

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

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

For the fiscal year ended December 31, 2023
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 000-11917



THE DAVEY TREE EXPERT COMPANY

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of incorporation or organization)

34-0176110

(I.R.S. Employer Identification Number)

1500 North Mantua Street
P.O. Box 5193
Kent, OH 44240

(Address of principal executive offices) (Zip code)

(330) 673-9511

(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
N/A	N/A	N/A

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

Common Shares, \$.50 par value

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically 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

Emerging Growth Company

Non-Accelerated Filer

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

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

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

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

There were 41,366,167 Common Shares outstanding as of March 8, 2024. The aggregate market value of the Common Shares held by nonaffiliates of the registrant as of June 30, 2023 was \$780,899,259. For purposes of this calculation, it is assumed that the registrant's affiliates include the registrant's Board of Directors and its executive officers. The registrant's Common Shares are not traded on a public market.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for the 2024 Annual Meeting of Shareholders, to be held on May 21, 2024, are incorporated by reference into Part III (to be filed within 120 calendar days of the registrant's fiscal year end).

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K contains forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995). These statements relate to future events or our future financial performance. In some cases, forward-looking statements may be identified by terminology such as "may," "will," "should," "could," "might," "expects," "plans," "anticipates," "believes," "estimates," "seeks," "predicts," "potential," "would," "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, many of which are difficult to predict and are outside of our control, that may cause our or our industry's actual results, levels of activity, performance or achievements to differ materially from what is expressed or implied in these forward-looking statements. Some important factors that could cause actual results to differ materially from those in the forward-looking statements or materially adversely affect our business, results of operations or financial condition include: an overall decline in the health of the economy or our industry, including as a result of rising inflation or interest rates, instability in the global banking system, geopolitical conditions, the possibility of an economic recession, or the COVID-19 pandemic or other public health crises; our inability to attract and retain a sufficient number of qualified employees for our field operations or qualified management personnel and the possibility that increased wage rates may result from our need to attract and retain employees; increases in the cost of obtaining adequate insurance, or the inadequacy of our self-insurance accruals or insurance coverages; inability to obtain, or cancellation of, third-party insurance coverage; the impact of wildfires in California and other areas, as well as other severe weather events and natural disasters, which events may worsen or increase due to the effects of climate change; payment delays or delinquencies resulting from financial difficulties of our significant customers, particularly utilities; the outcome of litigation and third-party and governmental regulatory claims against us; an increase in our operating expenses due to significant increases in fuel prices for extended periods of time, such as the recent volatility arising from the effects of the Russia-Ukraine conflict and the Israel-Hamas war; disruptions, delays or price increases within our supply chain; our ability to withstand intense competition; the potential impact of acquisitions or other strategic transactions; the effect of various economic factors, including inflationary pressures, that may adversely impact our customers' spending and pricing for our services, and impede our collection of accounts receivable; the impact of global climate change and related regulations; fluctuations in our quarterly results due to the seasonal nature of our business or changes in general and local economic conditions, among other factors; being contractually bound to an unprofitable contract; a disruption in our information technology systems, including a disruption related to cybersecurity, or the impact of costs incurred to comply with cybersecurity or data privacy regulations; damage to our reputation of quality, integrity and performance; limitations on our shareholders' ability to sell their common shares due to the lack of a public market for such shares; our ability to continue to declare cash dividends; our failure to comply with environmental laws resulting in significant liabilities, fines and/or penalties; difficulties obtaining surety bonds or letters of credit necessary to support our operations; uncertainties in the credit and financial markets, including the negative impacts of the Russia-Ukraine conflict and the Israel-Hamas war, supply chain shortages and disruptions, rising interest rates, labor shortages and inflationary cost pressures, among other factors, potentially limiting our access to capital; fluctuations in foreign currency exchange rates; significant increases in health care costs; the impact of corporate citizenship and environmental, social and governance matters and/or our reporting of such matters; our ability to successfully implement our new enterprise resource planning system in a cost-effective and timely manner; the impact of events such as natural disasters, public health epidemics or pandemics, such as COVID-19, terrorist attacks or other external events; the impact of tax increases and changes in tax rules; and our inability to properly verify the employment eligibility of our employees.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. We are under no duty to update any of the forward-looking statements after the date of this annual report on Form 10-K to conform these statements to actual future results, except as required by applicable securities laws.

THE DAVEY TREE EXPERT COMPANY
FORM 10-K
For the Year Ended December 31, 2023

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"We," "Us," "Our," the "Company," the "Registrant," "Davey" and "Davey Tree," unless the context otherwise requires, means The Davey Tree Expert Company and its subsidiaries.

PART I

Item 1. *Business.*

General

The Davey Tree Expert Company, which was founded in 1880 and incorporated in Ohio in 1909, and its subsidiaries provide a wide range of arboricultural, horticultural, environmental and consulting services to our customers throughout the United States and Canada. We have two reportable operating segments organized by type or class of customer: Residential and Commercial, and Utility.

Our Residential and Commercial segment provides services to our residential and commercial customers including: the treatment, preservation, maintenance, removal and planting of trees, shrubs and other plant life; the practice of landscaping, grounds maintenance, tree surgery, tree feeding and tree spraying; the application of fertilizer, herbicides and insecticides; and natural resource management and consulting, forestry research and development, and environmental planning.

Our Utility segment is principally engaged in providing services to our utility customers--investor-owned, municipal utilities, and rural electric cooperatives--including: the practice of line-clearing and vegetation management around power lines and rights-of-way and chemical brush control, natural resource management and consulting, forestry research and development and environmental planning.

We also maintain research, technical support and laboratory diagnostic facilities.

Competition and Customers

Our Residential and Commercial segment is one of the largest national tree care organizations in the United States, and competes with other national and local firms with respect to its services. On a national level, our competition is primarily landscape construction and maintenance companies as well as residential and commercial lawn care companies. At a local and regional level, our competition comes mainly from small, local companies which are engaged primarily in tree care and lawn services. Our Utility segment is the second largest organization in the industry in the United States, and competes principally with one major national competitor, Asplundh Tree Expert, LLC, as well as several smaller regional firms.

Principal methods of competition in both operating segments are customer service, marketing, image, performance and reputation. Our program to meet our competition stresses the necessity for our employees to have and project to customers a thorough knowledge of all horticultural services provided, and utilization of modern, well-maintained equipment. Pricing is not always a critical factor in a customer's decision with respect to our Residential and Commercial segment; however, pricing is generally the principal method of competition for our Utility segment, although in most instances consideration is given to reputation and past production performance.

We provide a wide range of horticultural services to private companies, public utilities, local, state and federal agencies, and a variety of industrial, commercial and residential customers. During 2023, we had revenues of approximately \$173 million, or approximately 10% of total revenues, from Pacific Gas & Electric Company ("PG&E"), our largest customer.

We have also engaged in, and may continue to seek, acquisitions or other transactions to further enhance our competitive position, and have, in the past, acquired businesses aimed at expanding the geography and scope of our services. During 2023, our investments in businesses were approximately \$34.1 million. For additional information, see Note D. Business Combinations. Such acquisitions or other transactions involve risks and may present financial or operational challenges and may not provide the benefits intended.

Regulation and Environment

We are subject to various federal, state and local laws, rules and regulations relating to, among other things, labor, wages, health and safety matters, immigration, employee benefits and privacy and customer data security as well as requirements of federal and state transportation agencies with respect to vehicles in our fleet. Noncompliance with these laws and regulations can subject us to fines or civil or criminal prosecution and could have a material adverse effect on our reputation, business, and results of operations.

Additionally, our facilities and operations, in common with those of the industry generally, are subject to governmental regulations designed to protect the environment. This is particularly important with respect to our services regarding insect and disease control, because these services involve, to a considerable degree, the blending and application of spray materials, which require formal licensing in most areas. Constant changes in environmental conditions, environmental awareness, technology and social attitudes make it necessary for us to maintain a high degree of awareness of the impact such changes have on the market for our services. We believe that we comply in all material respects with existing federal, state and local laws regulating the use of materials in our spraying operations as well as the other aspects of our business that are subject to any such regulation.

Marketing

We solicit business from residential customers principally through referrals, direct mail programs and to a lesser extent through the placement of advertisements in national magazines and trade journals, local newspapers and telephone directories. We also employ online marketing and lead generation strategies, including email marketing campaigns, search engine optimization, search engine marketing, and social media communication. Business from utility and commercial customers is obtained principally through negotiated contracts and competitive bidding. We carry out all of our sales and services through our employees. We generally do not use agents, and do not franchise our name or business.

Seasonality

Our business is seasonal, primarily due to fluctuations in horticultural services provided to Residential and Commercial customers. We can also be affected to a lesser extent by budget constraints of our Utility customers. Because of this seasonality, sales and earnings are generally highest in the second and third quarters of the calendar year, which can create heavy demands for additional working capital at various times throughout the year. We borrow primarily against bank commitments in the form of a revolving credit facility and issue notes to provide the necessary funds for our operations. You can find more information about our bank commitments in "Liquidity and Capital Resources" of this report under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Other Factors

Due to rapid changes in equipment technology and intensity of use, we must constantly update our equipment and processes to ensure that we provide competitive services to our customers and continue our compliance with the Occupational Safety and Health Act.

We own several trademarks including "Davey," "Davey and Design," "Arbor Green Pro," "Arbor Green," and "Davey Resource Group." Through substantial advertising and use, we believe that these trademarks have become of value in the identification and acceptance of our products and services.

Human Capital

Our values — safety, integrity, expertise, leadership, stewardship and perseverance — are built on the foundation that our people are the key to our success and sustainability as a company. We aim to engage and inspire our employees every day, and provide them with education and development opportunities to help them grow personally and professionally. As of December 31, 2023, we employed approximately 10,700 people, of which approximately 93% were in the United States and 7% were in our Canadian locations. Of our active employees, 99% are full time, 1% are part time and 11% are covered by a collective bargaining agreement. We consider our employee relations to be good.

We encourage you to visit our website, <http://www.davey.com>, for more detailed information regarding our Human Capital programs and initiatives. Nothing on our website shall be deemed incorporated by reference into this Annual Report on Form 10-K or any other report or document we file with the Securities and Exchange Commission (the "SEC"). Any reference to our website in this Form 10-K is intended to be an inactive textual reference only.

Oversight

Our Board of Directors provides oversight on certain human capital matters, including employee ownership programs and employee relations issues. The compensation committee of our Board of Directors oversees risks related to our employment policies and our compensation and benefit arrangements. Our Human Resource and Legal departments also have responsibility for advising, educating, and assisting the business on human resource matters and executing our overall human capital management strategies. In addition, the Board of Directors and the compensation committee receive regular updates from our Chief Executive Officer regarding human capital matters.

Employee Attraction and Retention

As a provider of arboricultural, horticultural, environmental and consulting services, attracting and retaining top talent is critical to our success. We actively recruit candidates who share our commitment to advance the green industry. While our industry faces challenges of seasonal employment and high average turnover, our structure as an employee-owned company enables our talented employees to invest in us as we invest in them. Our recruiting and employee development team cultivates employee strength by recruiting, training and retaining a diverse and talented workforce. The team supports the hiring and early employee experiences of our workforce by utilizing recruiting hubs, which allow for better support to our employees while addressing hiring needs across the U.S. and Canada. We also offer a referral bonus program which encourages current employees to recommend people to join our Company. Employees receive a cash bonus for referring an individual who becomes an employee and remains employed at least 90 days.

We recognize that everyone deserves respect and equal treatment, regardless of gender, race, ethnicity, age, disability, sexual orientation, gender identity, cultural background or religious belief. As of December 31, 2023, women represented 14% of our total employees, and minorities (defined as those who identify as Black/African American, Hispanic/Latino, American Indian/Alaskan Native, Asian, Hawaiian/Pacific Islander and/or two or more races) represented 43% of our U.S. employees.

Education and Development

To sustain our growth, it is imperative that we invest in our employees' personal and professional development. For nearly 140 years, employee education has been fundamental to our success, equipping each employee with the tools they need to deliver the best possible care to our clients. Through our Learning Management System ("LMS"), employees can access our extensive online education and development programs, consisting of over 650 courses covering a variety of topics. In addition to online LMS training, we offer multiple in-person training opportunities at our Davey Institute and regional workshop sessions. The largest onsite training—the Davey Institute of

Tree Sciences ("D.I.T.S.")—takes place each February in Kent, Ohio. A modern-day take on the original experiences taught by John Davey, D.I.T.S. is open to employees from all over the U.S. and Canada, and the program still uses a combination of lecture and outdoor experiential learning.

Additionally, ongoing partnerships with trade associations as well as an associate's degree program offered through Kent State University provide current employees with opportunities to continue their education and advance their careers at Davey.

Safe Business Practices

Safety lies at the heart of our company. Our safety program encourages a culture of communication, collaboration and consistency. We view safety and skills training as a continuous development tool and we provide both in-person and distance learning activities to 100% of our field employees each year through our safety department. Davey operates in regions across the United States and Canada where fire seasons and changing climate increase the risk of fire on and around our job sites. In areas with increased fire risk, employees complete an annual fire prevention curriculum developed in collaboration with multiple fire safety and forestry agencies.

In 2017, we implemented our Close Call Communicator, an electronic company-wide platform for safety communication. The platform allows employees to report a close call incident and share those incidents across the Company to build tools and tactics for prevention. Employees are encouraged to watch out for potential situations that may put themselves or their co-workers at risk and to speak up if they see something. These efforts serve to improve the holistic management of safety across our operations.

Compensation, Benefits and Well-being

We offer fair, competitive compensation and benefits that support our employees' overall health and well-being but recognize that supporting our employees does not end there. We encourage employees to plan for their future, and after one year of service, our employees are eligible to invest in our 401(k) plan, where we will match up to 5% of employees' contributions, and may enroll in our stock purchase plan, where they can purchase shares of the Company at a 15% discount. Both are great ways to save for retirement. We also offer a family scholarship program to assist employees with approved college education tuition and expenses for their children and legal wards.

We have a long-standing tradition of giving back to our communities across the U.S. and Canada, and we encourage our employees to get involved in the communities where they live and work to help grow a better future. In 2018, we launched the Green Leaders program, which recognizes employees' volunteer activities that are meaningful to them, as well as supporting initiatives that promote trees, sustainable landscapes and the environment. We also encourage employees to give back by offering a charitable matching gift program whereby we match employees' eligible contributions up to a preset limit.

Core to our values is being there for our people when the unexpected happens. We have two employee assistance programs in place to support our employees. The first is our emergency employee assistance program, which provides grants to employees for food, shelter and other basic needs due to unexpected financial hardships. The second is our COVID-19 relief program through the Davey Company Foundation, which provides tax-free payments to employees for eligible expenses incurred as a result of COVID-19 exposure.

Domestic and Foreign Operations

We sell our services to customers in the United States and Canada.

We do not consider the risks associated with our business with foreign customers, other than currency exchange risks, to be materially different from those of our domestic customers.

Access to Company Information

Davey Tree's internet address is <http://www.davey.com>. Through our internet website, we make available, free of charge, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such reports have been filed with or furnished to the SEC. The information on our website is not a part of this Annual Report on Form 10-K.

The following documents are also made available on our website and a copy will be mailed, without charge, upon request to our Corporate Secretary:

- Code of Ethics
- Code of Ethics for Financial Matters

Item 1A. Risk Factors.

The factors described below represent the material risks we face. Disclosure of risks should not be interpreted to imply that the risks have not already materialized, and, except as otherwise indicated, these factors may or may not occur and we are not in a position to express a view on the likelihood of any such factor occurring. Other risk factors may exist that we do not consider to be material based on information that is currently available or that we are not currently able to anticipate.

Risks Related to Our Industry in Which We Intend to Compete

We may be unable to employ a sufficient workforce for our field operations.

Our industry operates in an environment that requires heavy manual labor. We may experience slower growth in the labor force for this type of work than in the past. We also may be constrained in hiring and retaining sufficient qualified employees to support our growth strategy due to general labor shortages in our industry. In addition, a lack of qualified labor or increased turnover rates within our employee base could lead to increased costs, such as increased overtime to meet demand and increased wage rates to attract and retain qualified employees. We are also experiencing higher labor costs due to increased competition for personnel in our industry and generally, as well as the current inflationary environment. In light of the current challenging labor market conditions, our wages and benefits programs and any steps we take to increase our wages and benefits may be insufficient to attract and retain talent at all levels of our organization. Additionally, changes to the laws and regulations that govern the classification or wages of workers may require us to make changes to our operations and may negatively impact our business, increase our costs and expose us to various liabilities.

We may be unable to attract and retain skilled management.

Our success depends, in part, on our ability to attract and retain key managers who share our values and are able to operate effectively consistent with our culture. Competition for the best people can be intense, particularly for employees who can work remotely, and depends on many factors, including the attractiveness of our compensation and benefit programs, and we may not be able to promote, hire or retain skilled managers. We closely monitor wage, salary and benefit costs in an effort to remain competitive in our markets. Attracting and maintaining a high quality workforce is a priority for our business, and as wage salary or benefit costs increase, including as a result of minimum wage legislation and inflationary impacts, our operating costs will continue to increase. The loss of services of one or more of our key managers could have a material adverse impact on our business because of the loss of the manager's skills, knowledge of our industry and years of industry experience, and the difficulty of promptly finding qualified replacement personnel, and ineffective

succession planning could result in unexpected costs, reduced productivity and/or difficulties with respect to internal processes and controls.

We are subject to intense competition.

We believe that each aspect of our business is highly competitive. Principal methods of competition in our operating segments are customer service, marketing, image, performance and reputation. Pricing is not always a critical factor in a customer's decision with respect to our Residential and Commercial segment; however, pricing is generally the principal method of competition for our Utility segment, although in most instances consideration is also given to reputation and past production performance. On a national level, our competition is primarily landscape construction and maintenance companies as well as residential and commercial lawn care companies. At a local and regional level, our competition comes mainly from small, local companies which are engaged primarily in tree care and lawn services. Our Utility segment competes principally with one major national competitor, as well as several smaller regional firms. Furthermore, competitors may have lower costs because privately-owned companies operating in a limited geographic area may have significantly lower labor and overhead costs. Our competitors may develop the expertise, experience and resources to provide services that are superior in both price and quality to our services. These strong competitive pressures could inhibit our success in bidding for profitable business and may have a material adverse effect on our business, financial condition and results of operations.

