debt outstanding at July 5, 2026 approximates fair value, and is based upon quoted prices for similar assets and liabilities in active markets, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instruments (Level 2).

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

Overview

We provide products and engineering, design, and manufacturing services for a variety of critical infrastructure sectors, including energy, space, communications, defense, transport, chemical, and water. Sypris serves its customers globally through its operations located in North America. We produce a wide range of manufactured products, often under multi-year, sole-source contracts.

We are organized into two business segments, Sypris Technologies and Sypris Electronics. Sypris Technologies, which is comprised of Sypris Technologies, Inc. and its subsidiaries, generates revenue primarily from the sale of forged, machined, welded and heat-treated steel components primarily for the heavy commercial vehicle and high-pressure energy pipeline applications. Sypris Electronics, which is comprised of Sypris Electronics, LLC, generates revenue primarily through circuit card and full "box build" manufacturing, high reliability manufacturing, systems assembly and integration, design for manufacturability and design to specification work.

We focus on those markets where we believe we have the expertise, qualifications and leadership position to sustain a competitive advantage. We target our resources to support the needs of industry participants that embrace technological innovation and flexibility, coupled with multi-year contractual relationships, as a strategic component of their supply chain management. These contracts, many of which are sole-source by part number, have historically created opportunities to invest in leading-edge processes or technologies to help our customers remain competitive. The productivity and innovation that can result from such investments helps to differentiate us from our competition when it comes to cost, quality, reliability and customer service.

Economic Conditions

Our operations are impacted by global economic conditions, including inflationary increases of certain raw materials, as well as logistics, tariffs, transportation, utilities and labor costs, supply chain constraints and increased interest rates. While we have taken pricing actions and implemented transformation initiatives that we expect to improve productivity and offset these cost increases, we expect supply chain pressures and inflationary cost increases to continue throughout 2026, which may continue thereafter and could negatively impact our results of operations.

Sypris Technologies Outlook

The North American Class 8 commercial vehicle market experienced a downturn in 2025, in addition to the automotive and sport utility vehicle markets also served by Sypris Technologies. New heavy-duty truck demand has historically been cyclical and is particularly sensitive to the industrial sector of the economy, which generates a significant portion of the freight tonnage hauled by commercial vehicles. During 2025, production of Class 8 trucks in North America decreased 24% from 2024. According to industry publications, the outlook for 2026 and 2027 is forecasting sequential increases of 9.1% and 9.7%, respectively. We believe that the market diversification Sypris Technologies has accomplished over recent years by adding new programs in the automotive, sport-utility and off-highway markets has benefited and will continue to benefit the Company as the demand cycles for our products in these markets differs from the Class 8 commercial vehicle market, thereby reducing volatility in our revenue profile.

The oil and gas markets served by our Tube Turns® brand of engineered products continues to be shaped largely by geopolitical factors, macroeconomic variables such as high interest rates and rising material costs, evolving policies and regulations and the emergence of new technologies. Sales in this market are dependent on, among other things, the level of worldwide oil and natural gas demand, the price of crude oil and natural gas and capital spending by exploration and production companies and drilling contractors. The conflicts in the Middle East, including military hostilities between Israel and Hamas and the U.S., Israel and Iran, the war between Russia and Ukraine and inflationary pressures have also led to disruption, instability and volatility in global markets and industries that could negatively impact our operations.

We will continue to pursue new business in a wide variety of markets from light automotive to new pressure vessel and pipeline applications and artificial intelligence data center applications to achieve a more balanced portfolio across our customers, markets and products.

Sypris Electronics Outlook

Ongoing demand in the electronic circuit card assembly industry across multiple manufacturing sectors continues to create shortages and extended lead times. In some instances, waiting times for certain components approach a year or more. We factor supplier-provided lead times into internal planning schedules and new customer quotations. From time to time, we encounter part obsolescence which requires us to identify an alternate part suitable for use. We continue to work with our customers on strategies to mitigate any adverse impact upon our ability to service their requirements. Factors which arise after the placement of the customer's order may cause us to miss projected delivery dates. Inflationary costs are expected to continue through 2026.

The electronic circuit card assembly industry is highly competitive, and demand can be volatile from period to period. Increasing demand for advanced technologies, supply chain diversification, and continued strong government defense spending along with geopolitical factors, including ongoing U.S.-China trade tensions and regulatory shifts, are prompting companies to adopt supply chain resilience strategies, such as "friendshoring", nearshoring and onshoring that benefit domestic suppliers. Additionally, OEMs are expected to continue the trend of outsourcing lower-level electronic assemblies, while focusing on their core competencies of design and system integration. However, challenges such as labor cost fluctuations, raw material constraints, and evolving trade policies may impact operational efficiency and cost structures. Overall, the sector is positioned for growth, with companies focusing on technological innovation, strategic partnerships, and supply chain optimization to maintain competitiveness in a rapidly evolving defense and aerospace market. During 2024, 2025 and the first six months of 2026, we announced new program awards and releases for Sypris Electronics, with certain programs continuing into 2028. In addition to contract awards from Department of War ("DoW") prime contractors related to weapons systems, electronic warfare and infrared countermeasures in our traditional aerospace and defense markets, we have also been awarded subcontracts for manufacturing services to the communication and navigation and space markets, which require our advanced capabilities for delivering products for complex, high cost of failure platforms.