Future acquisitions or other strategic transactions could negatively impact our reputation, business, financial position, results of operations and cash flows.

We have acquired businesses in the past and expect to continue to acquire businesses or assets in the future. However, there can be no assurance that we will be able to identify and complete suitable acquisitions. The failure to identify suitable acquisitions and successfully integrate any acquired businesses may limit our ability to expand our operations and could have an adverse effect on our business, financial position and results of operations. In addition, acquired businesses may not perform in accordance with expectations, and our business judgments concerning the value, strengths and weaknesses of acquired businesses may not prove to be correct. We may also be unable to achieve expected improvements or achievements in businesses that we acquire. The process of integrating an acquired business may result in unexpected difficulties and expenses, including the diversion of resources away from our operations; the inability to retain employees, customers and suppliers; difficulties implementing our strategy at the acquired business; the assumption of actual or contingent liabilities (including those relating to the environment); failure to effectively and timely adopt and adhere to our internal control processes, accounting systems and other policies; write-offs or impairment charges relating to goodwill and other intangible assets; unanticipated liabilities relating to acquired businesses; and potential expenses associated with litigation with sellers of such businesses.

If management is not able to effectively manage the integration process, or if any significant business activities are interrupted as a result of the integration process, we may not be able to realize anticipated benefits and revenue opportunities resulting from acquisitions, and our business could suffer. Although we conduct due diligence investigations prior to each acquisition, there can be no assurance that we will discover or adequately protect against all material liabilities of an acquired business for which we may be responsible as a successor owner or operator.

We could be materially adversely affected by wildfires in California and other areas and other severe weather events and natural disasters, including negative impacts to our business, reputation, financial condition, results of operations, liquidity and cash flows.

Our financial condition, results of operations, liquidity and cash flows could be materially affected by potential losses resulting from the impact of wildfires and other major weather events and natural disasters, including storms, floods, heat waves and droughts, the nature, frequency and severity of which may be exacerbated by climate change, in California and other areas, which have in the past and could in

the future expose the Company to litigation and liabilities pursuant to the Company's indemnification obligations to its customers. Although preventative measures may help mitigate damage, such weather events and natural disasters could result in severe business disruptions, property damage, injuries or loss of life, and delays in recovery may be significant. Such events could result in significant decreases in revenues, cost increases, and other financial difficulties to the Company's customers and could cause them to file for bankruptcy protection, which occurred most recently with PG&E in 2019, who emerged from bankruptcy in July 2020. Any such event could have a material adverse effect on our business, reputation, financial condition, results of operations, liquidity and cash flows. Further, these events could result in, and in some cases, have resulted in, government enforcement actions or regulatory penalties, litigation and/or civil or governmental actions, including investigations, citations and fines, against our customers and against us if any related losses are found to be the result of their or our activities and services. Ongoing litigation relating to wildfires, including litigation in which we are named as a defendant, could take a number of years to resolve due to the complexity of the matters, including ongoing investigations into the cause of the fire and the number of claims or parties that may be involved.

In addition, such weather events and natural disasters may impact the timing and frequency of the performance of our services, or our ability to perform the services at all. For example, severe weather conditions, such as excessive heat or cold, may result in maintenance services being omitted for part of a season or beginning or ending earlier than anticipated, which could result in lost revenues or require additional service to be performed for which we may not receive corresponding incremental revenues. Certain extreme weather events, such as hurricanes and tropical storms, can result in increased revenues related to cleanup and other services. However, such weather events may also impact our ability to deliver our contracted services or cause damage to our facilities or equipment. These weather events can also result in higher fuel costs, higher labor costs and shortages of raw materials and products. As a result, a perceived earnings benefit related to extreme weather events may be moderated. Droughts could cause shortages in the water supply and governments may impose limitations on water usage, which may change customer demand for landscape maintenance and irrigation services. There is a risk that demand for our services will change in ways that we are unable to predict.

Further, climate change may increase the frequency, duration and severity of extreme weather events and change weather patterns or make them more difficult to predict. Such changes may impede our ability to provide services or make it difficult for us to anticipate customer demand.

Any regulatory responses, including any wildfire reforms, taken by the state of California or any other jurisdiction where we have operations, including any related to mitigating the impacts of climate change, could adversely impact our business, financial condition, results of operations, liquidity and cash flows.

Our business is dependent upon service to our utility customers and we may be affected by developments in the utility industry.

We derive approximately 55% of our total revenues from our Utility segment. Significant adverse developments in the utility industry generally, or specifically for our major utility customers, could result in pressure to reduce costs by utility industry service providers (such as us), delays in payments of our accounts receivable, or increases in uncollectible accounts receivable, among other things. As a result, such developments could have an adverse effect on our results of operations.

Risks Related to Our Business and Financial Condition

We could be negatively impacted if our self-insurance accruals or our insurance coverages prove to be inadequate.

We are generally self-insured for losses and liabilities related to workers' compensation, vehicle liability and general liability claims (including any wildfire-related claims, up to certain retained coverage limits). A liability for unpaid claims and associated expenses,

including incurred but not reported losses, is actuarially determined and reflected in our consolidated balance sheet as an accrued liability. The determination of such claims and expenses, and the extent of the need for accrued liabilities, are continually reviewed and updated. If we were to experience insurance claims or costs above our estimates and were unable to offset such increases with earnings, our business could be adversely affected. Also, where we self-insure, a deterioration in claims management, whether by our management or by a third-party claims administrator, could lead to delays in settling claims, thereby increasing claim costs, particularly as it relates to workers' compensation. In addition, catastrophic uninsured claims filed against us or the inability of our insurance carriers to pay otherwise-insured claims would have an adverse effect on our financial condition.

Furthermore, many customers, particularly utilities, prefer to do business with contractors with significant financial resources, who can provide substantial insurance coverage. Should we be unable to renew our excess liability insurance and other commercial insurance policies at competitive rates, this loss would have an adverse effect on our financial condition and results of operations.

The unavailability or cancellation of third-party insurance coverage may have a material adverse effect on our financial condition and results of operations as well as disrupt our operations.

Any of our existing excess insurance coverage may not be renewed upon the expiration of the coverage period or future coverage may not be available at competitive rates for the required limits. In addition, our third-party insurers could fail, suddenly cancel our coverage or otherwise be unable to provide us with adequate insurance coverage. If any of these events occur, they may have a material adverse effect on our financial condition and results of operations as well as disrupt our operations. For example, we have operations in California, which has an environment prone to wildfires. Should our third-party insurers determine to exclude coverage for wildfires in the future, we could be exposed to significant liabilities, which would have a material adverse effect on our financial condition and results of operations and potentially disrupt our California operations.

Our business is highly seasonal and weather dependent.

Our business, other than tree services to utility customers, is highly seasonal and weather dependent, primarily due to fluctuations in horticultural services provided to Residential and Commercial customers. Based on the geographic areas we service, revenue and operating income are generally highest in the second and third quarters of the calendar year. Inclement weather, such as uncharacteristically low or high (drought) temperatures or storms, floods, and other events, the frequency, pattern or intensity of which may be increased by climate change, in the second and third quarters could dampen the demand for our horticultural services, resulting in reduced revenues, which would adversely affect on our results of operations.

Financial difficulties or the bankruptcy of one or more of our major customers could adversely affect our results.

Our ability to collect our accounts receivable and future sales depends, in part, on the financial strength of our customers. We grant credit, generally without collateral, to our customers. Consequently, we are subject to credit risk related to changes in business and economic factors throughout the United States and Canada. In the event customers experience financial difficulty, and particularly if bankruptcy results, our profitability may be adversely impacted by our failure to collect our accounts receivable in excess of our estimated allowance for credit losses. Additionally, our future revenues could be reduced by the loss of a customer due to bankruptcy. Our failure to collect accounts receivable and/or the loss of one or more major customers could have an adverse effect on our net income and financial condition.

We are subject to third-party and governmental regulatory claims and litigation and adverse litigation judgments or settlements resulting from those claims could materially adversely affect our business.

From time-to-time, customers, vendors, employees, governmental regulatory authorities and others have made claims and taken legal action against us, and may do so in the future. Allegations, claims or proceedings may, for example, relate to personal injury, property damage, general liability claims, vehicle accidents involving our vehicles and our employees, regulatory issues, contract disputes or employment matters and may include class actions. Defending against these and other such claims and proceedings is costly and time consuming and may divert management's attention and personnel resources from our normal business operations, and the outcome of many of these claims and proceedings cannot be predicted. Whether these claims and legal actions are founded or unfounded, if such claims and legal actions are not resolved in our favor, they may result in significant financial liability. Any such financial liability could have a material adverse effect on our financial condition and results of operations. While we carry a broad range of insurance for the protection of our assets and operations, such insurance may not fully cover all material expenses related to potential allegations, claims and proceedings, or any adverse judgments, fines or settlements that may result. We reserve currently for anticipated losses and related expenses in excess of anticipated insurance coverage that may exist.

We are subject to the risk of changes in fuel costs.

The cost of fuel is a major operating expense of our business. Significant increases in fuel prices for extended periods of time, such as the recent increases and volatility arising from the effects of the Russia-Ukraine and Israel-Hamas conflicts and the impacts of inflation, will cause our operating expenses to fluctuate. An increase in cost with partial or no corresponding compensation from customers would lead to lower margins which would have an adverse effect on our results of operations.

Disruptions, delays or price increases within our supply chain could adversely affect our results of operations.

Our business is affected by the availability and price of materials and equipment (including trucks, chippers and service vehicles) that are used in providing service to our customers, which have been, and may continue to be, affected by numerous forces beyond our control, including geopolitical instability (including the effects of the Russia-Ukraine and Israel-Hamas conflicts), supply chain disruptions and constraints, product shortages, governmental regulations and trade restrictions, ongoing effects of the COVID-19 pandemic and inflationary pressures. A significant disruption in our ability to obtain these products, including any shortages in sources of supply, price increases, and production and other supply chain disruptions, could disrupt our ability to provide services and result in a loss of revenues, reduced margins and damage to our relationships with customers. In addition, while we seek to manage price and availability risks related to supplies, such as fuel, fertilizer, chemicals, and mulch, through procurement strategies, these efforts may not be successful, and we may experience adverse impacts due to rising prices of such products. Any such increases in prices could adversely affect our profits should we be unable to pass along such price increases to our customers.

Global climate change and related regulations could negatively affect our business.

Recently, there has been growing concern from advocacy groups, government agencies and the general public over the effects of climate change on the environment. Transition risks, such as government restrictions, standards or regulations intended to reduce greenhouse gas emissions and potential climate change impacts, are emerging and may increase in the future. For example, while a number of legal and regulatory measures and social initiatives have been introduced in an effort to reduce greenhouse gas and other carbon emissions, there continues to be a lack of consistent climate legislation, which creates economic and regulatory uncertainty. Any such initiatives, restrictions and requirements could restrict our operating activities, require us to make changes in our operating activities that would

increase our operating costs, reduce our efficiency or limit our output, require us to make capital improvements to our facilities, increase our energy, raw material and transportation costs or limit their availability, or otherwise adversely affect our results of operations, liquidity or capital resources, and these effects could be material to us. We believe we are in compliance in all material respects with existing climate-related government restrictions, standards and regulations applicable to our business, and such compliance has not had a material impact on our business. However, given the rapidly changing nature of environmental laws and matters that may arise that are not currently known, we cannot predict our future exposure concerning such matters, and our future costs to achieve compliance or remedy potential violations could be significant.

We cannot predict the impact, if any, that changing climate conditions will have on us or our customers, as the prospective impact of climate change on our operations and those of our customers remains uncertain. Our industry is subject to seasonal and weather factors, which can vary from period to period. Climate change may increase the frequency, patterns or intensity of extreme weather such as storms, floods, heat waves, droughts and other events, as well as result in changing sea levels, temperature levels and water scarcity, and these changes could be severe, could vary by geographic location, and could impact the timing and frequency of the performance of our services, or our ability to perform the services at all. At the present time, we cannot predict the prospective impact of climate change on our results of operations, liquidity or capital resources, or whether any such effects could be material to us.

Our quarterly results may fluctuate.

We have experienced and expect to continue to experience quarterly variations in revenues and operating income as a result of many factors, including:

- the seasonality of our business;
- the timing and volume of customers' projects;
- budgetary spending patterns of customers;
- the commencement or termination of service agreements;
- costs incurred to support growth internally or through acquisitions;
- changes in our mix of customers, contracts and business activities;
- fluctuations in insurance expense due to changes in claims experience and actuarial assumptions; and
- general and local economic conditions, including the impact of inflationary pressures and any recession that has occurred, or may occur in the United States or Canada.

Accordingly, our operating results in any particular quarter may not be indicative of the results that you can expect for any other quarter or for the entire year.

We may be adversely affected if we enter into a major unprofitable contract.

Our Residential and Commercial segment and our Utility segment frequently operate in a competitive bid contract environment and may be negotiated on a fixed- or capped-fee basis for the services covered. Such contracts generally require that the total amount of work, or a specified portion thereof, be performed for a single price regardless of our actual costs. We may misjudge a bid and be contractually bound to an unprofitable contract, which could adversely affect our results of operations. If our cost estimates for a contract are inaccurate, or if

we do not execute the contract within our cost estimates, our cost overruns may cause the contract not to be as profitable as we expected or could cause us to incur losses.

A disruption in our information technology systems, including a disruption related to cybersecurity, could adversely affect our financial performance.

We rely on the accuracy, capacity and security of our information technology systems. Despite the security measures that we have implemented, including those measures related to cybersecurity, our systems, or the systems of third parties upon whom we rely, could be breached or damaged by computer viruses, natural or man-made incidents or disasters, including third-party action, insider attacks, employee or service provider error or malfeasance, phishing or denial-of-service attacks, ransomware or other malware, social engineering, other unauthorized physical or electronic access, or otherwise. In addition, to the extent artificial intelligence capabilities improve and are increasingly adopted, they may be used to identify vulnerabilities and craft increasingly sophisticated cybersecurity attacks, and vulnerabilities may be introduced from the use of artificial intelligence by us, our financial services providers and other vendors and third-party providers. A cyberattack or breach involving our information technology systems or those of our suppliers or other partners could result in business disruption, including disruptions in critical systems, corruption or loss of data, loss or theft of funds, theft of our intellectual property, trade secrets, customer information or other data and unauthorized access to, or release of, personnel information. In addition, we face increased information technology security and fraud risks due to employees working remotely, which may create additional information security vulnerabilities and/or magnify the impact of any disruption in information technology systems. To the extent that our business is interrupted or data is lost, destroyed or inappropriately used or disclosed, such disruptions could adversely affect our competitive position, reputation, relationships with our customers, financial condition, operating results and cash flows and could expose us to data loss, allow others to unfairly compete with us, and subject us to litigation, government enforcement actions, regulatory penalties and costly response measures. In addition, we may be required to incur significant costs to protect against the damage caused by these disruptions or security breaches in the future, and we may not have adequate insurance coverage to compensate us for any losses relating to such events.

Because the techniques used to obtain unauthorized access to, or disable, degrade or sabotage, information technology systems continue to evolve and become more sophisticated and often are not recognized until launched against a target, we may be unable to anticipate these techniques, implement adequate preventative measures or remediate any intrusion on a timely or effective basis, and future cyber-attacks could go undetected and persist for an extended period of time. Moreover, the development and maintenance of these preventative and detective measures is costly and requires ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated. We, therefore, remain potentially vulnerable to additional known or yet unknown threats, as in some instances, we, or our suppliers and other partners, may be unaware of an incident or its magnitude and effects. We also face the risk that we may expose our customers or partners to cybersecurity attacks. Furthermore, our vendors and others to whom we entrust confidential data, and on whom we rely to provide products and services, face similar threats and growing requirements. We depend on such parties to implement adequate controls and safeguards to protect against and report cyber incidents. If such parties fail to deter, detect or report cyber incidents in a timely manner, we may suffer from financial and other harm, including to our information, operations, performance employees and reputation. Any of these factors could have a material adverse effect on us.

In addition, we may incur costs in order to comply with cybersecurity or data privacy regulations in the regions in which we operate, or with requirements imposed by customers. Such regulations and requirements continue to evolve and are increasingly demanding, which may increase our costs of compliance and increase our regulatory and litigation risk.

Our information technology systems may also be susceptible to damage, disruption or shutdowns due to failures during the process of upgrading or replacing software, databases, hardware or components. If these failures are severe, and our business continuity plan does not effectively resolve the issues in a timely manner, our financial condition, results of operations and reputation could be adversely affected.

We may be adversely affected if our reputation is damaged.

We are dependent, in part, upon our reputation of quality, integrity and performance. If our reputation were damaged in some way, it may impact our ability to grow or maintain our business.

Our failure to comply with environmental laws could result in significant liabilities.

Our facilities and operations are subject to governmental regulations designed to protect the environment, particularly with respect to our services regarding insect and tree, shrub and lawn disease management, because these services involve to a considerable degree the blending and application of spray materials, which require formal licensing in most areas. Continual changes in environmental laws, regulations and licensing requirements, including those related to climate change, environmental conditions, environmental awareness, technology and social attitudes, make it necessary for us to maintain a high degree of awareness of the impact such changes have on our compliance programs and the market for our services. We are subject to existing federal, state and local laws, regulations and licensing requirements regulating the use of materials in our spraying operations as well as certain other aspects of our business. If we fail to comply with such laws, regulations or licensing requirements, we may become subject to significant liabilities, fines and/or penalties, which could adversely affect our financial condition and results of operations.

We may be adversely affected if we are unable to obtain necessary surety bonds or letters of credit.

We utilize surety bonds and letters of credit on a project-by-project basis and for our self-insurance program. If surety providers were to limit or eliminate our access to bonding, we would need to post other forms of collateral for project performance, such as letters of credit or cash. We may be unable to secure sufficient letters of credit on acceptable terms, or at all. Accordingly, if we were to experience an interruption or reduction in the availability of bonding capacity, our liquidity may be adversely affected.

Economic conditions may adversely impact our customers' future spending as well as pricing and payment for our services, thus negatively impacting our operations and growth.

Various economic factors, such as inflationary pressures, increasing interest rates, decreased discretionary spending and customers' confidence in future economic conditions, and any economic downturn or recession, may adversely impact the demand for our services and potentially result in depressed prices for our services and the delay or cancellation of projects. That may make it difficult to estimate our customers' requirements for our services and, therefore, add uncertainty to customer demand. Such economic factors may also cause a reduction in our customers' spending for our services and impact the ability of our customers to pay amounts owed, which could reduce our cash flow and adversely impact our debt or equity financing. These events could have a material adverse effect on our operations and our ability to grow at historical levels. In addition, inflation during the past few years has led us to experience higher costs, including increased labor and transportation costs and costs for materials from suppliers, and in the competitive markets in which we operate, we may not be able to increase prices correspondingly to preserve our gross margins and profitability.

We may not have access to capital in the future due to uncertainties in the financial and credit markets.

We may need new or additional financing in the future to conduct our operations, expand our business or refinance existing indebtedness. Future changes in the general economic conditions and/or financial markets in the United States or globally could affect adversely our

ability to raise capital on favorable terms or at all. From time-to-time we have relied, and may also rely in the future, on access to financial markets as a source of liquidity for working capital requirements, acquisitions and general corporate purposes. Our access to funds under our revolving credit facility is dependent on the ability of the financial institutions that are parties to the facility to meet their funding commitments. Those financial institutions may not be able to meet their funding commitments if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests within a short period of time. Economic disruptions, such as inflationary pressures and any economic downturn or recession, and any resulting limitations on future funding, including any restrictions on access to funds under our revolving credit facility, could have a material adverse effect on us.

We are subject to the effect of foreign currency exchange rate fluctuations, which may have a material adverse impact on us.

We are exposed to foreign currency exchange rate risk resulting from our operations in Canada, where we provide a comprehensive range of horticultural services. Our financial results could be affected by factors such as changes in the foreign currency exchange rate or differing economic conditions in the Canadian markets as compared with the markets for our services in the United States. Our earnings are affected by translation exposures from currency fluctuations in the value of the U.S. dollar as compared to the Canadian dollar.

Revenues from customers in Canada are subject to foreign currency exchange. Thus, certain revenues and expenses have been, and are expected to be, subject to the effect of foreign currency fluctuations, and these fluctuations may have a material adverse impact on our operating results and asset values and could reduce shareholders' equity. In addition, if we expand our Canadian operations, exposures to gains and losses on foreign currency transactions may increase.

Increases in our health insurance costs and uncertainty about federal health care policies could adversely affect our results of operations and cash flows.

Our ability to offer affordable health care coverage to our employees is a significant expense to the business. Changes in our employees' behavior, cost of health care programs offered by third party providers or any future legislation or regulations that may be implemented at the federal or state level could impact our ability to provide health care coverage. Significant increases in the cost of health care coverage over time could have a material negative impact on our financial position, results of operations and cash flows and may also limit our ability to attract and retain qualified employees.

Our inability to properly verify the employment eligibility of our employees could adversely affect our business.

We utilize the U.S. government's E-Verify program to assist in verifying the employment eligibility of potential new employees and require all new potential employees provide us with government-specified documentation evidencing their employment eligibility. However, the use of E-Verify does not guarantee that we will successfully identify all applicants who are ineligible for employment. While we believe we are in compliance with applicable laws and regulations of U.S. Immigration and Customs Enforcement ("ICE"), it is possible some of our employees may, without our knowledge, be unauthorized workers. The employment of unauthorized workers may subject the Company to fines, penalties and other costs related to compliance with laws and regulations as well as adverse publicity that negatively impacts our reputation and brand and may make it more difficult to hire and retain qualified employees. We are audited from time to time by ICE for compliance with work authentication requirements. While we believe we are in compliance with applicable laws and regulations, if we are found not to be in compliance as a result of any audits, we may be subject to fines or other remedial actions. Our operations may also be impacted by additional costs to hire and train new employees. Furthermore, immigration laws have been an area of considerable political focus in recent years, and, from time-to-time, the U.S. government considers or implements changes to federal immigration laws, regulations or enforcement programs. Changes in immigration or work authorization laws may increase our obligations

for compliance and oversight, which could subject us to additional costs and potential liability and make our hiring process more cumbersome, or reduce the availability of potential employees.

Increased scrutiny of our environmental, social or governance responsibilities have and will likely continue to result in additional costs and risks and may adversely impact our reputation, employee retention and willingness of customers and suppliers to do business with us.

There is an increasing focus from certain customers, consumers, employees, and other stakeholders concerning environmental, social and governance ("ESG") matters, including corporate citizenship and sustainability. Additionally, public interest and legislative pressure related to public companies' ESG practices continue to grow. If our ESG practices fail to meet regulatory requirements or stakeholders' evolving expectations and standards for responsible corporate citizenship in areas including environmental stewardship, support for local communities, Board of Director and employee diversity, human capital management, employee health and safety practices, corporate governance and transparency and employing ESG strategies in our operations, our brand, reputation and employee retention may be negatively impacted, and customers and suppliers may be unwilling to do business with us.

In addition, as we work to align our ESG practices with industry standards, we have expanded and, in the future, will likely continue to expand our disclosures in these areas. From time-to-time, we communicate certain initiatives, including goals, regarding environmental matters, responsible sourcing and social investments, including our Corporate Responsibility Report. There can be no assurance that our stakeholders will agree with our strategy or that we will be successful in achieving such initiatives or goals, and we will remain subject to climate change risks regardless. Moreover, we may determine that it is in the best interest of our company and our shareholders to prioritize other business, social, governance or sustainability investments over the achievement of any such initiatives or goals based on economic, regulatory and social factors, business strategy or pressure from stakeholders. As a result, the effects of climate change and increased focus by stakeholders on ESG matters could achieve short- and long-term impacts on our business and operations. We also expect to incur additional costs and require additional resources to monitor, report and comply with our various ESG practices. The standards for tracking and reporting on ESG matters are relatively new, have not been harmonized and continue to evolve. The disclosure frameworks we choose to align with, if any, may change from time-to-time and may result in a lack of consistent or meaningful comparative data from period to period. Ensuring there are systems and processes in place to comply with various ESG tracking and reporting obligations will require management time and expense. In addition, our processes and controls may not always comply with evolving standards for identifying, measuring and reporting ESG metrics, our interpretation of reporting standards may differ from those of others and such standards may change over time, any of which could result in significant revisions to our goals or reported process in achieving such goals.

If we fail to adopt ESG standards or practices as quickly as stakeholders desire, fail, or be perceived to fail, in our achievement of such initiatives or goals, or fail in fully and accurately reporting our progress on such initiatives and goals, our reputation, business, financial performance and growth may be adversely impacted. In addition, we could be criticized for the scope of such initiatives or goals or perceived as not acting responsibly in connection with these matters. Furthermore, there exists certain "anti-ESG" sentiment among some individuals and governments, and several states have enacted or proposed "anti-ESG" policies or legislation. As we continue to establish our ESG related initiatives, we could face a negative reaction or legislation that impedes our activities or reflects poorly upon the Company. Our business and financial condition could be negatively impacted by such matters. Any such matters, or related corporate citizenship and sustainability matters, could have a material adverse effect on our business.

Natural disasters, pandemics, terrorist attacks and other external events could adversely affect our business.

Natural disasters, the nature, frequency and severity of which may be exacerbated by climate change, public health crises, terrorist attacks, civil unrest, political instability, such as the Russia-Ukraine and Israel-Hamas conflicts, and other adverse external events could materially damage our facilities or disrupt our operations or damage the facilities or disrupt the operations of our customers or vendors, and may pose the risk that we or our employees, contractors, suppliers, customers and other business partners may be prevented from conducting business activities for an indefinite period of time. Although preventative measures may help to mitigate damage, we cannot provide any assurance that any measures we may take will be successful, and delays in recovery may be significant. In addition, the insurance we maintain may not be adequate to cover our losses resulting from any business interruption, including those resulting from a natural disaster or other severe weather event, and recurring extreme weather events or other adverse events could reduce the availability or increase the cost of insurance. The occurrence of any such event could adversely affect our business, financial condition and results of operations.

Tax increases and changes in tax rules may adversely affect our financial results.

As a company conducting business with physical operations throughout North America, we are exposed both directly and indirectly, to the effects of changes in U.S., state and local tax rules. Taxes for financial reporting purposes and cash tax liabilities in the future may be adversely affected by changes in such tax rules. Such changes may put us at a competitive disadvantage compared to some of our major competitors, to the extent we are unable to pass the tax costs through to our customers.

The Biden administration has announced in 2021 and 2022, and in certain cases has enacted, a number of tax proposals to fund new government investment in infrastructure, healthcare, and education, among other things. Certain of these proposals involve an increase in the domestic corporate tax rate, which, if implemented, could have a material impact on our future results of operations and cash flows. On August 16, 2022, the Inflation Reduction Act of 2022 ("IRA") was signed into law, with tax provisions primarily focused on implementing a 15% minimum tax on global adjusted financial statement income. The IRA also created a number of potentially beneficial tax credits to incentivize investments in certain technologies and industries which may be applicable to our business. While we do not believe the IRA will have a direct negative impact on our business, the effects of the measures are unknown at this time.

We are implementing a new enterprise resource planning system. Our failure to implement it successfully, on time and on budget could have a material adverse effect on us.

We are in the process of implementing a new enterprise resource planning ("ERP") system, which began in the fourth quarter of 2021 and will continue over the next several years. ERP implementations are complex, time-consuming, and involve substantial expenditures on system software and implementation activities. The ERP system will be critical to our ability to provide important information to our management, obtain and deliver products, provide services and customer support, send invoices and track payments, fulfill contractual obligations, accurately maintain books and records, provide accurate, timely and reliable reports on our financial and operating results, and otherwise operate our business.

ERP implementations also require transformation of business and financial processes in order to reap the benefits of the ERP system. Any such implementation involves risks inherent in the conversion to a new computer system, including loss of information and potential disruption to our normal operations. The implementation and maintenance of the new ERP system has required, and will continue to require, the investment of significant financial and human resources and the implementation may be subject to delays and cost overruns. In addition, we may not be able to successfully complete the implementation of the new ERP system without experiencing difficulties. Any disruptions, delays or deficiencies in the design and implementation or the ongoing maintenance of the new ERP system could adversely affect our ability to process orders, provide services and customer support, send invoices and track payments, fulfill contractual

obligations, accurately maintain books and records, provide accurate, timely and reliable reports on our financial and operating results, including reports required by the SEC, and otherwise operate our business. New system implementations across the enterprise, such as the current implementation of our new ERP system, which includes a cloud-based solution, also pose risks of outages or disruptions, which could affect our suppliers, operations, and customers. Issues faced by us or our third-party "cloud" computing providers, including technological or business-related disruptions, as well as cybersecurity threats, could adversely impact our business, results of operations and financial condition for future periods.

Additionally, if we do not effectively implement the ERP system as planned or the system does not operate as intended, the effectiveness of our internal control over financial reporting could be adversely affected or our ability to assess it adequately could be delayed, which could cause us to incur significant additional expenses, damage our reputation, and have a material adverse effect on us.

Risks Related to Our Common Shares

Because no public market exists for our common shares, the ability of shareholders to sell their common shares may be limited.

Our common shares are not traded on any national exchange, market system or over-the-counter bulletin board. Because no public market exists for our common shares, the ability of shareholders to sell these shares is limited. While we have provided a ready market for shareholders through our direct purchase of common shares, we are generally under no obligation to do so and may discontinue such purchases at any time. In addition, pursuant to our Articles of Incorporation and other plans and agreements pursuant to which our employees and non-employee directors have received our common shares, our common shares are subject to transfer restrictions that may limit the ability of shareholders to transfer their shares to individuals or entities other than our employees or our subsidiaries, including rights of first refusal and repurchase rights held by us and the Employee Stock Ownership Trust, which is the trust for the Company's Employee Stock Ownership Plan.

There can be no assurance that we will continue to declare cash dividends.

Our Board of Directors has adopted a dividend policy pursuant to which we currently pay a cash dividend on our common shares on a quarterly basis. Our ability to pay cash dividends depends on, among other things, our cash flows from operations, our cash requirements, our financial condition, the degree to which we are/or become leveraged, contractual restrictions binding on us, provisions of applicable law and other factors that our Board of Directors may deem relevant. The declaration and payment of any dividend is subject to the approval of our Board of Directors and our dividend may be discontinued or reduced at any time. There can be no assurance that we will declare cash dividends in the future in any particular amounts, or at all.

Item 1B. *Unresolved Staff Comments.*

There are no unresolved comments from the Staff of the SEC.

Item 1C. Cybersecurity.

Risk management and strategy

Overview

Cybersecurity is an integral part of our overall enterprise risk analysis and discussions. We recognize the critical importance of assessing, implementing, and maintaining robust cybersecurity measures to safeguard our information systems and protect the integrity, confidentiality, and availability of our company, customer, and employee data.

Our cybersecurity program draws from the recognized framework established by the National Institute of Standards and Technology and focuses on five key pillars of threat mitigation, which consist of identification, protection, detection, response, and recovery. We deploy various tools to address these areas, including robust password requirements, firewalls, limiting access to sensitive information, multi-factor authentication requirements, and anti-malware, intrusion prevention and detection systems. We periodically review and update Davey's policies, standards, processes, and procedures regarding cybersecurity threats and incidents, including by assessing current threat intelligence, conducting tabletop exercises, and performing vulnerability and security testing. Recognizing the complexity and evolving nature of cyberattacks, we also engage with a range of third-party experts to help identify and manage cybersecurity risk, including monitoring and evaluating traffic on our network, assisting with penetration testing and tabletop exercises, and consulting on best practices.

Davey Tree also uses third-party service providers to support its business operations and many of its technology platforms and is aware of risks associated with using such services. We periodically monitor and assess third-party service providers from a cybersecurity risk perspective and continuously seek to enhance our third-party risk management program.

Awareness and Training

All Davey employees are offered multiple security awareness training opportunities throughout the year, including at the time of hire. The training is further supplemented by periodic phishing simulations as an interactive way to engage and train employees to help identify potential cybersecurity risks and further build threat resilience. Additionally, we provide specialized security training for certain employee roles such as application developers. Improper or illegitimate use of Davey's information system resources or violation of our information security policies and procedures may result in disciplinary action, including up to termination.

Cybersecurity Incident Response Plan

A detailed Cybersecurity Incident Response Plan ("CIRP") is maintained and practiced at least annually. The CIRP provides organizational and operational structures, processes, and procedures designed to identify key incident response stakeholders, and allow our personnel to properly respond to material incidents that may affect the function and security of information technology assets, information resources, and business operations. We have a designated incident response team in place to carry out the CIRP, which consists of core members from our information technology group and an extended team consisting of key personnel from areas such as Legal, Finance, Human Resources and Public Relations that we can engage as deemed necessary, as well as third-party experts.

Risks from Cybersecurity Threats

We face a number of cybersecurity risks in connection with our business and have, from time to time, experienced external threats seeking to compromise the security, confidentiality, or integrity of our data and systems, including malware and computer virus attacks. However,

as of the date of this report, Davey Tree is not aware of any such risks from cybersecurity threats that have materially affected or are reasonably likely to materially affect the Company, including our business strategy, results of operations, or financial condition.

Governance

Management's Role

A dedicated team of information technology leaders, led by our Chief Information Officer (“CIO”), plays a pivotal role in managing our enterprise-wide cybersecurity strategy, policies, standards, architecture, and processes, with a continuous focus on improvement. These individuals collectively have decades of experience managing the computing environment and have obtained various professional security certifications and advanced training in the field of cybersecurity and technology.

The CIO provides regular updates to the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), as well as other members of Davey’s executive leadership team, as deemed necessary, on matters relating to cybersecurity. In addition to scheduled briefings, the CIO maintains an ongoing dialogue with our executive leadership team regarding emerging or potential cybersecurity risks.

Board of Directors Oversight

The Board of Directors (“the Board”) is acutely aware of the critical nature of managing risks related to cybersecurity threats. The CEO, CFO or CIO periodically briefs the Board on Davey Tree’s cyber risks and threats, the status of projects to strengthen our information security systems, assessments of the information security program, and the emerging threat landscape, ensuring the Board has comprehensive oversight and can provide guidance on critical cybersecurity matters.

The Board recognizes its responsibility to oversee risk management. As part of this responsibility, the Board requires management to perform an overall assessment of risk annually. This enterprise-wide risk management assessment is designed to review and identify potential events that may affect us, including cybersecurity risks, manage risks within our risk profile and provide reasonable assurance regarding the achievement of our objectives. The Audit Committee has the responsibility of reviewing the enterprise-wide risk assessment and discusses with management our major financial risk exposures and the steps management has taken to monitor and control such exposures, including our financial risk assessment and risk management policies.

Item 2. *Properties.*

Our corporate headquarters campus is located in Kent, Ohio, which, along with several other properties in the surrounding area, includes The Davey Institute's research, technical support and laboratory diagnostic facilities.

We conduct administrative functions through our headquarters and our offices in Livermore, California (Utility Services). Our Canadian operations’ administrative functions are conducted through properties located in the provinces of Ontario and British Columbia. We believe our properties are well maintained, in good condition and suitable for our present operations. A summary of our owned properties follows:

Segment	Number of Properties	How Held	Square Footage	Number of States or Provinces
Residential and Commercial	59	Owned	386,348	21
Utility	3	Owned	36,307	3
Residential and Commercial, and Utility	4	Owned	48,506	4
All Other	10	Owned	181,426	2

We also lease approximately 218 properties in 36 states, five provinces and Puerto Rico.

None of our owned or leased properties used by our business segments is individually material to our operations.

Item 3. *Legal Proceedings.*

We are party to a number of lawsuits, threatened lawsuits and other claims arising out of the normal course of business. On a quarterly basis, we assess our liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that we will incur a loss and the amount of the loss can be reasonably estimated, we record a liability in our consolidated financial statements. These accruals may be increased or decreased to reflect any relevant developments on a quarterly basis. Where a loss is not probable or the amount of the loss is not estimable, we do not record an accrual, consistent with applicable accounting guidance. Based on information currently available to us, advice of counsel, and available insurance coverage, we believe that our established accruals are adequate and the liabilities arising from the legal proceedings will not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the inherent uncertainty in legal proceedings, there can be no assurance that the ultimate resolution of a matter will not exceed established accruals. As a result, the outcome of a particular matter or a combination of matters may be material to our results of operations for a particular period, depending upon the size of the loss or our income for that particular period.