While we do not serve as a prime contractor to the U.S. government, we serve as a subcontractor on various U.S. government programs. Funding for U.S. Government programs is subject to a variety of factors that can affect our business, including the U.S. presidential administration's budget requests and procurement priorities and policies, annual congressional budget authorization and appropriation processes, and other U.S. government domestic and international priorities. U.S. government spending levels, particularly defense spending, and timely funding thereof can affect our financial performance over the short and long term.

The National Defense Authorization Act (NDAA) for FY2026 was signed into law on December 18, 2025. This legislation authorizes \$901 billion for defense spending. On February 3, 2026, the Consolidated Appropriations Act of 2026 was passed, which further extended government funding through September 30, 2026. This legislation provides \$839.2 billion in funding for the DoW representing an \$8.4 billion increase over the topline in the President's DoW Budget Request. The One Big Beautiful Bill Act (the Tax Act) was signed by the President on July 4, 2025. The bill provides more than \$150 billion in mandatory funding for the DoW available until September 30, 2029.

On April 3, 2026, the Administration released the FY 2027 Defense topline request. The FY 2027 proposal seeks a historic \$1.5 trillion defense budget, driven by a large discretionary base request and an additional \$350 billion of mandatory funding through reconciliation. The approach is reliant upon Congress to pass a second reconciliation bill. We will continue to monitor the FY 2027 budget cycle as additional information is released.

Despite the Administration indicating their desire for a significant increase in defense spending in FY 2027, we anticipate the federal budget, additional potential tax law changes, and regulatory environment will continue to be subject to debate and compromise shaped by, among other things, the Administration and Congress, heightened political tensions, the global security environment, inflationary pressures, and macroeconomic conditions. The result may be shifting funding priorities, which could have material impacts on defense spending broadly and our programs. Additionally, the Administration continues to take steps to evaluate government-wide and defense-specific staffing and procurement, which includes assessing mission priorities, procurement methods, program performance, and other factors and then potentially taking action based on those assessments. Those actions remain uncertain and could result in impacts to both our current and future business prospects and financial performance. The impact on demand for our products and services and our business are difficult to predict.

See also the discussion of Congressional budgetary constraints or reallocations risks within “Item 1A, Risk Factors” included in our 2025 Form 10-K.

Results of Operations

The tables below compare our segment and consolidated results for the three and six month periods of operations of 2026 to the three and six month periods of operations of 2025. The tables present the results for each period, the change in those results from 2025 to 2026 in both dollars and percentages and the results for each period as a percentage of net revenue.

- The first two columns in each table show the absolute results for each period presented.
- The columns entitled “Year Over Year Change” and “Year Over Year Percentage Change” show the change in results, both in dollars and percentages. These two columns show favorable changes as positive and unfavorable changes as negative. For example, when our net revenue increases from one period to the next, that change is shown as a positive number in both columns. Conversely, when expenses increase from one period to the next, that change is shown as a negative number in both columns.
- The last two columns in each table show the results for each period as a percentage of net revenue. In these two columns, the cost of sales and gross profit for each are given as a percentage of that segment’s net revenue. These amounts are shown in italics.

In addition, as used in the table, “NM” means “not meaningful.”

Three Months Ended July 5, 2026 Compared to Three Months Ended June 29, 2025

	Three Months Ended,		Year Over Year Change	Year Over Year Percentage Change	Results as Percentage of Net Revenue for the Three Months Ended	
	July 5, 2026	June 29, 2025	Favorable (Unfavorable)	Favorable (Unfavorable)	July 5, 2026	June 29, 2025
(in thousands, except percentage data)						
Net revenue:						
Sypris Technologies	\$ 14,882	\$ 14,097	\$ 785	5.6%	49.0%	44.9%
Sypris Electronics	15,459	17,329	(1,870)	(10.8)	51.0	55.1
Total	30,341	31,426	(1,085)	(3.5)	100.0	100.0
Cost of sales:						
Sypris Technologies	12,136	11,954	(182)	(1.5)	81.5	84.8
Sypris Electronics	16,224	16,888	664	3.9	104.9	97.5
Total	28,360	28,842	482	1.7	93.5	91.8
Gross profit (loss):						
Sypris Technologies	2,746	2,143	603	28.1	18.5	15.2
Sypris Electronics	(765)	441	(1,206)	NM	(4.9)	2.5
Total	1,981	2,584	(603)	(23.3)	6.5	8.2
Selling, general and administrative	4,437	4,025	(412)	(10.2)	14.6	12.8
Operating loss	(2,456)	(1,441)	(1,015)	(70.4)	(8.1)	(4.6)
Interest expense, net	502	381	(121)	(31.8)	1.7	1.2
Other expense, net	192	224	32	14.3	0.6	0.7
Loss before taxes	(3,150)	(2,046)	(1,104)	(54.0)	(10.4)	(6.5)
Income tax (benefit) expense, net	(37)	5	42	NM	(0.1)	0.0
Net loss	\$ (3,113)	\$ (2,051)	\$ (1,062)	(51.8)	(10.3)%	(6.5)%

Six Months Ended July 5, 2026 Compared to Six Months Ended June 29, 2025.

	Six Months Ended,		Year Over Year Change	Year Over Year Percentage Change	Results as Percentage of Net Revenue for the Six Months Ended	
	July 5, 2026	June 29, 2025	Favorable (Unfavorable)	Favorable (Unfavorable)	July 5, 2026	June 29, 2025
(in thousands, except percentage data)						
Net revenue:						
Sypris Technologies	\$ 27,294	\$ 27,670	\$ (376)	(1.4)%	48.6%	45.4%
Sypris Electronics	28,858	33,264	(4,406)	(13.2)	51.4	54.6
Total	56,152	60,934	(4,782)	(7.8)	100.0	100.0
Cost of sales:						
Sypris Technologies	23,129	23,420	291	1.2	84.7	84.6
Sypris Electronics	30,221	31,564	1,343	4.3	104.7	94.9
Total	53,350	54,984	1,634	3.0	95.0	90.2
Gross profit (loss):						
Sypris Technologies	4,165	4,250	(85)	(2.0)	15.3	15.4
Sypris Electronics	(1,363)	1,700	(3,063)	(180.2)	(4.7)	5.1
Total	2,802	5,950	(3,148)	(52.9)	5.0	9.8
Selling, general and administrative	8,860	7,521	(1,339)	(17.8)	15.8	12.3
Operating loss	(6,058)	(1,571)	(4,487)	(285.6)	(10.8)	(2.6)
Interest expense, net	1,032	683	(349)	(51.1)	1.8	1.1
Other expense, net	332	389	57	14.7	0.6	0.6
Loss before taxes	(7,422)	(2,643)	(4,779)	(180.8)	(13.2)	(4.3)
Income tax (benefit) expense, net	(183)	307	490	NM	(0.3)	0.5
Net loss	\$ (7,239)	\$ (2,950)	\$ (4,289)	(145.4)	(12.9)%	(4.8)%

Net Revenue. Sypris Technologies derives its revenue from the sale of forged and finished steel components and subassemblies and high-pressure closures and other fabricated products. Net revenue for Sypris Technologies for the three- and six-month periods ended July 5, 2026 increased \$0.8 million and decreased \$0.4 million, respectively, from the prior year comparable periods. Energy product sales increased \$0.6 million and \$2.3 million for the three and six months ended July 5, 2026, respectively, due to improved market conditions in the oil and gas business and timing. Revenue for the commercial vehicle market increased \$0.2 million and decreased \$2.7 million for the three and six months ended July 5, 2026, respectively, compared to the prior year comparable periods. The commercial vehicle market experienced a cyclical decline in the second half of 2025 and into 2026. The market began to recover in the second quarter and is expected to increase through the second half of 2026 and into 2027.

Sypris Electronics derives its revenue primarily from circuit card and full “box build” manufacturing, high reliability manufacturing and systems assembly and integration. Net revenue for Sypris Electronics decreased \$1.9 million and \$4.4 million, respectively, for the three and six months ended July 5, 2026, from the prior year comparable periods. The net revenue decrease for the period was primarily attributable to material availability in addition to customer design changes on certain new programs, which pushed out delivery dates.

Gross Profit. Sypris Technologies’ gross profit increased \$0.6 million and decreased \$0.1 million for the three and six months ended July 5, 2026, respectively, from the prior year comparable periods as a result of the change in volumes. However, unfavorable foreign exchange rates for our Mexican subsidiary had a negative impact on margins for both the three and six months ended July 5, 2026. Gross margin for the three and six months ended July 5, 2026 was 18.5% and 15.3%, respectively, as compared to 15.2% and 15.4%, respectively, for the three and six months ended June 29, 2025.