Georgia Wrongful Death Suit

In November 2017, a wrongful death lawsuit was filed in Savannah, Georgia in the State Court of Chatham County (“State Court”) against Davey Tree, its subsidiary, Wolf Tree, Inc. (“Wolf Tree”), a former Davey employee, a Wolf Tree employee, and two former Wolf Tree employees. That complaint, as subsequently amended, alleges various acts of negligence and seeks compensatory damages for the wrongful death of the plaintiff’s husband, a Wolf Tree employee, who was shot and killed in August 2017.

In July 2018, a related survival action was filed in Savannah, Georgia by the deceased’s estate against Davey Tree, its subsidiary, Wolf Tree, and four current and former employees, which arises out of the same allegations, seeks compensatory and punitive damages and also includes three Racketeer Influenced and Corrupt Organizations Act (“RICO”) claims under Georgia law seeking treble damages. The 2018 case was removed to the United States District Court for the Southern District of Georgia, Savannah Division (“Federal Court”), on August 2, 2018.

The cases were mediated unsuccessfully in December 2018 and the State Court case was originally set for trial on January 22, 2019. However, as discussed below, the two civil cases were ultimately stayed for more than four years.

On December 6, 2018, a former Wolf Tree employee pled guilty to conspiracy to conceal, harbor, and shield illegal aliens. On December 21, 2018, the United States Department of Justice (“DOJ”) filed a motion to stay both actions on the grounds that on December 7, 2018, an indictment was issued charging two former Wolf Tree employees and another individual with various crimes, including conspiracy to murder the deceased. The State Court case was stayed on December 28, 2018 and the Federal Court case was stayed on January 8, 2019. On January 29, 2019, the State Court ordered the parties to return to mediation, which occurred on April 17, 2019, but was unsuccessful in resolving the matters.

By November 2022, all three of the individually charged defendants had either been convicted at trial or pled guilty to Federal criminal charges in the Federal Court related to their involvement with the murder and other illegal activities. All three criminal defendants have now been sentenced.

Since the individual defendants' criminal matters are now resolved, the State Court permitted limited additional discovery and amended motions for summary judgment. The Company's motion for summary judgment was argued before the State Court in October 2023 and remains pending. The State Court has set a civil jury trial for the week of July 29 to August 2, 2024.

The stay in the Federal Court case was lifted on April 4, 2023. The Company moved to dismiss the alleged civil RICO claims, further filed a motion to stay the case until the motion to dismiss was decided, and moved for partial summary judgment on certain state law claims. The Federal Court granted the Company's motion to stay discovery pending resolution of the motion to dismiss. The Federal Court has not yet set a trial date.

Previously, on December 17, 2018, the United States Attorneys Office for the Southern District of Georgia ("United States Attorney") informed the Company and Wolf Tree that they are also under investigation for potential civil or other violations of immigration and other laws relating to the subject matters of the criminal investigation referenced above. The Company and Wolf Tree fully cooperated with the investigation.

On July 12, 2023, the Company and Wolf Tree entered into a non-prosecution and settlement agreement (the "settlement agreement") with the United States Attorney's Office for the Southern District of Georgia and the United States Department of Homeland Security ("DHS"), resolving the investigation for potential violations of immigration and other laws by the Company and Wolf Tree.

The United States Attorney recognized that, since August 2017, both the Company and Wolf Tree have fully cooperated with the criminal and civil investigation and, in entering into the settlement agreement, the United States Attorney took into consideration the Company's and Wolf Tree's implementation of a significant compliance program.

The Company and Wolf Tree agreed to pay \$3,984,325 as part of the settlement agreement, including civil penalties, forfeiture and restitution, an amount the Company and Wolf Tree had previously reserved. The United States Attorney agreed that it will not bring any criminal charges against the Company or Wolf Tree concerning the subject matter of the investigation and released the Company and Wolf Tree from civil liability concerning certain immigration code provisions. The DHS also agreed to release the Company and Wolf Tree from administrative liability relating to the subject matter of the investigation, all of which are subject to standard reservations of rights and certain reserved claims. The settlement agreement closes the investigation by the United States Attorney and DHS. The settlement is not an admission of liability by the Company or Wolf Tree.

The civil cases in the State Court of Chatham County in Georgia and the United States District Court for the Southern District of Georgia, Savannah Division relating to the same subject matter, remain pending. In both civil cases, the Company and Wolf Tree have denied all liability and are vigorously defending against the actions. The Company also has retained separate counsel for some of the individual defendants, each of whom has denied all liability and also are vigorously defending the actions.

Northern California Wildfire Cases

Five lawsuits were filed that name contractors for PG&E Corporation and its subsidiary, Pacific Gas and Electric Company (together, "PG&E"), including Davey Tree, with respect to claims arising from a wildfire event that occurred in Pacific Gas and Electric Company's service territory in northern California beginning on October 8, 2017. An action was brought on August 8, 2019 in Napa County Superior Court, entitled *Walker, et al. v. Davey Tree Surgery Company, et al.*, Case No. 19CV001194. An action was brought on October 8, 2019 in San Francisco County Superior Court, entitled *Abram, et al. v. ACRT, Inc., et. al*, Case No. CGC-19-579861. An action was brought on October 7, 2019 in San Francisco Superior Court, entitled *Adams, et al. v. Davey Resource Group, Inc., et al.*, Case No. CGC-19-579828. An action was brought on October 8, 2019 in Sacramento Superior Court, entitled *Antone, et al. v. ACRT, Inc. et al.*, Case No.

34-2019-00266662. An action was brought on October 7, 2019 in Sacramento Superior Court, entitled *Bennett, et al. v. ACRT, Inc. et al.*, Case No. 2019-00266501.

Three additional actions were brought on January 28, 2021 in San Francisco County Superior Court, by fire victims represented by a trust (“Plaintiffs’ Trust”), which was assigned contractual rights in the PG&E bankruptcy proceedings. These cases are entitled *John K. Trotter, Trustee of the PG&E Fire Victim Trust v. Davey Resource Group, Inc., et al.*, Case No. CGC-21-589438; *John K. Trotter, Trustee of the PG&E Fire Victim Trust v. Davey Resource Group, Inc., et al.*, Case No. CGC-21-589439; and *John K. Trotter, Trustee of the PG&E Fire Victim Trust v. ACRT Pacific, LLC, et al.*, Case No. CGC-21-589441. On September 22, 2021, the Court granted Davey Tree’s petition to coordinate all cases as a California Judicial Council Coordination Proceeding, *In Re North Bay Fire Cases*, JCCP No. 4955. As a result of the coordination order, all of the actions were stayed in their home jurisdictions, subject to further court order.

In November 2022, Davey Tree filed a cross-complaint against the Plaintiffs’ Trust and PG&E related to the contractual obligations of limitation of liability and hold harmless. Since that time, Davey Tree has dismissed the cross-complaint against PG&E without prejudice. The Plaintiffs’ Trust filed a demurrer which challenged Davey Tree’s claim that the hold harmless provisions in its contracts with PG&E are an obligation of the Plaintiffs’ Trust. In response to the demurrer, Davey Tree filed an amended cross-complaint against the Plaintiffs’ Trust on April 13, 2023. The Plaintiffs’ Trust has since filed another demurrer seeking to dismiss the cross complaint by Davey Tree, and Davey Tree has filed a response. The Plaintiffs’ Trust filed a motion for summary adjudication which challenged the limitation of liability as set forth in the assigned contracts. The Court denied the motion for summary adjudication in an order entered April 12, 2023.

At a case management conference in JCCP No. 4955 on February 24, 2022, the Court ordered that Davey Tree and the plaintiffs participate in a mediation. The mediation commenced on October 17, 2022. At a case management conference on September 26, 2023, the parties reported to the Court that they had reached a settlement in principle and needed additional time to work on a long form settlement agreement. The parties jointly requested that the Court continue trial dates and other proceedings while the parties attempt to reach final terms on a global resolution. The Court originally set a trial date for October 2, 2023 involving the claim of the Plaintiffs’ Trust as to the Atlas burn location. On July 26, 2023, based on a joint request by the parties, the Court vacated the October 2, 2023 Atlas trial date and reset the Atlas trial for February 26, 2024, which has been vacated. The Court in the *Walker* case set a trial date of March 4, 2024 for claims related to the Patrick burn location. Pursuant to the parties’ stipulation, that trial date has been continued to August 19, 2024.

Davey Tree has responded to all claims asserted by the plaintiffs in these actions, denying all liability, and is vigorously defending against plaintiffs’ alleged claims. However, we believe that a range of losses is probable and we have accrued our best estimate within this range which is also equal to our total coverage limits under our self-insurance and third party insurance providers for the 2017-2018 policy year of \$220,000,000. We believe that any losses would be recovered through our self-insurance and third party insurance providers and have accrued a \$200,000,000 corresponding insurance recoverable within our Condensed Consolidated Balance Sheet as of December 31, 2023.

Item 4. Mine Safety Disclosures.

Not applicable.

Information about our Executive Officers.

Our executive officers and their present positions and ages as of March 1, 2024 follows:

Name	Age	Position	Years with Company	Served as an Executive Officer Since
Patrick M. Covey	60	Chairman, President and Chief Executive Officer	32	2007
Joseph R. Paul, CPA	62	Executive Vice President, Chief Financial Officer and Assistant Secretary	18	2005
Christopher J. Bast, CPA, CTP	56	Senior Vice President, Treasurer and Operations Support	10	2013
Joseph E. Day	64	Executive Vice President, U.S. Residential Operations	42	2022
James E. Doyle	55	Executive Vice President and General Manager, Davey Tree Expert Co. of Canada, Limited	34	2014
Lawrence R. Evans	65	Executive Vice President and General Manager, Davey Tree Surgery Company	43	2022
James C. Houston	58	Vice President and General Manager, Eastern Operations, U.S. Residential/Commercial Services and Commercial Landscape Services	31	2022
Gregory M. Ina	52	Executive Vice President, The Davey Institute and Employee Development	28	2016
Dan A. Joy	66	Executive Vice President and Assistant to the President	47	2013
Brent R. Reppenning	52	Executive Vice President, U.S. Utility and Davey Resource Group	29	2014
Erika J. Schoenberger	44	Vice President, General Counsel and Secretary	6	2018
Thea R. Sears, CPA	55	Vice President and Controller	30	2010

Mr. Covey was appointed Chairman effective March 6, 2020, Chief Executive Officer effective July 21, 2017, and served as President and Chief Operating Officer since March 4, 2016 and as a Director since May 20, 2014. He previously served as President and Chief Operating Officer, U.S. Operations, having been appointed in April 2014, and as Chief Operating Officer, U.S. Operations, having been appointed in February 2012. Prior to that time, Mr. Covey served as Executive Vice President, having been appointed in January 2007, Vice President and General Manager of the Davey Resource Group, having been appointed in March 2005, and Vice President, Southern Operations, Utility Services, having been appointed in January 2003. Previously, having joined Davey Tree in August 1991, Mr. Covey held various managerial positions, including Manager of Systems and Process Management and Administrative Manager, Utility Services.

Mr. Paul has served as Executive Vice President, Chief Financial Officer and Assistant Secretary since May 19, 2021. Mr. Paul previously served as Executive Vice President, Chief Financial Officer and Secretary effective March 4, 2016. and as Chief Financial Officer and Secretary, having been appointed in March 2013. Prior to that time, he served as Vice President and Treasurer, having been appointed in May 2011. Mr. Paul joined Davey Tree as Treasurer in December 2005.

Mr. Bast was appointed Senior Vice President, Treasurer and Operations Support in December 2022. Prior to that time, he was appointed Vice President effective September 18, 2017, having previously served as Treasurer since April 2013. Mr. Bast joined Davey Tree in March 2013 and prior to joining us, served in various management positions from 1994 to 2013 at Diebold, Incorporated, a provider of self-service delivery and security systems.

Mr. Day was appointed Executive Vice President, U.S. Residential Operations in May 2022, having previously served as Executive Vice President and General Manager of the Residential/Commercial Service Line since April 2021, and General Manager for Western Operations since 2014. Previously, having joined Davey Tree in 1982, Mr. Day held various managerial positions, including Operations Manager, District Manager and Assistant District Manager.

Mr. Doyle was appointed Executive Vice President and General Manager, Davey Tree Expert Co. of Canada, Limited ("Davey Tree Limited"), effective May 21, 2014 and previously served as Vice President and General Manager, Davey Tree Limited, having been appointed in February 2012. Prior to that time, he served as Vice President and General Manager, Operations, Davey Tree Limited, having been appointed in May 2011, and Vice President, Operations, Davey Tree Limited, having been appointed in January 2006. Previously, having joined Davey Tree in 1989, Mr. Doyle held various managerial positions, including District Manager and Operations Manager.

Mr. Evans was appointed as an officer in May 2022. Mr. Evans has served as Executive Vice President and General Manager, Davey Tree Surgery Company since April 2021, and previously served as Vice President and General Manager of the Davey Tree Surgery Company since 2017. Previously, having joined Davey Tree in 1980, Mr. Evans held various managerial and operational positions including Senior Vice President, Vice President, Operations Manager and Account Manager.

Mr. Houston was appointed as an officer in May 2022. Mr. Houston has served as Vice President and General Manager, Eastern Operations, U.S. Residential/Commercial Services and Commercial Landscape Services since 2017. Prior to that time, he served as Vice President of Midwest Operations since 2010. Previously, having joined Davey in 1992, Mr. Houston held various managerial and operational positions including Operations Manager and District Manager.

Mr. Ina was appointed Executive Vice President, The Davey Institute and Employee Development in July 2017, having previously served as Vice President and General Manager of Research, Recruiting and Human Resource Development effective April 4, 2016, and having previously been appointed as an officer effective March 4, 2016. Prior to this time, he served as Vice President and General Manager of the Davey Institute, having been appointed in May 2009, and General Manager of the Davey Institute, having been appointed in May 2006. Previously, having joined Davey Tree in 1996, Mr. Ina held various managerial and operational positions in the Davey Institute and Davey Resource Group.

Mr. Joy was appointed Executive Vice President and Assistant to the President effective May 3, 2021, having previously served as Executive Vice President and General Manager, Commercial Landscape Services and Operations Support Services, effective August 15, 2014. Mr. Joy previously served as Executive Vice President and General Manager, Commercial Landscape Services, having been appointed in May 2014. Prior to that time, he served as Vice President and General Manager, Commercial Landscape Services, having been appointed in May 2013, and Vice President, Commercial Landscape Services, having been appointed in December 2004. Previously, having joined Davey Tree in 1976, Mr. Joy held various managerial positions, including Operations Manager, District Manager and Assistant District Manager.

Mr. Repping was appointed Executive Vice President, U.S. Utility and Davey Resource Group in July 2017, having previously served as Senior Vice President, Davey Resource Group and Eastern Utility, effective October 2, 2016, and as Vice President and General Manager, Davey Resource Group, having been appointed in June 2010. Prior to that time, he served as Vice President, Davey Resource

Group, having been appointed in October 2009. Previously, having joined Davey Tree in 1994, Mr. Repenning held various managerial and operational positions, including Regional Manager, Production Manager and Supervisor.

Ms. Schoenberger was appointed Assistant Secretary in September 2018, having joined the Company in August 2018 as Vice President and General Counsel. Ms. Schoenberger has served as Secretary since May 19, 2021. Prior to joining Davey Tree, Ms. Schoenberger served as General Counsel, Corporate Secretary and Senior Vice President at the Oneida Group, Inc., a global marketer of tabletop and food preparation products from September 2013 until she joined the Company. Prior to that, she was a Partner at Frost Brown Todd, LLC, a national full service law firm.

Ms. Sears was appointed Vice President effective September 18, 2017 having served as Controller since September 16, 2016 and prior to that, served as Assistant Controller, having been appointed in May 2010. Prior to that time, she served as Manager of Financial Accounting, having been appointed in April 1998, and as Supervisor of Financial Accounting, having been appointed in September 1995. Having joined Davey Tree in 1993, Ms. Sears has held a variety of roles in financial reporting, managerial reporting and operations accounting.

Our officers serve from the date of their appointment to the next organizational meeting of the Board of Directors and until their respective successors are appointed or their earlier retirement, resignation or termination.

PART II

Item 5. *Market for Company's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.*

Our common shares are not listed or traded on an established public trading market and market prices are, therefore, not available. Semiannually, for purposes of the Davey 401KSOP and ESOP, an independent stock valuation firm assists with the appraisal of the fair market value of the common shares, based upon our performance and financial condition, using a peer group of comparable companies selected by that firm. The peer group currently consists of: ABM Industries Incorporated; Comfort Systems USA, Inc.; Dycom Industries, Inc.; FirstService Corporation; MYR Group, Inc.; Quanta Services, Inc.; Rollins, Inc.; and Scotts Miracle-Gro Company. The semiannual valuations are effective for a period of six months and the per-share price established by those valuations is the price at which our Board of Directors has determined our common shares will be bought and sold during that six-month period in transactions involving Davey Tree or one of its employee benefit or stock purchase plans. Since 1979, we have provided a ready market for all shareholders through our direct purchase of their common shares, although we are under no obligation to do so (other than for repurchases pursuant to the put option under The Davey 401KSOP and ESOP Plan, as described in Note N). These purchases are added to our treasury stock.

The following table sets forth, for the periods indicated, the high and low common share price (in dollars) and the cash dividends declared per common share (in cents).