Sypris Electronics' gross profit decreased \$1.2 million and \$3.1 million for the three and six months ended July 5, 2026, respectively, from the prior year comparable periods. The decrease in gross profit for the three and six months ended July 5, 2026 was primarily a result of lower volumes and higher scrap incurred during the period, which included expired material resulting from program delays. Furthermore, Sypris Electronics recorded charges of \$0.8 million and \$1.0 million related to excess and obsolete inventory during the three and six months ended July 5, 2026, respectively. Additionally, delays of certain customer deliveries has limited our ability to ramp up production to the levels anticipated and resulted in increased costs and decreased operational efficiency. Results for the six-months ended June 29, 2025 included additional gross profit of \$0.3 million for a request for equitable adjustment ("REA") approved during the first quarter of 2025 to offset certain additional costs for scope modifications on a new contract during 2024. While the order backlog for Sypris Electronics supports a stable revenue rate during the balance of 2026, material availability challenges are expected to continue. Gross margin for the three and six months ended July 5, 2026 was a loss of 4.9% and 4.7%, respectively, as compared to 2.5% and 5.1%, respectively, for the three and six months ended June 29, 2025. Gross margins are forecasted to improve as production volumes increase throughout the remainder of 2026.

Selling, General and Administrative. Selling, general and administrative expense increased \$0.4 million and \$1.3 million for the three and six months ended July 5, 2026, respectively, as compared to the prior year comparable periods. The increase for the three and six month periods was primarily as a result of higher medical claims experience during the current period. The Company experienced an increase in the number of high-cost medical claims during the first six months of 2026 as compared to a favorable experience in the prior year. The Company is self-insured for medical claims with stop loss coverage for claims over \$0.3 million. Selling, general and administrative expense increased as a percentage of revenue to 14.6% and 15.8% for the three and six months ended July 5, 2026, respectively, from 12.8% and 12.3%, respectively, for the three and six months ended June 29, 2025.

Income Taxes. The Company's income tax (benefit) expense, net for the three and six months ended July 5, 2026 and June 29, 2025 consists primarily of currently payable state and local income taxes on domestic operations and foreign income taxes of its Mexican subsidiary.

Deferred tax assets and liabilities are determined separately for each tax jurisdiction in which we conduct our operations or otherwise incur taxable income or losses. The Company evaluates its deferred tax position on a quarterly basis and valuation allowances are provided as necessary. During this evaluation, the Company reviews its forecast of income in conjunction with other positive and negative evidence surrounding the realizability of its deferred tax assets to determine if a valuation allowance is needed. Based on its current forecast, the Company has established a valuation allowance against all U.S. deferred tax assets. Until an appropriate level and characterization of profitability is attained, the Company expects to continue to maintain a valuation allowance on its net deferred tax assets related to future U.S. tax benefits. If we determine that we would be able to realize our deferred tax assets in the future in excess of the net recorded amount, an adjustment to reduce the valuation allowance would increase net income in the period that such determination is made.

Liquidity, Capital Resources

As reflected in the consolidated financial statements, the Company has an accumulated deficit as of July 5, 2026, a net loss for the six months ended July 5, 2026 and the year ended December 31, 2025, as well as negative cash flow from operating activities for the six months ended July 5, 2026 and the year ended December 31, 2025. The Company's net inventory increased significantly in 2023, primarily related to contracts with Sypris Electronics' aerospace and defense customers. Shipments to customers on certain of these contracts were delayed beyond the initial delivery dates, which negatively impacted the cycle time to convert inventory to cash. Additionally, the Company experienced a significant drop in volumes within the Sypris Technologies business attributable to the cyclical decline in the commercial vehicle market in 2025 and into the first quarter of 2026, which led to a corresponding decrease in gross profit. As a result, the Company experienced a liquidity shortfall beginning in the fourth quarter of 2023 and at various times during 2024, 2025 and into 2026. The shipment delays within Sypris Electronics also contributed to an increase in trade payable balances with certain suppliers during 2023 and 2024. The Company successfully negotiated amended payment and other terms on the past due balances with certain suppliers and is continuing to work with suppliers to improve terms and maintain consistency in its supply chain relationships.

The Company received the benefit of additional loans of \$3.0 million during the year ended December 31, 2025 from Gill Family Capital Management, Inc. ("GFCM") to help the Company manage its liquidity. This additional \$3.0 million loaned to the Company by GFCM in 2025 was approved by the Audit Committee and provided the Company necessary liquidity. Additionally, during the first quarter of 2026, the Company and GFCM amended the Note to extend the maturity dates for \$2.0 million of the obligation to April 1, 2027, \$2.0 million to April 1, 2028, \$5.0 million to April 1, 2029 and \$3.0 million to April 1, 2030 (see Note 10 to the consolidated financial statements in this Quarterly Report on Form 10-Q).

Additionally, during the first quarter of 2026, the Company, through its Mexican operations, entered into an unsecured loan agreement with Banco del Bajio (the “Mexico Bajio Loan”) in the amount of approximately \$1.2 million to fund working capital needs (see Note 10 to the consolidated financial statements in this Quarterly Report on Form 10-Q).

Our ability to service our current liabilities will require a significant amount of cash. Management has evaluated our ability to generate this cash to meet our obligations for the next twelve months. Our primary sources of funds to meet our liquidity and capital requirements include cash on hand, funds generated through continued revenue growth from the Company’s consolidated operations and reductions in the Company’s investment in working capital. Based upon our current forecast, we believe that we will have sufficient liquidity to finance our operations for the next twelve months.

Although we believe the assumptions underlying our current forecast are reasonable, management is also prepared to implement contingency plans that include other cost reduction initiatives to improve profitability and cash flow, or management can take additional steps such as adjusting the timing and amount of certain operating expenses as well as capital expenditures or the issuance of new debt. If we are unable to achieve our forecasted revenue, or if our costs are higher than expected, we may be required to revise our plans to provide for additional cost-cutting measures, seek additional financing or to consider other strategic alternatives. We may not be able to secure additional financing on favorable terms, if at all.

Cash Balance. As of July 5, 2026, we had approximately \$5.9 million of cash and cash equivalents, of which \$0.8 million was held in jurisdictions outside of the U.S. that, if repatriated, could result in withholding taxes.

We expect existing cash and cash flows from operations to continue to be sufficient to fund our operating activities and cash commitments for investing and financing activities, such as capital expenditures, for at least the next twelve months. Significant changes from our current forecasts, including, but not limited to: (i) meaningful shortfalls in our projected revenues, (ii) unexpected costs or expenses, and/or (iii) operating difficulties which cause unexpected delays in scheduled shipments, could require us to seek additional funding or force us to make further reductions in spending, extend payment terms with suppliers, liquidate assets where possible and/or suspend or curtail planned programs. Any of these actions could materially harm our business, results of operations and future prospects. Additional financing may not be available to us.

Material Cash Requirements

Gill Family Capital Management Note. The Company has received the benefit of cash infusions from GFCM in the form of secured promissory note obligations totaling \$12.0 million in principal as of July 5, 2026 and December 31, 2025 (the “Note”). GFCM is an entity controlled by the Company’s Chairman, President and Chief Executive Officer, Jeffrey T. Gill and one of our directors, R. Scott Gill. GFCM, Jeffrey T. Gill and R. Scott Gill are significant beneficial stockholders of the Company.

As of July 5, 2026, our principal commitment under the Note was \$12.0 million, with \$2.0 million due on April 1, 2027, \$2.0 million on April 1, 2028, \$5.0 million due on April 1, 2029, and the balance of \$3.0 million due on April 1, 2030. The Note allows for a deferral of payment for up to 100% of the interest due on the Note to April 1, 2027. Interest on the Note is reset on April 1 of each year, at the greater of 8.0% or 500 basis points above the five-year Treasury note average during the preceding 90-day period, in each case, payable quarterly, unless the deferral option is elected.

Loan Agreement. On February 11, 2026, the Company, through its Mexican operations, entered into Mexico Bajio Loan in the amount of approximately \$1.2 million to fund working capital needs. The loan is to be paid in monthly installments over a five-year period and bears a fixed interest rate of 10.5% per annum. The balance of the loan as of July 5, 2026, was \$1.1 million.

Finance Lease Obligations. As of July 5, 2026, the Company had \$4.3 million outstanding under finance lease obligations for both property and machinery and equipment with maturities through 2036 and a weighted average interest rate of 13.3%.

Equipment Financing Obligations. As of July 5, 2026, the Company had \$1.2 million outstanding under equipment financing facilities, with payments due through 2031, and a weighted average interest rate of 7.1%.

Purchase Commitments. We had purchase commitments totaling approximately \$17.7 million at July 5, 2026, primarily for inventory and manufacturing equipment.

Cash Flows

Operating Activities. Net cash used in operating activities was \$0.5 million in the first six months of 2026, as compared to \$4.4 million in the same period of 2025. The aggregate increase in accounts receivable in 2026 resulted in a use of cash of \$0.7 million primarily as a result of the timing of receipts. The decrease in inventory in 2026 resulted in a source of cash of \$0.9 million. The decrease in inventory in 2026 was primarily as a result of shipments within the Sypris Electronics business. A significant portion of the inventory had been purchased in previous periods and was funded through prepayments from customers, which was recorded as contract liabilities. Partially offsetting this was an increase in inventory within Sypris Technologies to support higher volumes expected in the second half of 2026. Accounts payable increased during the first six months of 2026, resulting in cash provided of \$2.2 million. The increase in accounts payable was primarily associated with the increase in inventory for our Sypris Technologies business to support the higher volumes expected in the second half of 2026. Accrued and other liabilities increased during the period and provided \$1.2 million in the first six months of 2026 as a result of prepayments from customers with Sypris Electronics to fund inventory purchases, which was recorded as contract liabilities, and additional accrued unpaid interest on the Note. Other current assets increased during the first six months of 2026 as a result of timing of prepayments to our suppliers, resulting in a use of cash of \$0.5 million.

Investing Activities. Net cash used in investing activities was comprised of capital expenditures of \$0.6 million for the first six months of 2026 as compared to \$0.2 million for the first six months of 2025.