	Common Share Price Range		Cash Dividends Declared (in cents)
	High	Low	
Fiscal Year 2023			
First quarter ended April 1, 2023	\$ 18.50	\$ 18.10	2.00
Second quarter ended July 1, 2023	18.50	18.50	2.00
Third quarter ended September 30, 2023	20.80	18.50	2.00
Fourth quarter ended December 31, 2023	22.20	20.80	2.50
Fiscal Year 2022			
First quarter ended April 2, 2022	18.10	16.40	1.75
Second quarter ended July 2, 2022	18.10	18.10	2.00
Third quarter ended October 1, 2022	18.10	18.10	2.00
Fourth quarter ended December 31, 2022	18.10	18.10	2.00

On December 4, 2020, our Board of Directors approved a change to our dividend policy. Under the revised dividend policy, we will now target a dividend yield in the range of .4% to .5% on an annual basis. The Board will evaluate the dividend on a semiannual basis in conjunction with our independent stock valuation and if the current annual dividend is less than .4% of our current stock price, the Board intends to increase the quarterly cash dividend.

The declaration of future cash dividends will be subject to the Board's final determination based on a number of factors, including our financial performance and available cash resources, the terms of our indebtedness, our cash requirements and alternative uses of cash that the Board may conclude would represent an opportunity to generate a greater return on investment for us. The dividend policy may be revised, suspended or cancelled at the discretion of the Board at any time.

Record Holders

On March 8, 2024, we had 4,735 record holders of our common shares.

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities

The following table provides information on purchases made by the Company of our common shares during the fiscal year ended December 31, 2023.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
Fiscal 2023				
January 1 to January 28	35	\$ 18.10	—	3,323,819
January 29 to February 25	10,122	18.10	—	3,323,819
February 26 to April 1	445,198	18.50	—	3,323,819
Total First Quarter	455,355	18.49	—	
April 2 to April 29	650,351	18.50	—	3,323,819
April 30 to May 27	638,773	18.50	—	3,323,819
May 28 to July 1	235,631	18.50	116,147	3,207,672
Total Second Quarter	1,524,755	18.50	116,147	
July 2 to July 29	4,314	18.50	—	3,207,672
July 30 to August 26	38,621	20.80	—	3,207,672
August 27 to September 30	592,574	20.80	—	3,207,672
Total Third Quarter	635,509	20.78	—	
October 1 to October 28	807,886	20.80	409,381	2,798,291
October 29 to December 2	343,365	20.80	—	2,798,291
December 3 to December 31	206,104	20.80	—	2,798,291
Total Fourth Quarter	1,357,355	20.80	409,381	
Total	3,972,974	\$ 19.65	525,528	

⁽¹⁾ During the year ended December 31, 2023, the Company purchased 3,447,446 shares from shareholders excluding those purchased through publicly announced plans. The Company provides a ready market for all shareholders through our direct purchase of their common shares although we are under no obligation to do so (other than for repurchases pursuant to the put option under The Davey 401KSOP and ESOP Plan).

At the Annual Meeting of Shareholders of the Company held on May 16, 2017, the shareholders of the Company approved proposals to amend the Company's Articles of Incorporation to (i) expand the Company's right of first refusal with respect to proposed transfers of shares of the Company's common shares, (ii) clarify provisions regarding when the Company may provide notice of its decision to exercise its right of first refusal with respect to proposed transfers of common shares by the estate or personal representative of a deceased shareholder, and (iii) grant the Company a right to repurchase common shares held by certain shareholders of the Company.

On May 10, 2017, the Board of Directors of the Company adopted a policy regarding the Company's exercise of the repurchase rights granted to the Company through amendments to the Company's Articles of Incorporation, as approved by shareholders on May 16, 2017.

Until further action by the Board, it is the policy of the Company not to exercise its repurchase rights under the amended Articles with respect to shares of the Company's common shares held by current and retired employees and current and former directors of the Company

(subject to exceptions set forth in the policy) (collectively, "Active Shareholders"), their spouses, their first-generation descendants and trusts established exclusively for their benefit.

Until further action by the Board, it is also the policy of the Company not to exercise its rights under the amended Articles to repurchase shares of the Company's common shares proposed to be transferred by an Active Shareholder to his or her spouse, a first-generation descendant, or a trust established exclusively for the benefit of one or more of an Active Shareholder, his or her spouse and first-generation descendants of an Active Shareholder, or upon the death of an Active Shareholder, such transfers from the estate or personal representative of a deceased Active Shareholder. The Board may suspend, change or discontinue the policy at any time without prior notice.

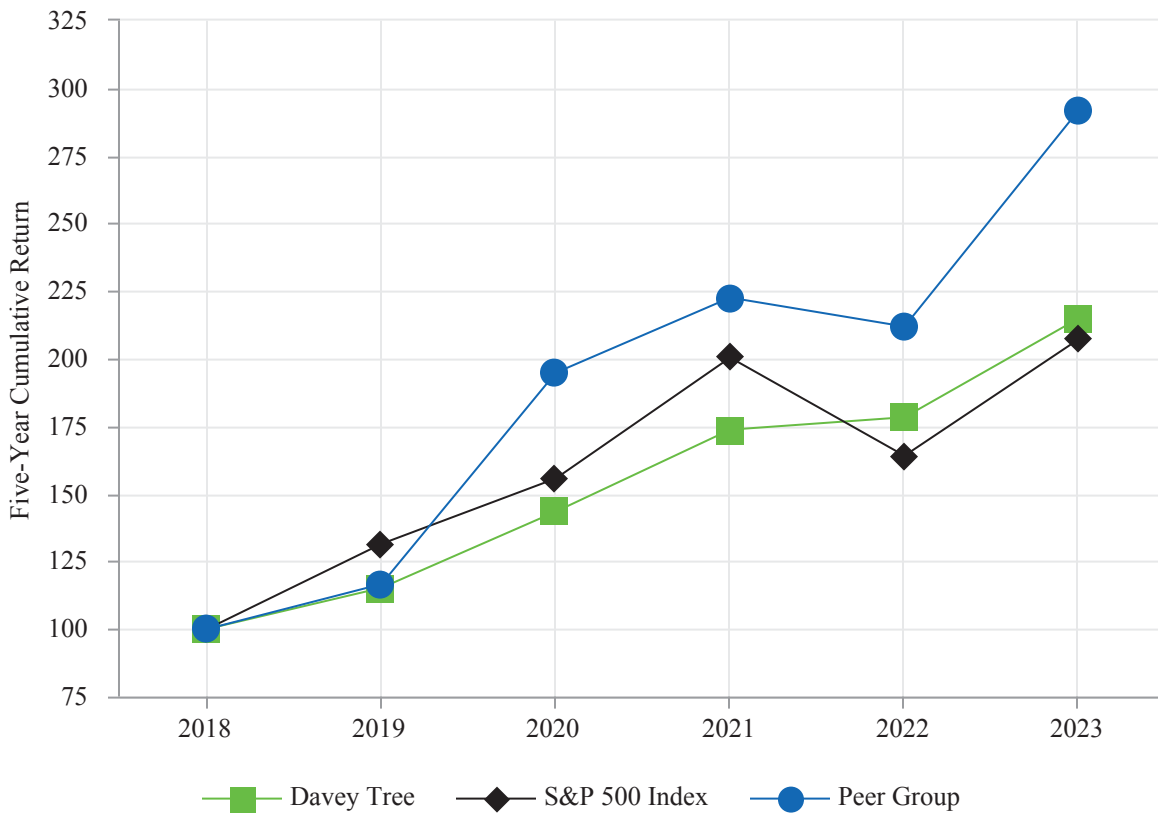
In accordance with the amendments to the Articles approved by the Company's shareholders at the 2017 Annual Meeting on May 17, 2017, the Company's Board of Directors authorized the Company to repurchase up to 400,000 common shares, which authorization was increased by an additional 2,000,000 common shares in May 2018 and increased further by an additional 3,000,000 common shares in September 2021. Of the 5,400,000 total shares authorized, 2,798,291 remained available under the program as of December 31, 2023. Share repurchases may be made from time to time and the timing of any repurchases and the actual number of shares repurchased will depend on a variety of factors. The Company is not obligated to purchase any shares, and repurchases may be commenced, suspended or discontinued from time to time without prior notice. The repurchase program does not have an expiration date.

Stock Performance Graph

Comparison of five-year cumulative return among The Davey Tree Expert Company, S&P 500 Stock Index and Selected Peer Group Companies Index

The following Performance Graph compares cumulative total shareholder returns (assuming an initial investment of \$100 on December 31, 2018, and reinvestment of dividends) for The Davey Tree Expert Company common shares during the last five years to the Standard & Poor's 500 Stock Index (the "S&P 500 Index") and to an index of selected peer group companies. The peer group, which is the same group used by Davey's independent stock valuation firm, consists of: ABM Industries Incorporated; Comfort Systems USA, Inc.; Dycom Industries, Inc.; FirstService Corporation; MYR Group, Inc.; Quanta Services, Inc.; Rollins, Inc.; and Scotts Miracle-Gro Company. The peer group are all publicly held companies deemed to be engaged in similar lines of business.

**Comparison of Five-Year Cumulative Total Return
The Davey Tree Expert Company**



	2018	2019	2020	2021	2022	2023
Davey Tree	100	115	143	174	178	215
S&P 500 Index	100	131	156	200	164	207
Peer Group	100	117	195	223	212	292

The Performance Graph and related information above shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

Item 6. *Reserved.*

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations.*

(Amounts in thousands, except share data)

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is provided as a supplement to the accompanying consolidated financial statements and notes to help provide an understanding of our financial condition, cash flows and results of operations. MD&A is organized as follows:

- Overview of 2023 Results;
- Results of Operations, including fiscal 2023 compared to fiscal 2022;
- Liquidity and Capital Resources, including cash flow summary, contractual obligations summary, off-balance sheet arrangements, and capital resources;
- Recent Accounting Guidance;
- Critical Accounting Policies and Estimates; and
- Market Risk Information, including interest rate risk and foreign currency exchange rate risk.

OVERVIEW OF 2023 RESULTS

General

We provide a wide range of arboricultural, horticultural, environmental and consulting services to residential, utility, commercial and governmental entities throughout the United States and Canada.

Our Business--We have two reportable operating segments organized by type or class of customer: Residential and Commercial, and Utility.

Residential and Commercial--Residential and Commercial provides services to our residential and commercial customers including: the treatment, preservation, maintenance, removal and planting of trees, shrubs and other plant life; the practice of landscaping, grounds maintenance, tree surgery, tree feeding and tree spraying; the application of fertilizer, herbicides and insecticides; and natural resource management and consulting, forestry research and development, and environmental planning.

Utility--Utility is principally engaged in providing services to our utility customers--investor-owned, municipal utilities, and rural electric cooperatives--including: the practice of line-clearing and vegetation management around power lines and rights-of-way and chemical brush control, natural resource management and consulting, forestry research and development and environmental planning.

All other operating activities, including research, technical support and laboratory diagnostic facilities, are included in "All Other."

Impact of Recent Trends

Our business continues to be impacted by a number of macro-economic factors. Global supply chains and product availability remain highly challenged and ongoing global events in Eastern Europe, as well as the Israel-Hamas war, have only exacerbated an already difficult operating environment. These factors, combined with higher fuel costs, increasing interest rates and a highly competitive labor market, have created an inflationary environment and cost pressures.

Inflation rates in the markets in which we operate have increased and may continue to rise. Inflation over the last several months has led us to experience higher costs, including higher labor costs and costs for materials from suppliers and transportation costs, and, in the competitive markets in which we operate, we may not be able to increase our prices correspondingly to preserve our gross margins and profitability. If inflation rates continue to rise or remain elevated for a sustained period of time, they could have a material adverse effect on our business, financial condition, results of operations and liquidity. We have generally been able to offset increases in these costs through various productivity and cost reduction initiatives, as well as adjusting our prices to pass through some of these higher costs to our customers; however, our ability to raise our prices depends on market conditions and competitive dynamics. Given the timing of our actions compared to the timing of these inflationary pressures, there may be periods during which we are unable to fully recover the increases in our costs.

RESULTS OF OPERATIONS

The following table sets forth our consolidated results of operations as a percentage of revenues and the percentage change in dollar amounts of the results of operations for the periods presented:

	Year Ended December 31,			Percentage Change	
	2023	2022	2021	2023/2022	2022/2021
Revenues	100.0 %	100.0 %	100.0 %	12.1%	9.7 %
Costs and expenses:					
Operating	64.4	64.6	64.3	11.6	10.4
Selling	18.0	18.0	17.6	12.4	12.1
General and administrative	7.8	7.7	7.2	14.2	16.3
Depreciation	3.2	3.4	3.8	3.1	(1.8)
Amortization of intangible assets	.3	.2	.2	57.1	6.0
Gain on sale of assets, net	(.4)	(.5)	(.4)	(16.5)	51.9
	93.3	93.4	92.7	11.9	10.5
Income from operations	6.7	6.6	7.3	13.9	(1.0)
Other income (expense):					
Interest expense	(.8)	(.4)	(.4)	124.3	23.2
Interest income	.1	.1	—	98.3	nm
Other	(.3)	(.7)	(.5)	(48.1)	40.5
Income before income taxes	5.7	5.6	6.5	14.1	(4.7)
Income taxes	1.5	1.6	1.7	5.0	.7
Net income	4.2 %	4.0 %	4.8 %	17.7 %	(6.7)%

nm--not meaningful

Fiscal 2023 Compared to Fiscal 2022

A comparison of our fiscal year 2023 results to 2022 follows:

	Year Ended December 31,			
	2023	2022	Change	% Change
Revenues	\$ 1,693,481	\$ 1,511,081	\$ 182,400	12.1 %
Costs and expenses:				
Operating	1,089,605	976,316	113,289	11.6
Selling	305,624	271,882	33,742	12.4
General and administrative	132,571	116,036	16,535	14.2
Depreciation	53,571	51,969	1,602	3.1
Amortization of intangible assets	5,072	3,228	1,844	57.1
Gain on sale of assets, net	(7,169)	(8,586)	1,417	(16.5)
	<u>1,579,274</u>	<u>1,410,845</u>	<u>168,429</u>	<u>11.9</u>
Income from operations	114,207	100,236	13,971	13.9
Other income (expense):				
Interest expense	(13,745)	(6,129)	(7,616)	124.3
Interest income	1,894	955	939	98.3
Other	(5,120)	(9,863)	4,743	(48.1)
Income before income taxes	97,236	85,199	12,037	14.1
Income taxes	25,096	23,909	1,187	5.0
Net income	<u>\$ 72,140</u>	<u>\$ 61,290</u>	<u>\$ 10,850</u>	<u>17.7 %</u>

Revenues--Revenues of \$1,693,481 increased \$182,400 compared with the \$1,511,081 reported in 2022. Utility increased \$94,424, or 11.2%, from the prior year. The increase was primarily attributable to additional revenues from increased work year-over-year on existing accounts, rate increases and new accounts. Residential and Commercial increased \$87,483, or 13.1%, from 2022. Increases were primarily attributable to increases in tree surgery and plant care, grounds maintenance, consulting services and storm damage services.

Operating Expenses--Operating expenses of \$1,089,605 increased \$113,289 from the prior year, but as a percentage of revenues decreased to 64.4% from 64.6%. Utility experienced an increase of \$78,177, or 12.7%, from 2022, and as a percentage of revenues increased to 74.4% from 73.5%. Increases in payroll and benefits expenses, equipment expenses, material expense, subcontractor expense and crew expenses were partially offset by a decrease in tool expense. Residential and Commercial increased \$45,451, or 12.8%, compared with 2022 but as a percentage of revenue decreased to 52.9% from 53.1%. Increases were primarily in payroll and benefits expense, materials expense, subcontractor expense, fuel expense, equipment expense and tools and parts expense.

Fuel costs decreased in 2023 as compared with fuel costs for 2022 and impacted operating expenses within both segments. During 2023, fuel expense of \$53,699 decreased \$6,641, or 11.0%, from the \$60,340 incurred in 2022. The \$6,641 decrease included price decreases approximating \$9,020 and usage increases approximating \$2,379.

Selling Expenses--Selling expenses of \$305,624 increased \$33,742 from 2022 but as a percentage of revenues remained at 18.0%. Utility increased \$9,268, or 9.1%, from 2022 but as a percentage of revenue decreased to 11.9% from 12.1%. Increases were primarily in wages and incentive expense and travel expense. Residential and Commercial increased \$19,162, or 10.9%, from 2022 but as a percentage of revenue decreased to 25.9% from 26.4%. Increases were primarily in field management wages and incentive expense, office rent and travel expense.

General and Administrative Expenses--General and administrative expenses of \$132,571 increased \$16,535 from 2022 and as a percentage of revenues increased to 7.8% from 7.7%. Increases were primarily in salary and incentive expense, travel expense and professional services.

Depreciation and Amortization Expense--Depreciation and amortization expense of \$58,643 increased \$3,446 from the prior year but as a percentage of revenues decreased to 3.5% from 3.6%. The increase was attributable to the timing of capital expenditures placed in service.

Gain on Sale of Assets--Gain on the sale of assets of \$7,169 decreased \$1,417 from the \$8,586 recognized in 2022. The decrease was the result of the sale of more vehicles and equipment at a lower average gain per unit in 2023 as compared with our average gain in 2022.

Interest Expense--Interest expense of \$13,745 increased \$7,616 from the \$6,129 incurred in 2022. The increase was attributable to higher average debt levels and borrowing rates necessary to fund operations, capital expenditures and purchases of treasury shares.

Interest Income--Interest income of \$1,894 increased \$939 from the \$955 of interest income in 2022. The increase was attributable to increases in interest rates and increases in our investments in marketable securities in our captive insurance subsidiary.

Other, Net--Other expense, net of \$5,120 decreased \$4,743 from the \$9,863 experienced in 2022. Other, expense net, consisted of nonoperating income and expense, including pension expense and foreign currency gains/losses on the intercompany account balances of our Canadian operations.

Income Taxes--Income taxes for 2023 were \$25,096, an effective tax rate of 25.8%, compared with income taxes for 2022 of \$23,909, or an effective tax rate of 28.2%. The decrease of 2.4% in the effective tax rate as compared to 2022 related to non-deductible expenses and state income taxes.

Net Income--Net income of \$72,140 was \$10,850 more than the \$61,290 earned in 2022.

Fiscal 2022 Compared to Fiscal 2021

A detailed discussion of the prior year 2022 to 2021 year-over-year changes has been omitted from this Form 10-K and can be found in Part II, Item 7. Management's Discussion and Analysis, in the [2022 Annual Report on Form 10-K filed with the SEC on March 16, 2023](#); which specific discussion is incorporated herein by reference.