Financing Activities. Net cash provided by financing activities was \$0.3 million for the first six months of 2026 and was comprised of proceeds from the Mexico Bajio Loan of \$1.1 million, partially offset by finance lease, equipment financing obligation and debt payments of \$0.7 million and \$0.2 million for minimum statutory tax withholdings on stock-based compensation. Net cash provided by financing activities was \$1.9 million for the first six months of 2025 and was comprised of proceeds from the Note of \$3.0 million, partially offset by payments on finance leases and equipment financing obligation of \$1.0 million and \$0.1 million for minimum statutory tax withholdings on stock-based compensation.

Critical Accounting Policies

See the information concerning our critical accounting policies included under Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operation - Critical Accounting Policies and Estimates” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. There have been no significant changes in our critical accounting policies during the six months ended July 5, 2026.

Forward-looking Statements

This Quarterly Report on Form 10-Q, and our other oral or written communications, may contain “forward-looking” statements. These statements may include our expectations or projections about the future of our business, industries, business strategies, prospects, potential acquisitions, liquidity, financial condition or financial results and our views about developments beyond our control, including domestic or global economic conditions, such as inflation, supply chain conditions, government spending, industry trends and market developments. These statements are based on management’s views and assumptions at the time originally made, and, except as required by law, we undertake no obligation to update these statements, even if, for example, they remain available on our website after those views and assumptions have changed. There can be no assurance that our expectations, projections or views will come to pass, and undue reliance should not be placed on these forward-looking statements.

A number of significant factors could materially affect our specific business operations and cause our performance to differ materially from any future results projected or implied by our prior statements. Many of these factors are identified in connection with the more specific descriptions contained throughout this report. Other factors which could also materially affect such future results currently include: the fees, costs and supply of, or access to, debt, equity capital, or other sources of liquidity; the termination or non-renewal of existing contracts by customers; our failure to achieve and maintain profitability on a timely basis by steadily increasing our revenues from profitable contracts with a diversified group of customers, which would cause us to continue to use existing cash resources or require us to sell assets to fund operating losses; volatility of our customers' forecasts and our contractual obligations to meet current scheduling demands and production levels, which may negatively impact our operational capacity and our effectiveness to integrate new customers or suppliers, and in turn cause increases in our inventory and working capital levels; cost, quality and availability or lead times of raw materials such as steel, component parts (especially electronic components), natural gas or utilities including increased cost relating to inflation, as well as the impact of existing or future tariffs, trade restrictions or other changes in trade policy imposed by the United States or foreign governments; our reliance on a few key customers, third party vendors and sub-suppliers; significant delays or reductions due to a prolonged continuing resolution or U.S. government shutdown reducing the spending on products and services that Sypris Electronics provides; risks of foreign operations, including foreign currency exchange rate risk exposure, which could impact our operating results; the cost, quality, timeliness, efficiency and yield of our operations and capital investments, including the impact of inflation, tariffs, product recalls or related liabilities, employee training, working capital, production schedules, cycle times, scrap rates, injuries, wages, overtime costs, freight or expediting costs; inventory valuation risks including excessive or obsolescent valuations or price erosions of raw materials or component parts on hand or other potential impairments, non-recoverability or write-offs of assets or deferred costs; our failure to successfully complete final contract negotiations with regard to our announced contract "orders", "wins" or "awards"; our ability to maintain compliance with the Nasdaq listing standards, including without limitation minimum closing bid price and stockholders' equity; our failure to successfully win new business or develop new or improved products or new markets for our products; war, geopolitical conflict, terrorism, political instability, or other disruptions, such as conflicts involving Russia and Ukraine, Israel and Hamas, the U.S., Israel and Iran, and other developments in the Middle East, including those arising out of international sanctions, foreign currency fluctuations and other economic impacts; adverse impacts of new technologies or other competitive pressures which increase our costs or erode our margins; the costs and supply of insurance on acceptable terms and with adequate coverage; unanticipated or uninsured product liability claims, disasters, public health crises, losses or business risks; breakdowns, relocations or major repairs of machinery and equipment, especially in our Toluca Plant; the costs of compliance with our auditing, regulatory or contractual obligations; pension valuation, health care or other benefit costs; dependence on, retention or recruitment of key employees and highly skilled personnel and distribution of our human capital; our reliance on revenues from customers in the oil and gas and automotive markets, with increasing consumer pressure for reductions in environmental impacts attributed to greenhouse gas emissions and increased vehicle fuel economy; labor relations; strikes; union negotiations; disputes or litigation involving governmental, supplier, customer, employee, creditor, stockholder, premises liability, personal injury, product liability, warranty or environmental claims; failure to adequately insure or to identify product liability, environmental or other insurable risks; costs associated with environmental or other claims relating to properties previously owned; our inability to patent or otherwise protect our inventions or other intellectual property rights from potential competitors or fully exploit such rights which could materially affect our ability to compete in our chosen markets; changes in licenses, security clearances, or other legal rights to operate, manage our work force or import and export as needed; cybersecurity threats and disruptions, including ransomware attacks on our systems and the systems of third-party vendors and other parties with which we conduct business, all of which may become more pronounced in the event of geopolitical conflicts and other uncertainties, such as the conflict in Ukraine; risks related to owning our common stock, including increased volatility; possible public policy response to a public health emergency, including U.S. or foreign government legislation or restrictions that may impact our operations or supply chain; or risks and uncertainties, including those that are currently unknown or that we currently deem immaterial and the risk factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined in Item 10(f)(1) of Regulation S-K and thus are not required to provide the quantitative and qualitative disclosures about market risk specified in Item 305 of Regulation S-K.