Goodwill—Impairment Tests

Annually, we perform the impairment tests for goodwill during the fourth quarter. Impairment of goodwill is tested at the reporting-unit level, which for us are also our business segments. Impairment of goodwill is tested by comparing the reporting unit's carrying value, including goodwill, to the fair value of the reporting unit. The fair values of the reporting units are estimated using discounted projected cash flows. If the carrying value of the reporting unit exceeds its fair value, goodwill is considered impaired and an impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the carrying value of the goodwill allocated to that reporting unit. We conducted our annual impairment tests and determined that no impairment loss was required to be recognized in 2023 or for any prior periods. There were no events or circumstances from the date of our assessment through December 31, 2023 that would impact this conclusion.

The fair values of the reporting units were estimated using discounted projected cash flows for the goodwill impairment analysis that required assumptions related to revenues, operating margins, growth rates, discount rates, and working capital requirements. In determining those assumptions, we consider data for each reporting unit, including its annual budget for the upcoming year, its longer-term

performance expectations, anticipated future cash flows and market data. Assumptions were also made for perpetual growth rates for periods beyond the forecast period. The assumptions used to calculate the fair value of a reporting unit may change from year to year based on operating results, market conditions and other factors. Changes in these assumptions could materially affect the determination of the fair value for each reporting unit.

If the fair values of the reporting units were less than the carrying values of the reporting units (including recorded goodwill), determined through the discounted projected cash flow methodology, goodwill impairment may be present. In such an instance, an impairment charge would be recognized for the amount by which the reporting unit's carrying amount of goodwill exceeded the reporting unit's fair value of goodwill, not to exceed the carrying value of the goodwill allocated to that reporting unit.

The carrying value of the recorded goodwill for all reporting units totaled approximately \$84,800 at December 31, 2023. Based upon the goodwill impairment analysis conducted in the fourth quarter 2023, the determined fair value of the reporting units exceeded their carrying value by more than a significant amount.

LIQUIDITY AND CAPITAL RESOURCES

Our principal financial requirements are for capital spending, working capital and business acquisitions. Cash generated from operations, our revolving credit facility and note issuances are our primary sources of capital.

Cash Flow Summary

Our cash flows from operating, investing and financing activities, as reflected in the Consolidated Statements of Cash Flow for the years ended December 31, 2023 and December 31, 2022, are summarized as follows:

	<u>2023</u>	<u>2022</u>
Cash provided by (used in):		
Operating activities	\$ 71,450	\$ 77,898
Investing activities	(99,875)	(131,516)
Financing activities	20,918	52,827
Effect of exchange rate changes on cash	51	(143)
Decrease in cash	<u>\$ (7,456)</u>	<u>\$ (934)</u>

Net Cash Provided by Operating Activities--Operating activities in 2023 provided cash of \$71,450 as compared to \$77,898 provided in 2022. The \$6,448 net decrease was primarily attributable to a \$4,372 increase in the change in accounts receivables, a decrease of \$7,901 in the change in self-insurance accruals, a \$17,664 change in mitigation bank credit inventory and a \$4,426 increase in the change in other assets and liabilities, which was partially offset by a \$2,908 difference in the change in accounts payable and accrued expenses.

Overall, accounts receivable increased \$38,086 in 2023 as compared to the increase of \$33,714 experienced in 2022. The increase in 2023 was attributable to the timing of payments from Utility segment customers. With respect to the change in accounts receivable arising from business levels, the "days-sales-outstanding" in accounts receivable ("DSO") at the end of 2023 decreased by one day to 80 days, as compared to 2022. The DSO at December 31, 2022 was 81 days. We use DSO to monitor trends in customer payment patterns and collection efforts.

Accounts payable and accrued expenses increased \$7,720 in 2023, a \$2,908 change from the increase of \$4,812 experienced in 2022. The change was primarily attributable to increases in the changes of payroll taxes payable, income taxes payables, and employee compensation

accruals. Income taxes payable was impacted by the timing of estimated payments. Employee compensation accruals increased in 2023 compared to a decrease in 2022.

Self-insurance accruals increased \$284 in 2023, a change of \$7,901 compared to the increase of \$8,185 experienced in 2022. The increase occurred within our workers compensation and vehicle liability classifications and resulted primarily from an overall increase in deductible amounts under commercial insurance or the self-insured risk retention.

Mitigation bank credit inventories increased by \$22,034 and affected operating cash flows by \$17,664. A total of \$10,721 was included in purchases of businesses in investing activities related to our purchase of a business in 2022. The increase resulted from an expansion of our business related to mitigation bank credit production in 2023.

Other assets and liabilities, net increased \$8,383 in 2023, a \$4,426 change compare to the increase of \$12,809 experienced in 2022. The increase was primarily attributable to an increase prepaid expenses and decreases in pension and other liabilities, which was partially offset by decreases in operating supplies and deposits and other assets.

Net Cash Used in Investing Activities--Investing activities used \$99,875 in cash, \$31,641 less than the \$131,516 used in 2022. The decrease was primarily attributable to an increase in proceeds from the sale of marketable securities for our captive insurance subsidiary.

Net Cash Provided by Financing Activities--Financing activities provided \$20,918 in cash in 2023, \$31,909 less than the \$52,827 of cash provided in 2022. Our net payments on our revolving credit facility was \$8,817 in 2023 as compared with the \$103,601 net borrowed during 2022. The decrease in the revolving credit facility primarily relates to the issuance of \$75,000 of senior notes during the fourth quarter of 2023, the proceeds of which were used to pay down the revolving credit facility. Proceeds from notes payable totaled \$164,107 and payments of notes payable totaled \$93,327 during 2023. Purchases of common shares for treasury of \$78,076 were partially offset by net cash received of \$44,854 from the sale of common shares and cash received from our common share subscription offering. Dividends paid during 2023 totaled \$3,850.

The Company currently repurchases common shares at the shareholders' request in accordance with the terms of the Davey 401KSOP and ESOP Plan and also repurchases common shares from time to time at the Company's discretion. The amount of common shares offered to the Company for repurchase by the holders of shares distributed from the Davey 401KSOP and ESOP Plan is not within the control of the Company, but is at the discretion of the shareholders. The Company expects to continue to repurchase its common shares, as offered by its shareholders from time to time, at their then current fair value. However, other than for repurchases pursuant to the put option under the Davey 401KSOP and ESOP Plan, as described in Note N, such purchases are not required, and the Company retains the right to discontinue them at any time. Repurchases of redeemable common shares from the Davey 401KSOP and ESOP at the shareholders' request approximated \$26,122 and \$16,817 in 2023 and 2022, respectively. Purchases of common shares, other than redeemable common shares, approximated \$51,954 and \$58,877 in 2023 and 2022, respectively.

Revolving Credit Facility--In August 2021, the Company amended and restated its revolving credit facility with its existing bank group. The amended and restated credit agreement, which expires in August 2026, permits borrowings, as defined, of up to \$325,000, including a letter of credit sublimit of \$150,000 and a swing-line commitment of \$30,000. Under certain circumstances, the amount available under the revolving credit facility may be increased to \$425,000. The revolving credit facility contains certain affirmative and negative covenants customary for this type of facility and includes financial covenant ratios with respect to a maximum leverage ratio (not to exceed 3.00 to 1.00 with exceptions in case of material acquisitions) and a minimum interest coverage ratio (not less than 3.00 to 1.00), in each case subject to certain further restrictions as described in the credit agreement.

As of December 31, 2023, we had unused commitments under the revolving credit facility approximating \$180,760 and \$144,240 committed, which consisted of \$141,616 borrowings and issued letters of credit of \$2,624.

In January 2023, we amended our amended and restated credit agreement to update the benchmark interest rate provisions to replace LIBOR with SOFR. As of December 31, 2023, borrowings outstanding bore interest, at the Company's option, of either (a) the base rate or (b) SOFR plus a margin adjustment ranging from .875% to 1.50%--with the margin adjustments based on the Company's leverage ratio at the time of borrowing. As of December 31, 2023, the base rate was the greater of (i) the agent bank's prime rate, (ii) Adjusted Term SOFR plus 1.50%, or (iii) the federal funds rate plus .50%. A commitment fee ranging from .10% to .225% is also required based on the average daily unborrowed commitment.

3.99% Senior Unsecured Notes--On September 21, 2018, we issued 3.99% Senior Notes, Series A (the "3.99% Senior Notes"), in the aggregate principal amount of \$50,000. The 3.99% Senior Notes are due September 21, 2028.

The 3.99% Senior Notes were issued pursuant to a Note Purchase and Private Shelf Agreement (the "Note Purchase and Shelf Agreement") between the Company, PGIM, Inc. and the purchasers of the 3.99% Senior Notes, which was amended in September 2021. Among other things, the amendment increased the total facility limit to \$150,000 and extended the issuance period for subsequent series of promissory notes to be issued and sold pursuant to the Note Purchase and Shelf Agreement to September 2024. The amendment also amended certain provisions and covenants to generally conform them to the corresponding provisions and covenants in the amended and restated revolving credit agreement. In addition, the amendment and restatement of the revolving credit agreement in August 2021 provided that the Company is permitted to incur indebtedness arising under the Note Purchase and Shelf Agreement in an aggregate principal amount not to exceed \$150,000. As the Company has issued notes in an aggregate amount of 150,000 under the Note Purchase and Shelf Agreement, it no longer has capacity to issue subsequent series of promissory notes pursuant to the Note Purchase and Shelf Agreement (the "Shelf Notes").

The 3.99% Senior Notes are equal in right of payment with our revolving credit facility and all other senior unsecured obligations of the Company. Interest is payable semiannually and five equal, annual principal payments of \$10,000 commence on September 21, 2024 (the sixth anniversary of issuance). The Note Purchase and Shelf Agreement contains customary events of default and covenants related to limitations on indebtedness and transactions with affiliates and the maintenance of certain financial ratios. The Company may prepay at any time all, or from time to time any part of, the outstanding principal amount of the 3.99% Senior Notes, subject to the payment of a make-whole amount.

4.00% Senior Unsecured Notes--On February 5, 2019, we issued 4.00% Senior Notes, Series B (the "4.00% Senior Notes") pursuant to the Note Purchase and Shelf Agreement in the aggregate principal amount of \$25,000. The 4.00% Senior Notes are due September 21, 2028. The 4.00% Senior Notes are equal in right of payment with our revolving credit facility and all other senior unsecured obligations of the Company. Interest is payable semiannually and five equal, annual principal payments commence on September 21, 2024.

6.19% Senior Unsecured Notes--On November 28, 2023, we issued 6.19% Senior Notes, Series C (the "6.19% Senior Notes") pursuant to the Note Purchase and Shelf Agreement in the aggregate principal amount of \$75,000. The 6.19% Senior Notes are due November 28, 2028. The 6.19% Senior Notes are equal in right of payment with our revolving credit facility and all other senior unsecured obligations of the Company. Interest is payable quarterly and three annual principal payments commence on November 28, 2026.

The net proceeds of all senior notes were used to pay down borrowings under our revolving credit facility.

Term loans--Periodically, the Company will enter into term loans for the procurement of insurance or to finance acquisitions.

Term Loans, Weighted-Average Interest Rate--The weighted-average interest rate on the term loans approximated 5.19% at December 31, 2023 and 3.14% at December 31, 2022.

Aggregate Maturities of Long-Term Debt--Aggregate maturities of long-term debt for the five years subsequent to December 31, 2023 were as follows: 2024--\$40,429; 2025--\$19,846; 2026--\$173,783; 2027--\$45,000; and 2028--\$45,000.

Accounts Receivable Securitization Facility--In June 2023, the Company amended its Accounts Receivable Securitization Facility (the "AR Securitization program") to extend the scheduled termination date for an additional one year period, to July 21, 2024. In addition to extending the termination date, the amendment allows the borrower, a wholly-owned subsidiary of the Company, under certain circumstances, to increase the limit of its AR Securitization facility to \$150,000.

The AR Securitization program has a limit of \$90,000, of which \$89,689 were issued for letters of credit ("LCs") as of December 31, 2023 and December 31, 2022.

Under the AR Securitization program, Davey Tree transfers by selling or contributing current and future trade receivables to a wholly-owned, bankruptcy-remote financing subsidiary which pledges a perfected first priority security interest in the trade receivables--equal to the issued LCs as of December 31, 2023--to the bank in exchange for the bank issuing LCs.

Fees payable to the bank include: (a) an LC issuance fee, payable on each settlement date, in the amount of .90% per annum on the aggregate amount of all LCs outstanding plus outstanding reimbursement obligations (e.g., arising from drawn LCs), if any, and (b) an unused LC fee, payable monthly, equal to (i) .35% per annum for each day on which the sum of the total LCs outstanding plus any outstanding reimbursement obligations is greater than or equal to 50% of the facility limit and (ii) .45% per annum for each day on which the sum of the total LCs outstanding plus any outstanding reimbursement obligations is less than 50% of the facility limit. If an LC is drawn and the bank is not immediately reimbursed in full for the drawn amount, any outstanding reimbursement obligation will accrue interest at a per annum rate equal to the term SOFR, plus .10% or, in certain circumstances, a base rate equal to the greatest of (i) the bank's prime rate and (ii) the federal funds rate plus .50% and (iii) 1.00% above the Daily one month SOFR plus .10% and, following any default, 2.00% plus the greater of (a) the term SOFR plus .10% and (b) a base rate equal to the greatest of (i), (ii) and (iii) above.

The agreements underlying the AR Securitization program contain various customary representations and warranties, covenants, and default provisions which provide for the termination and acceleration of the commitments under the AR Securitization program in circumstances including, but not limited to, failure to make payments when due, breach of a representation, warranty or covenant, certain insolvency events or failure to maintain the security interest in the trade receivables, and defaults under other material indebtedness.

As of December 31, 2023, we were in compliance with all debt covenants.

Contractual Obligations Summary

The following is a summary of our long-term contractual obligations, at December 31, 2023, to make future payments for the periods indicated:

Description	Total	Contractual Obligations Due -- Year Ending December 31,					
		2024	2025	2026	2027	2028	Thereafter
Revolving credit facility	\$ 141,616	\$ —	\$ —	\$ 141,616	\$ —	\$ —	\$ —
Senior unsecured notes	178,484	22,638	22,038	36,440	49,912	47,456	—
Term loans	33,604	26,087	5,238	2,279	—	—	—
Financing lease obligations	20,245	5,566	4,942	4,071	2,449	1,647	1,570
Operating lease obligations	118,210	42,926	33,876	21,579	12,050	4,895	2,884
Self-insurance accruals	134,432	50,328	30,155	20,113	12,099	6,587	15,150
Purchase obligations	24,716	24,716	—	—	—	—	—
Litigation accrual	200,000	200,000	—	—	—	—	—
Other liabilities	11,726	1,399	1,761	1,615	1,253	1,115	4,583
	<u>\$ 863,033</u>	<u>\$ 373,660</u>	<u>\$ 98,010</u>	<u>\$ 227,713</u>	<u>\$ 77,763</u>	<u>\$ 61,700</u>	<u>\$ 24,187</u>

The self-insurance accruals in the summary above reflect the total of the undiscounted amount accrued, for which amounts estimated to be due each year may differ from actual payments required to fund claims. Purchase obligations in the summary above represent open purchase-order amounts that we anticipate will become payable within the next year for goods and services we have negotiated for delivery as of December 31, 2023. Litigation accrual includes the amount accrued for losses related to California wild fire claims that we believe will be paid in 2024. A corresponding insurance receivable has also been recorded. See Item 3. Legal Proceedings for more information. Other liabilities include estimates of future expected funding requirements related to retirement plans and other sundry items. Because their future cash outflows are uncertain, accrued income tax liabilities for uncertain tax positions, as of December 31, 2023, have not been included in the summary above. Noncurrent deferred taxes are also not included in the summary.

As of December 31, 2023, total commitments related to issued letters of credit were \$94,702, of which \$2,624 were issued under the revolving credit facility, \$89,689 were issued under the AR Securitization program, and \$2,389 were issued under short-term lines of credit. As of December 31, 2022, total commitments related to issued letters of credit were \$94,435, of which \$2,624 were issued under the revolving credit facility, \$89,689 were issued under the AR Securitization program, and \$2,122 were issued under short-term lines of credit.

Also, as is common with our industry, we have performance obligations that are supported by surety bonds, which expire during 2024 through 2027. We intend to renew the performance bonds where appropriate and as necessary.

There are no "off-balance sheet arrangements" as that term is defined in Regulation S-K, Item 303(a)(4)(ii) under the Securities Exchange Act of 1934, as amended.

Capital Resources

Cash generated from operations, our revolving credit facility and note issuances are our primary sources of capital.

Cash of \$11,070 as of December 31, 2023 included \$8,863 in the U.S. and \$2,207 in Canada, all of which is subject to U.S. federal income taxes and Canadian taxes if repatriated to the U.S. Currently, we do not expect to repatriate any portion of our 2023 Canadian earnings to satisfy our 2024 U.S. based cash flow needs.

Business seasonality results in higher revenues during the second and third quarters as compared with the first and fourth quarters of the year, while our methods of accounting for fixed costs, such as depreciation and interest expense, are not significantly impacted by business seasonality. Capital resources during these periods are equally affected. We satisfy seasonal working capital needs and other financing requirements with the revolving credit facility and several other short-term lines of credit. We are continually reviewing our existing sources of financing and evaluating alternatives. At December 31, 2023, we had working capital of \$230,408, unused short-term lines of credit approximating \$8,201, and \$180,760 available under our revolving credit facility.

Our sources of capital presently allow us the financial flexibility to meet our capital spending plan and to complete business acquisitions for at least the next twelve months and for the foreseeable future.

RECENT ACCOUNTING GUIDANCE

See [Note C](#) - Recent Accounting Guidance for a discussion of our recent accounting guidance.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented.

On an ongoing basis, we evaluate our estimates and assumptions, including those related to accounts receivable, specifically those receivables under contractual arrangements primarily arising from Utility customers; allowance for credit losses; and self-insurance accruals. We base our estimates on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

We believe the following are our "critical accounting policies and estimates"--those most important to the financial presentations and those that require the most difficult, subjective or complex judgments.

Revenue Recognition--We recognize revenue in accordance with Accounting Standards Codification Topic 606, Revenue from Contracts with Customers. Performance obligations are satisfied as our services are provided to customers. See Note S for a detailed description of our revenue recognition policy.

Allowance for Credit Losses--In determining the allowance for credit losses, we evaluate the collectability of our accounts receivable based on a combination of factors. In circumstances where we are aware of a specific customer's inability to meet its financial obligations to us (e.g., bankruptcy filings), we evaluate each specific situation to determine the collectability given the facts and circumstances and if necessary, record a specific allowance for credit losses against amounts due to reduce the net recognized receivable to the amount we reasonably believe will be collected. For all other customers, we recognize allowances for credit losses based on the length of time the receivables are past due. If circumstances change (e.g., unexpected material adverse changes in a major customer's ability to meet its financial obligation to us or higher than expected customer defaults), our estimates of the recoverability of amounts could differ from the actual amounts recovered.

Self-Insurance Accruals--We are generally self-insured for losses and liabilities related primarily to workers' compensation, vehicle liability and general liability claims. We use commercial insurance as a risk-reduction strategy to minimize catastrophic losses. Self-insurance accruals consist of the projected settlement value of reported and unreported claims. Ultimate losses are accrued based upon

estimates of the aggregate liability for claims incurred using certain actuarial assumptions followed in the insurance industry and based on Company-specific experience.

Our self-insurance accruals include claims for which the ultimate losses will develop over a period of years. Estimating ultimate losses of reported and unreported claims is subject to a high degree of variability as it involves complex estimates that are generally derived using a variety of actuarial estimation techniques and numerous assumptions and expectations about future events, many of which are highly uncertain. Accordingly, our estimates of ultimate losses can change as claims mature. Our accruals also are affected by changes in the number of new claims incurred and claim severity. The methods for estimating the ultimate losses and the total cost of claims were determined by third-party consulting actuaries; the resulting accruals are reviewed by management, and any adjustments arising from changes in estimates are reflected in income.

Our self-insurance accruals are based on estimates and, while we believe that the amounts accrued are adequate and not excessive, the ultimate claims may be in excess of or less than the amounts provided. Changes in claims incurred, claim severity, or other estimates and judgments used by management could have a material impact on the amount and timing of expense for any period.

Stock Valuation--On March 15, 1979, we consummated a plan, which transferred control of the Company to our employees. The Employee Stock Ownership Plan ("ESOP"), in conjunction with the related Employee Stock Ownership Trust ("ESOT"), provided for the grant to certain employees of certain ownership rights in, but not possession of, the common shares held by the trustee of the ESOT. Annual allocations of shares have been made to individual accounts established for the benefit of the participants. Since our common stock is not currently traded on an established securities market, if the owners of distributed shares desire to sell their shares, the Company is required to purchase the shares at fair value for two 60-day periods after distribution of the shares from the Davey 401KSOP and ESOP.

Because there is no trading of the Company's common stock on an established securities market, the market price of the Company's common stock is determined by the Company. As part of the process to determine the market price, an independent valuation is obtained, which is approved by the Company's Board of Directors. The process includes comparing the Company's financial results to those of comparable companies that are publicly traded ("comparable publicly traded companies"). The purpose of the process is to determine a value for the Company's common stock that is comparable to the stock value of comparable publicly traded companies by considering both the results of the stock market and the relative financial results of comparable publicly traded companies. The valuation of the shares utilizes two valuation approaches, the Market Approach and the Income Approach, to derive a basis of value. Key assumptions used in the stock valuation include growth rate, discount rate, rate of capital expenditures, net worth, earnings and appropriate valuation multiples.

If circumstances change (e.g., change in the macro economic factors, key assumptions included within valuation), our estimates of the share price could differ from time to time.

MARKET RISK INFORMATION

In the normal course of business, we are exposed to market risk related to changes in interest rates, changes in foreign currency exchange rates and changes in the price of fuel. We do not hold or issue derivative financial instruments for trading or speculative purposes. We use derivative financial instruments to manage risk, in part, associated with changes in interest rates and changes in fuel prices.

Interest Rate Risk

We are exposed to market risk related to changes in interest rates on long-term debt obligations. We regularly monitor and measure our interest rate risk and, to the extent that we believe we are exposed, from time-to-time we have entered into interest rate swap contracts--derivative financial instruments--with the objective of altering interest rate exposures related to a portion of our variable debt.

The following table provides information, as of December 31, 2023, about our debt obligations, including principal cash flows, weighted-average interest rates by expected maturity dates and fair values. Weighted-average interest rates used for variable-rate obligations are based on rates as derived from published spot rates, in effect as of December 31, 2023.

	Expected Maturity Date					Thereafter	Total	Fair Value December 31, 2023
	2024	2025	2026	2027	2028			
Liabilities								
Long-term debt:								
Fixed rate	\$ 40,430	\$ 19,846	\$ 32,166	\$ 45,000	\$ 45,000	\$ —	\$ 182,442	\$ 178,641
Average interest rate	5.5 %	4.1 %	5.1 %	5.5 %	5.5 %	— %		
Variable rate	\$ —	\$ —	\$141,616	\$ —	\$ —	\$ —	\$ 141,616	\$ 141,616
Average interest rate	— %	— %	6.6 %	— %	— %	— %		

The interest rate on the variable-rate debt, as of December 31, 2023, ranged from 6.5% to 6.6%.

Foreign Currency Exchange Rate Risk

We are exposed to market risk related to foreign currency exchange rate risk resulting from our operations in Canada, where we provide a comprehensive range of horticultural services. Our financial results could be affected by factors such as changes in the foreign currency exchange rate or differing economic conditions in the Canadian markets as compared with the markets for our services in the United States. Our earnings are affected by translation exposures from currency fluctuations in the value of the U.S. dollar as compared to the Canadian dollar. Similarly, the Canadian dollar-denominated assets and liabilities may result in financial exposure as to the timing of transactions and the net asset / liability position of our Canadian operations.

For the year ended December 31, 2023, the result of a hypothetical 10% uniform change in the value of the U.S. dollar as compared with the Canadian dollar would not have a material effect on our results of operations or our financial position. Our sensitivity analysis of the effect of changes in foreign currency exchange rates does not factor in a potential change in sales levels or local currency prices. Presently, we do not engage in hedging activities related to our foreign currency exchange rate risk.

Commodity Price Risk

We are subject to market risk from fluctuating prices of fuel--both diesel and gasoline. In prior years we have used fuel derivatives as "economic hedges" related to fuel consumed by Davey Tree service vehicles. Presently, we are not engaged in any hedging or derivative activities.

Impact of Inflation

We have been impacted by the broad and rapid inflation and rising interest rates affecting the U.S. economy. These inflationary pressures have increased our costs for labor, fuel, material costs and interest expense on our outstanding borrowings under our revolving credit facility. We have also experienced some delays in our supply chains. The inflationary pressures, to the extent we have been unable to offset these costs through increases in our prices or other measure, have had a negative impact to our operating results.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk.*

The information set forth in "Market Risk Information" under Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" is incorporated herein by reference.

Item 8. *Financial Statements and Supplementary Data.*

Our consolidated financial statements are attached hereto and listed on page F-1 of this annual report.

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 9A. *Controls and Procedures.*

Management's Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Form 10-K, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 as amended (the "Exchange Act")). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the period covered by this Form 10-K in ensuring that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control framework and processes were designed to provide reasonable assurance to management and the Board of Directors that our financial reporting is reliable and that our consolidated financial statements for external purposes have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

Our management recognizes its responsibility for fostering a strong ethical climate so that our affairs are conducted according to the highest standards of personal and corporate conduct.

Our internal control over financial reporting includes policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our business transactions; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and (iii) provide reasonable assurance that the unauthorized acquisition, use, or disposition of our assets will be prevented or detected in a timely manner. We maintain a dynamic system of internal controls and processes--including internal control over financial reporting--designed to ensure reliable financial recordkeeping, transparent financial reporting and protection of physical and intellectual property.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation as of December 31, 2023, as to the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2023.

/s/ Patrick M. Covey

/s/ Joseph R. Paul

/s/ Thea R. Sears

Patrick M. Covey

Joseph R. Paul

Thea R. Sears

Chairman, President and Chief Executive Officer

Executive Vice President, Chief Financial Officer and Assistant Secretary

Vice President and Controller

Kent, Ohio

March 11, 2024

This Form 10-K does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the fourth quarter of 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The Company is in the midst of a multi-year transformation project to achieve better analytics, customer service and process efficiencies through the implementation of SAP S/4 Hana, a cloud-based Enterprise Resource Planning system. The initial phase to implement the human resource and payroll process was deployed during the fourth quarter of 2021 and the first three subsidiary companies were implemented to SAP S/4 Hana in the third quarter of 2023. Additional phases will continue over the next several years. Emphasis has been on the maintenance of effective internal controls and assessment of the design and operating effectiveness of key control activities throughout the development and deployment of each phase. There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) through the fourth quarter of fiscal 2023 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information.

Rule 10b5-1 Trading Plans

The Company's securities are not traded on a public market. During the quarter ended December 31, 2023, none of the Company's directors or executive officers adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of the Company's securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement" (as defined in Item 408(c) of Regulation S-K).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not Applicable.

PART III

Item 10. *Directors, Executive Officers and Corporate Governance.*

Information about our executive officers is included in the section "Information about our Executive Officers," pursuant to Instruction G of Form 10-K as an unnumbered item to Part I of this report.

Information about our directors will be included in the sections "Proposal One-Election of Directors" and "Corporate Governance-Board Independence" of our 2024 Proxy Statement, which is incorporated into this report by reference.

Information about our audit committee and our audit committee financial expert will be included in the sections "Corporate Governance-Committees of the Board of Directors-Audit committee" and "Corporate Governance-Committees of the Board of Directors" of our 2024 Proxy Statement, which are incorporated into this report by reference.

Information required by Item 405 of Regulation S-K will be included in the section "Ownership of Common Shares-Delinquent Section 16(a) Reports" of our 2024 Proxy Statement, which is incorporated into this report by reference. See also the section titled "Corporate Governance-Shareholder Nominations for Director," which is incorporated into this report by reference.

We have adopted a Code of Ethics for Financial Matters that applies to our principal executive officer, principal financial officer and principal accounting officer, or persons performing similar functions. That Code is available on our website or upon request, as described in this report in Item 1. "Business - Access to Company Information." We intend to disclose, on our website at www.davey.com, any amendments to, or waiver of, any provision of that Code that would otherwise be required to be disclosed under the rules of the SEC.

Item 11. *Executive Compensation.*

Information about executive and director compensation will be included in the sections "Compensation Discussion and Analysis," "Report of the Compensation Committee," "Compensation Risk Analysis," "Compensation of Named Executive Officers," "2023 Director Compensation", and "Corporate Governance-Compensation Committee Interlocks and Insider Participation" of our 2024 Proxy Statement, which are incorporated into this report by reference.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.*

Information about ownership of our common shares by certain persons will be included in the section "Ownership of Common Shares" of our 2024 Proxy Statement, which is incorporated into this report by reference. Information about our securities authorized for issuance under equity compensation plans will be included in the section "Compensation of Named Executive Officers-Equity Compensation Plan Information" of our 2024 Proxy Statement, which is incorporated into this report by reference.

Item 13. *Certain Relationships and Related Transactions, and Director Independence.*

Information about certain transactions between us and our affiliates and certain other persons and the independence of directors will be included in the sections "Corporate Governance-Board Independence" and "Corporate Governance-Transactions with Related Persons" of our 2024 Proxy Statement, which are incorporated into this report by reference.

Item 14. *Principal Accountant Fees and Services.*

Information about our principal accountant's fees and services is in the section "Proposal 2 - Ratification of the Appointment of the Independent Registered Public Accounting Firm-Fees and Other Matters" of our 2024 Proxy Statement, which is incorporated into this report by reference.

PART IV

Item 15. *Exhibits and Financial Statement Schedules.*

(a) (1) and (a) (2) Financial Statements and Schedules.

The response to this portion of Item 15 is set forth on page F-1 of this report.

(b) Exhibits.

The exhibits to this Form 10-K are submitted as a separate section of this report. See Exhibit Index.

Item 16. *Form 10-K Summary.*

None.

EXHIBIT INDEX

Exhibit No.	Description
3.1	2017 Amended Articles of Incorporation of the Davey Tree Expert Company (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2017).
3.2	Certificate of Amendment to the 2017 Amended Articles of Incorporation, dated as of September 20, 2021 (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2021).
3.3	2017 Amended and Restated Regulations of the Davey Tree Expert Company (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2017).
4.1	Description of The Davey Tree Expert Company's Registered Securities (Incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021).
10.1	Fourth Amended and Restated Credit Agreement, dated as of August 18, 2021, by and among The Davey Tree Expert Company, as borrower, various lending institutions party thereto, as banks, KeyBank National Association, as lead arranger, syndication agent and administrative agent, and PNC Bank, National Association and Wells Fargo Bank, N.A., as co-documentation agents (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2021).
10.2	First Amendment to Fourth Amended and Restated Credit Agreement, dated as of January 13, 2023, by and among The Davey Tree Expert Company, as borrower, various lending institutions party thereto, as banks, KeyBank National Association, as lead arranger, syndication agent and administrative agent, and PNC Bank, National Association and Wells Fargo Bank, N.A., as co-documentation agents (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 20, 2023).
10.3 *	2004 Omnibus Stock Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 3, 2004).
10.4 *	401KSOP Match Restoration Plan (Incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 3, 2004).
10.5 *	First Amendment to The Davey Tree Expert Company 401KSOP Match Restoration Plan, dated December 7, 2007 (Incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2018).
10.6 *	Second Amendment to The Davey Tree Expert Company 401KSOP Match Restoration Plan, effective January 1, 2017 (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 9, 2017).

EXHIBIT INDEX

Exhibit No.	Description	
10.7 *	Supplemental Executive Retirement Plan (Incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 3, 2004).	
10.8 *	Retirement Benefit Restoration Plan (Incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 3, 2004).	
10.9 *	The Davey Tree Expert Company Board of Directors Revised Deferred Compensation Plan (January 1, 2024 Restatement).	Filed Herewith
10.10 *	2014 Omnibus Stock Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2014).	
10.11 *	Management Incentive Compensation Plan, as last amended as of December 7, 2023	Filed Herewith
10.12 **	Receivables Financing Agreement, dated May 9, 2016, as amended through Amendment No. 10, dated June 30, 2022, by and among The Davey Tree Expert Company, Davey Receivables LLC and PNC Bank, National Association (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 7, 2022).	
10.13 **	Receivables Financing Agreement Amendment No. 11, dated June 29, 2023, among The Davey Tree Expert Company, Davey Receivables LLC and PNC Bank, National Association (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 13, 2023).	
10.14 **	Receivables Purchase Agreement, dated May 9, 2016, among The Davey Tree Expert Company, Davey Tree Surgery Company, and Davey Receivables LLC (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 11, 2016).	
10.15	Joinder Agreement, dated May 7, 2018, by and among Davey Receivables LLC, and PNC Bank, National Association, to the Receivables Purchase Agreement, dated May 9, 2016 (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 8, 2018).	
10.16	Note Purchase and Private Shelf Agreement, dated September 21, 2018, by and among PGIM, Inc., each of the Purchasers thereto, and The Davey Tree Expert Company (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 27, 2018).	

EXHIBIT INDEX

Exhibit No.	Description	
10.17	Amendment No. 1 to Note Purchase and Private Shelf Agreement, dated September 20, 2021, by and among PGIM, Inc., each of the Purchasers thereto, and The Davey Tree Expert Company (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2021).	
10.18 *	Form of 2014 Omnibus Stock Plan Non-Qualified Stock Option Agreement (Incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2018).	
10.19 *	Form of 2014 Omnibus Stock Plan Performance Restricted Stock Unit Agreement (Incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2018).	
10.20 *	The Davey 401KSOP and ESOP (January 1, 2022 Restatement) (Incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 2, 2022).	
10.21 *	Employment agreement by and among The Davey Tree Expert Company and Erika J. Schoenberger dated July 27, 2018 (Incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 2, 2022).	
21	Subsidiaries of the Registrant.	Filed Herewith
23.1	Consent of Independent Registered Public Accounting Firm (Deloitte & Touche LLP).	Filed Herewith
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed Herewith
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed Herewith
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.	Furnished Herewith
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.	Furnished Herewith
99.1	Policy of Implementation of Certain Company Rights Under Article Sixth of the Amended Articles of Incorporation (Incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 11, 2017).	

EXHIBIT INDEX

Exhibit No.	Description	
101	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2023, formatted in iXBRL (inline eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Shareholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements. The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.	Filed Herewith
104	Cover Page Interactive Data File (embedded within the inline XBRL document)	Filed Herewith

* Management contracts or compensatory plans or arrangements.

** Certain of the schedules to this exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Company agrees to furnish a copy of all omitted exhibits and schedules to the Securities and Exchange Commission upon its request.

The Registrant is a party to certain instruments, copies of which will be furnished to the Securities and Exchange Commission upon request, defining the rights of holders of long-term debt under which, in each case, the total amount of securities authorized does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on March 11, 2024.

THE DAVEY TREE EXPERT COMPANY

/s/ Patrick M. Covey

Patrick M. Covey

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 11, 2024.