ITEM 4. CONTROLS AND PROCEDURES

(a) *Evaluation of disclosure controls and procedures.* Based on the evaluation of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)) required by Securities Exchange Act Rules 13a-15(b) or 15d-15(b), our Principal Executive Officer and our Principal Financial Officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective.

(b) *Changes in internal controls.* There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Groundwater and other contamination has occurred at certain of our current and former facilities during the operation of those facilities by their former owners, and this contamination may occur at future facilities we operate or acquire. There is no assurance that environmental indemnification agreements we have secured from the former owners of certain of these properties will be adequate to protect us from liability. No administrative or judicial proceedings with respect to these or any other environmental regulations or conditions are pending against the Company or known by the Company to be contemplated by government authorities.

The Company is subject to other legal proceedings and claims that have not been fully resolved and that have arisen in the ordinary course of business. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies for these other asserted legal and other claims. However, the outcome of legal proceedings and claims brought against the Company is subject to significant uncertainty. In addition, there may be other potential claims, liabilities, materials or design defects, or other customer complaints that have not been asserted, but which could adversely impact us in the future. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these other legal matters or potential matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected.

The information set forth in Note 12 to the consolidated financial statements in this Quarterly Report on Form 10-Q is incorporated by reference into this Item 1.

ITEM 1A. RISK FACTORS

Information regarding risk factors appears in Part I — Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Forward-Looking Statements," in this Quarterly Report on Form 10-Q, and in Part I — Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025. There have been no material changes during the fiscal quarter from the risk factors disclosed in our Annual Report on Form 10-K.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the quarter ended July 5, 2026, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS

Exhibit Number	Description
10.1	<u>Form of 17-month Award Agreement for Grants of Restricted Stock Units.</u>
31(i).1	<u>Principal Executive Officer certification pursuant to Section 302 of Sarbanes - Oxley Act of 2002.</u>
31(i).2	<u>Principal Financial Officer certification pursuant to Section 302 of Sarbanes - Oxley Act of 2002.</u>
32	<u>Principal Executive Officer and Principal Financial Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002.</u>
101.INS	Inline 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.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

SIGNATURES

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

SYPRIS SOLUTIONS, INC.
(Registrant)

Date: August 18, 2026

By: /s/ Jeffrey T. Gill
(Jeffrey T. Gill)
President & Chief Executive Officer
(Principal Executive Officer)

Date: August 18, 2026

By: /s/ Rebecca R. Eckert
(Rebecca R. Eckert)
Vice President, Chief Accounting Officer and Controller
(Principal Financial Officer and Principal Accounting Officer)

RESTRICTED STOCK UNITS

AWARD AGREEMENT (17-MONTH VEST)

Effective as of _____, 20__ (“Grant Date”), contingent on your continued employment as of that date, the Company hereby grants to [PARTICIPANT NAME] certain rights to receive [**# of RSUs**] Restricted Stock Units (the “RSUs”) on the terms of this Award Agreement (the “Terms”), the attached Program, and the 2025 Sypris Omnibus Plan (“Plan”) as follows:

Vesting Dates	# of RSUs Vesting
[17 months of the grant date]	[100% of the RSUs]

Intending to be legally bound by all such Terms, the Program and the Plan (as amended from time to time), I acknowledge the sole authority of the Committee to interpret the terms of the foregoing and the forfeiture of my rights upon any termination of my employment under such Terms. I have received and had an opportunity to review, with the benefit of any legal counsel of my choosing (any such legal counsel to be retained at my own expense), the Plan, the Program and this Award Agreement.

SYPRIS SOLUTIONS, INC.

PARTICIPANT

By: _____
Name: _____
Title: _____

Signature: _____
Name: _____
Title: _____

17-MONTH RESTRICTED STOCK UNIT PROGRAM

TERMS OF AWARDS

1. **PURPOSE OF THE PROGRAM.** The Company's Seventeen-Month Year Restricted Stock Unit Program (the "Program") under the 2025 Sypris Omnibus Plan ("Plan") shall be effective for all awards ("Awards") incorporating these terms to advance the Company's growth and prosperity by providing long-term financial incentives to its key employees, and to further the Company's philosophy of equity ownership.
2. **RSUs.** Each RSU represents the right to receive one Share of Common Stock (subject to adjustments per the Plan) subject to the Participant's continued employment through the Vesting Date, as set forth below.
 - 2.1. RSU Vesting and Share Delivery. Unless otherwise determined by the Committee, grants of RSUs will vest as follows: 100% of each Award on the seventeenth month anniversary of its Grant Date (each such anniversary, a "Vesting Date") as provided in the applicable Award Agreement, unless forfeited before such Vesting Date. Shares of Common Stock underlying vested RSUs will be issued as soon as practicable following the Vesting Date, but in no event later than 60 days following the Vesting Date.
 - 2.2. No Rights as a Shareholder. Participants shall have no rights as a shareholder of the Company unless and until Shares of Common Stock are issued in connection with the vesting of the RSUs granted pursuant to the Award. The Committee may, in its sole discretion, determine to make a payment of cash or stock dividend equivalents in connection with the vesting of any RSUs granted pursuant to the Award.
3. **FUTURE AWARDS.** Future Awards, if any, are entirely within the discretion of the Committee and receipt of any Award does not guarantee that you will receive future Awards.
4. **LEAVES OF ABSENCE.** The Committee may in its discretion treat all or any portion of any period during which a Participant is on military or other approved leave of absence as a period of employment for purposes of the accrual of rights hereunder.
5. **TERMINATION.** If employment is terminated for any reason or no reason prior to the Vesting Date, each unvested RSU will terminate, expire and be forfeited. The Committee has sole discretion to determine whether a demotion or reduction or change in job responsibilities is a "termination" of employment.
6. **ADMINISTRATION.** The Committee shall have complete authority to administer or interpret the Program or any Award, to prescribe, amend and rescind rules and regulations relating thereto, and to make all other determinations necessary or advisable for the administration of the Program or any Award Agreements (including to establish or amend any rules regarding the Program that are necessary or advisable to comply with, or qualify under, any applicable law, listing requirement, regulation or policy of any entity, agency, organization, governmental entity, or the Company, in the Committee's sole discretion ("Rule")). In addition, with respect to any future grants or the unvested portion of any Awards, the Committee may amend or terminate these Terms or any Awards, in its sole discretion without the consent of any employee or beneficiary, subject to applicable Rules, at any time and from time-to-time. With respect to any amendment, action or approval hereunder, the Committee may require the approval of any other persons or entities, pursuant to applicable Rules. The decisions of the Committee in interpreting and applying the Program will be final.

17-MONTH RESTRICTED STOCK UNIT PROGRAM

TERMS OF AWARDS

7. **MISCELLANEOUS.** Unless otherwise specified, all capitalized terms herein shall have the meanings assigned to them in the Plan or in the Award Agreement.
- 7.1. No Other Rights. The Awards include no other rights beyond those expressly provided in the Plan, the Program or the Award Agreement. Awards are non-assignable and non-transferable except by will or the laws of descent and distribution, unless otherwise approved by the Committee.
- 7.2. Taxes. The Participant must arrange for all tax withholding obligations related to any Award. Tax withholding obligations may be satisfied by any of the following methods, at the Participant's election: (i) cash, (ii) surrender of Shares of then-equivalent value (including the surrender of Shares otherwise to be received in connection with the vesting of an Award), or (iii) other forms of payment as determined by the Committee. The maximum number of Shares that may be withheld from any Award to satisfy any federal, state or local tax withholding requirements upon the lapse of restrictions applicable to an Award cannot exceed such number of Shares having a Fair Market Value equal to the minimum statutory amount required by the Company to be withheld and paid to any such federal, state or local taxing authority with respect to such lapse of restrictions.
- 7.3. Delegation. The Committee may delegate any portion of their responsibilities and powers to one or more persons selected by them, subject to applicable Rules. Such delegation may be revoked by the Committee at any time.

CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Jeffrey T. Gill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sypris Solutions, 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 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: August 18, 2026

By: /s/ Jeffrey T. Gill
 Jeffrey T. Gill
 President & Chief Executive Officer
 (Principal Executive Officer)

CERTIFICATION PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Rebecca R. Eckert, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sypris Solutions, 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 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: August 18, 2026

By: /s/ Rebecca R. Eckert
 Rebecca R. Eckert
 Vice President & Chief Accounting Officer
 (Principal Financial Officer)

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

In connection with the Quarterly Report of Sypris Solutions, Inc. (the Company) on Form 10-Q for the period ending July 5, 2026 as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, in his capacity as an officer of Sypris Solutions, Inc., that to his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 18, 2026

By: /s/ Jeffrey T. Gill
Jeffrey T. Gill
President & Chief Executive Officer
(Principal Executive Officer)

Date: August 18, 2026

By: /s/ Rebecca R. Eckert
Rebecca R. Eckert
Vice President & Chief Accounting Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Sypris Solutions, Inc. and will be retained by Sypris Solutions, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the Form 10-Q and shall not be considered filed as part of the Form 10-Q.