/s/ Donald C. Brown

Donald C. Brown

Director

/s/ Catherine M. Kilbane

Catherine M. Kilbane

Director

/s/ Patrick M. Covey

Patrick M. Covey

*Director, Chairman, President and Chief Executive Officer
(Principal Executive Officer)*

/s/ Charles D. Stapleton

Charles D. Stapleton

Director

/s/ Alejandra Evans

Alejandra Evans

Director

/s/ Karl J. Warnke

Karl J. Warnke

Director

/s/ Matthew C. Harris

Matthew C. Harris

Director

/s/ Joseph R. Paul

Joseph R. Paul

*Executive Vice President, Chief Financial Officer
and Assistant Secretary
(Principal Financial Officer)*

/s/ Thomas A. Haught

Thomas A. Haught

Director

/s/ Thea R. Sears

Thea R. Sears

*Vice President and Controller
(Principal Accounting Officer)*

ANNUAL REPORT ON FORM 10-K

ITEM 8, ITEM 15(a)(1) and (2)

LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

FINANCIAL STATEMENTS SCHEDULES

YEAR ENDED DECEMBER 31, 2023

THE DAVEY TREE EXPERT COMPANY

KENT, OHIO

LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

FORM 10-K - ITEM 15(a)(1) AND (2)

THE DAVEY TREE EXPERT COMPANY

The following consolidated financial statements of The Davey Tree Expert Company are included in Item 8:

Audited Consolidated Financial Statements:

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Report of Independent Registered Public Accounting Firm (PCAOB ID No. 34)	F-2
Consolidated Balance Sheets -- December 31, 2023 and 2022	F-4
Consolidated Statements of Operations -- Years ended December 31, 2023, 2022 and 2021	F-5
Consolidated Statements of Comprehensive Income -- Years ended December 31, 2023, 2022, and 2021	F-6
Consolidated Statements of Shareholders' Equity -- Years ended December 31, 2023, 2022 and 2021	F-7
Consolidated Statements of Cash Flows -- Years ended December 31, 2023, 2022 and 2021	F-8
Notes to Consolidated Financial Statements -- December 31, 2023	
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I – Short and Long-Term Debt and Commitments Related to Letters of Credit	F-19
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M – Accumulated Other Comprehensive Income (Loss)	F-26
N – The Davey 401KSOP and Employee Stock Ownership Plan	F-27
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S – Revenue Recognition	F-37
T – Fair Value Measurements and Financial Instruments	F-40
U – Commitments and Contingencies	F-43

Financial Statement Schedules:

None.

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of The Davey Tree Expert Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of The Davey Tree Expert Company (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows, for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

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

Self-Insurance Accruals — Refer to Notes B and J to the financial statements

Critical Audit Matter Description

The Company is generally self-insured for losses and liabilities related primarily to workers' compensation, vehicle liability, and general liability claims. The Company uses commercial insurance as a risk-reduction strategy to minimize catastrophic losses. Self-insurance accruals consist of the projected settlement value of reported and unreported claims. Ultimate losses are accrued based upon estimates of the aggregate liability for claims incurred using certain actuarial assumptions followed in the insurance industry and based on Company-specific experience. Self-insurance accruals as of December 31, 2023, were \$134.4 million.

We identified self-insurance accruals as a critical audit matter because the estimation of ultimate losses of reported and unreported claims is subject to a high degree of variability as it involves complex estimates that are generally derived using a variety of actuarial estimation techniques and numerous assumptions and expectations about future events, many of which are highly uncertain. Changes in claims incurred, claim severity, or other estimates and judgments used by management could have a material impact on the amount and timing of expense for any period.

Given the degree of subjectivity related to estimating self-insurance losses and liabilities, auditing these accruals required a higher degree of auditor judgment and an increased extent of effort, including the need to involve our actuarial specialists, when performing audit procedures to evaluate whether self-insurance accruals were appropriately recorded as of December 31, 2023.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the self-insurance accrual included the following, among others:

- We tested the effectiveness of controls related to the self-insurance accruals, including management's control over the projection of settlement value of reported and unreported claims.
 - We evaluated the methods and assumptions used by management to understand the claims incurred in order to estimate the self-insurance accruals by:
 - Testing the underlying data that served as the basis for the actuarial analysis, including historical claims, to test that the inputs to the actuarial estimate were accurate and complete.
- Comparing management's historical estimates to actual payments during the current year to identify potential bias in the determination of the self-insurance accruals.
- With the assistance of our actuarial specialists, we developed independent estimates of the self-insurance accruals using actuarial valuation methods and loss development factors derived from both the Company's own experience as well as insurance industry information. We used the results from each analysis to form a range of ultimate and unpaid losses and then compared our estimates to management's estimates.

/s/ Deloitte & Touche LLP

Cleveland, Ohio

March 11, 2024

We have served as the Company's auditor since 2018.

THE DAVEY TREE EXPERT COMPANY
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share dollar amounts)

	December 31,	
	2023	2022
Assets		
Current assets:		
Cash	\$ 11,070	\$ 18,526
Accounts receivable, net	360,470	321,810
Operating supplies	18,369	17,976
Prepaid expenses	44,534	32,080
Other current assets	72,237	51,872
Total current assets	506,680	442,264
Property and equipment, net	312,678	268,539
Right-of-use assets - operating leases	110,248	104,612
Marketable securities and other investments	34,565	28,909
Insurance receivable	200,000	7,500
Other assets	11,875	15,341
Intangible assets, net	20,214	18,949
Goodwill	84,800	70,107
Total assets	<u>\$ 1,281,060</u>	<u>\$ 956,221</u>
Liabilities and shareholders' equity		
Current liabilities:		
Current portion of long-term debt, finance lease liabilities and short-term debt	\$ 45,766	\$ 26,872
Current portion of operating lease liabilities	39,043	34,652
Accounts payable	59,140	50,171
Accrued expenses	81,944	77,454
Self-insurance accruals	50,379	56,221
Total current liabilities	276,272	245,370
Long-term debt	148,261	155,777
Senior unsecured notes	134,916	74,991
Lease liabilities - finance leases	13,544	9,481
Lease liabilities - operating leases	71,134	68,878
Self-insurance accruals	84,053	77,926
Litigation accrual	200,000	7,500
Other liabilities	11,726	16,520
Total liabilities	939,906	656,443
Commitments and contingencies (Note U)		
Redeemable common shares related to 401KSOP and Employee Stock Ownership Plan (ESOP) 8,499 and 9,188 shares at redemption value as of December 31, 2023 and 2022		
	188,680	169,978
Common shareholders' equity:		
Common shares, \$.50 par value, per share; 96,000 shares authorized; 77,328 and 76,640 shares issued and outstanding before deducting treasury shares and which excludes 8,499 and 9,188 shares subject to redemption as of December 31, 2023 and 2022	39,308	38,550
Additional paid-in capital	197,962	162,828
Common shares subscribed, unissued	22,832	23,864
Retained earnings	330,436	293,993
Accumulated other comprehensive loss	(4,785)	(5,588)
	585,753	513,647
Less: Cost of Common shares held in treasury; 44,480 shares in 2023 and 43,110 in 2022	416,616	363,502
Common shares subscription receivable	16,663	20,345
Total common shareholders' equity	152,474	129,800
Total liabilities and shareholders' equity	<u>\$ 1,281,060</u>	<u>\$ 956,221</u>

See notes to consolidated financial statements.

THE DAVEY TREE EXPERT COMPANY
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share dollar amounts)

	Year Ended December 31,		
	2023	2022	2021
Revenues	\$ 1,693,481	\$ 1,511,081	\$ 1,378,053
Costs and expenses:			
Operating	1,089,605	976,316	884,232
Selling	305,624	271,882	242,453
General and administrative	132,571	116,036	99,784
Depreciation	53,571	51,969	52,927
Amortization of intangible assets	5,072	3,228	3,044
Gain on sale of assets, net	(7,169)	(8,586)	(5,653)
	<u>1,579,274</u>	<u>1,410,845</u>	<u>1,276,787</u>
Income from operations	114,207	100,236	101,266
Other income (expense):			
Interest expense	(13,745)	(6,129)	(4,973)
Interest income	1,894	955	175
Other	(5,120)	(9,863)	(7,021)
	<u>(16,971)</u>	<u>(15,037)</u>	<u>(11,819)</u>
Income before income taxes	97,236	85,199	89,447
Income taxes	25,096	23,909	23,748
	<u>(25,096)</u>	<u>(23,909)</u>	<u>(23,748)</u>
Net income	\$ 72,140	\$ 61,290	\$ 65,699
Share data:			
Earnings per share--basic	<u>\$ 1.66</u>	<u>\$ 1.38</u>	<u>\$ 1.46</u>
Earnings per share--diluted	<u>\$ 1.58</u>	<u>\$ 1.31</u>	<u>\$ 1.38</u>
Weighted-average shares outstanding:			
Basic	<u>43,452</u>	<u>44,448</u>	<u>45,081</u>
Diluted	<u>45,538</u>	<u>46,737</u>	<u>47,590</u>

See notes to consolidated financial statements.

THE DAVEY TREE EXPERT COMPANY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended December 31,		
	2023	2022	2021
Net income	\$ 72,140	\$ 61,290	\$ 65,699
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments gains (losses)	589	(1,857)	84
Unrealized gain (loss) on available-for-sale securities	291	(199)	—
Defined benefit pension plans:			
Net gain (loss) arising during the year	(77)	553	141
Reclassification to results of operations:			
Amortization of defined benefit pension items:			
Net actuarial loss	—	71	102
Prior service cost	—	17	47
	—	88	149
Defined benefit pension plan adjustments	(77)	641	290
Total other comprehensive income (loss), net of tax	803	(1,415)	374
Comprehensive income	\$ 72,943	\$ 59,875	\$ 66,073

See notes to consolidated financial statements.

THE DAVEY TREE EXPERT COMPANY
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands, except per share data)

	Common Shares	Additional Paid-in Capital	Common Shares Subscribed, Unissued	Retained Earnings	Accumulated Other Comprehensive Income (Loss), Net of Tax	Common Shares Held in Treasury	Common Shares Subscription Receivable	Total Common Shareholders' Equity
Balances at January 1, 2021	\$ 37,801	\$ 110,069	\$ —	\$ 206,711	\$ (4,547)	\$ (270,360)	\$ —	\$ 79,674
Net income	—	—	—	65,699	—	—	—	65,699
Change in 401KSOP and ESOP related shares	578	12,405	—	(29,533)	—	—	—	(16,550)
Shares sold to employees	—	10,899	—	—	—	10,291	—	21,190
Options exercised	—	(443)	—	—	—	4,773	—	4,330
Stock-based compensation	—	2,967	—	—	—	—	—	2,967
Dividends, \$.06 per share*	—	—	—	(2,898)	—	—	—	(2,898)
Other comprehensive income	—	—	—	—	374	—	—	374
Shares purchased	—	—	—	—	—	(50,946)	—	(50,946)
Balances at December 31, 2021	\$ 38,379	\$ 135,897	\$ —	\$ 239,979	\$ (4,173)	\$ (306,242)	\$ —	\$ 103,840
Net income	—	—	—	61,290	—	—	—	61,290
Change in 401KSOP and ESOP related shares	171	3,517	—	(3,736)	—	—	—	(48)
Shares sold to employees	—	16,357	—	—	—	13,878	—	30,235
Options exercised	—	(673)	—	—	—	3,317	—	2,644
Subscription shares	—	1,560	23,864	—	—	1,239	(20,345)	6,318
Stock-based compensation	—	6,170	—	—	—	—	—	6,170
Dividends, \$.08 per share	—	—	—	(3,540)	—	—	—	(3,540)
Other comprehensive loss	—	—	—	—	(1,415)	—	—	(1,415)
Shares purchased	—	—	—	—	—	(75,694)	—	(75,694)
Balances at December 31, 2022	\$ 38,550	\$ 162,828	\$ 23,864	\$ 293,993	\$ (5,588)	\$ (363,502)	\$ (20,345)	\$ 129,800
Net income	—	—	—	72,140	—	—	—	72,140
Change in 401KSOP and ESOP related shares	758	12,397	—	(31,847)	—	—	—	(18,692)
Shares sold to employees	—	18,252	—	—	—	20,412	—	38,664
Options exercised	—	(1,707)	—	—	—	3,939	—	2,232
Subscription shares	—	692	(1,032)	—	—	611	3,682	3,953
Stock-based compensation	—	5,500	—	—	—	—	—	5,500
Dividends, \$.09 per share	—	—	—	(3,850)	—	—	—	(3,850)
Other comprehensive income	—	—	—	—	803	—	—	803
Shares purchased	—	—	—	—	—	(78,076)	—	(78,076)
Balances at December 31, 2023	\$ 39,308	\$ 197,962	\$ 22,832	\$ 330,436	\$ (4,785)	\$ (416,616)	\$ (16,663)	\$ 152,474

* Per share amount adjusted for the two-for-one stock split effected in October 2021.

See notes to consolidated financial statements.

THE DAVEY TREE EXPERT COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2023	2022	2021
Operating activities			
Net income	\$ 72,140	\$ 61,290	\$ 65,699
Adjustments to reconcile net income to net cash provided by operating activities net of assets/liabilities acquired:			
Depreciation	53,571	51,969	52,927
Amortization	5,072	3,228	3,044
Gain on sale of assets	(7,169)	(8,586)	(5,653)
Deferred income taxes	1,175	(2,070)	(1,652)
Other	2,790	5,593	4,091
Changes in operating assets and liabilities, net of assets acquired:			
Accounts receivable	(38,086)	(33,714)	(24,853)
Accounts payable and accrued expenses	7,720	4,812	(26,349)
Self-insurance accruals	284	8,185	16,685
Mitigation bank credit inventory	(17,664)	—	—
Other assets and liabilities, net	(8,383)	(12,809)	(7,970)
	(690)	16,608	10,270
Net cash provided by operating activities	71,450	77,898	75,969
Investing activities			
Capital expenditures:			
Equipment	(65,286)	(68,802)	(50,929)
Land and buildings	(22,036)	(20,438)	(16,599)
Purchases of businesses, net of cash acquired and debt incurred	(21,497)	(21,826)	(11,725)
Proceeds from sales of property and equipment	12,231	10,557	6,955
Purchases of marketable securities	(47,199)	(46,833)	(14,888)
Proceeds from sale of marketable securities	43,912	15,826	8
Net cash used in investing activities	(99,875)	(131,516)	(87,178)
Financing activities			
Revolving credit facility borrowings	788,165	662,531	420,443
Revolving credit facility payments	(796,982)	(558,930)	(374,324)
Proceeds from notes payable	164,107	71,152	235,083
Payments of notes payable	(93,327)	(78,903)	(235,087)
Payments of financing leases	(3,973)	(2,987)	(3,348)
Purchases of common shares for treasury	(78,076)	(75,694)	(50,946)
Sales of common shares from treasury	41,172	35,588	25,520
Cash received on common-share subscriptions	3,682	3,610	—
Dividends	(3,850)	(3,540)	(2,898)
Net cash provided by financing activities	20,918	52,827	14,443
Effect of exchange rate changes on cash	51	(143)	25
Increase (Decrease) in cash	(7,456)	(934)	3,259
Cash, beginning of year	18,526	19,460	16,201
Cash, end of year	\$ 11,070	\$ 18,526	\$ 19,460

See notes to consolidated financial statements.

The Davey Tree Expert Company
Notes to Consolidated Financial Statements
December 31, 2023
(In thousands, except share data)

A. Our Business

We provide a wide range of arboricultural, horticultural, environmental and consulting services to residential, utility, commercial and government entities throughout the United States and Canada. We have two reportable operating segments organized by type or class of customer: Residential and Commercial, and Utility.

Residential and Commercial--Residential and Commercial provides services to our residential and commercial customers including: the treatment, preservation, maintenance, removal and planting of trees, shrubs and other plant life; the practice of landscaping, grounds maintenance, tree surgery, tree feeding and tree spraying; the application of fertilizer, herbicides and insecticides; and natural resource management and consulting, forestry research and development, and environmental planning.

Utility--Utility is principally engaged in providing services to our utility customers--investor-owned, municipal utilities, and rural electric cooperatives--including: the practice of line-clearing and vegetation management around power lines and rights-of-way and chemical brush control, natural resource management and consulting, forestry research and development and environmental planning.

We also maintain research, technical support and laboratory diagnostic facilities.

When we refer to "we," "us," "our," "Davey Tree," and the "Company," we mean The Davey Tree Expert Company, unless the context indicates otherwise.

B. Summary of Significant Accounting Policies

Principles of Consolidation and Basis of Presentation--The consolidated financial statements include the accounts of Davey Tree and our wholly-owned subsidiaries and were prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") as codified in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates in Financial Statement Preparation--The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts. Estimates are used for, but not limited to, accounts receivable valuation, depreciable lives of fixed assets, long-lived asset and goodwill valuation, self-insurance accruals, stock valuation and revenue recognition. Actual results could differ from those estimates.

Our business continues to be impacted, in varying degrees, by a number of macro-economic factors, including higher fuel costs, rising interest rates and a highly competitive labor market, which have created an inflationary environment and cost pressures.

The Company's fiscal quarters each contain thirteen operating weeks, with the exception of the fourth quarter of a 53-week fiscal year, which contains fourteen operating weeks.

Mitigation Banking Credit Inventory--Our mitigation banking business creates and sells wetland, stream and other environmental credits and provides services to those engaged in permittee-responsible mitigation and environmental restoration. We record mitigation bank

The Davey Tree Expert Company
Notes to Consolidated Financial Statements
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credit inventory at the lower of cost or net realizable value. Inventory costs are based on estimated total costs for each mitigation bank, which could change as we perform mitigation banking activities.

Property and Equipment--Property and equipment are stated at cost. Repair and maintenance costs are expensed as incurred. Depreciation is computed for financial reporting purposes by the straight-line method for land improvements, building and leasehold improvements and by the declining-balance method for equipment, based on the estimated useful lives of the assets, as follows:

Land improvements	5 to 20 years
Buildings	5 to 30 years
Equipment	3 to 20 years
Leasehold improvements	Shorter of lease term or estimated useful life; ranging from 5 to 20 years

Intangible Assets--Intangible assets with finite lives, primarily customer lists, noncompete agreements and tradenames, are amortized by the straight-line method based on their estimated useful lives, ranging from one year to seven years.

Long-Lived Assets--We assess potential impairment to our long-lived assets, other than goodwill, when there is evidence that events or changes in circumstances have made recovery of the asset's carrying value unlikely and the carrying amount of the asset exceeds the estimated future undiscounted cash flow. In the event the assessment indicates that the carrying amounts may not be recoverable, an impairment loss would be recognized to reduce the asset's carrying amount to its estimated fair value based on the present value of the estimated future cash flows.

Goodwill--Goodwill is recorded when the cost of acquired businesses exceeds the fair value of the identified net assets acquired. Goodwill is not amortized, but tested for impairment annually or when events or circumstances indicate that impairment may have occurred. Annually, we perform the impairment tests for goodwill during the fourth quarter. Our annual impairment assessment date has been designated as the first day of our fourth fiscal quarter. Impairment of goodwill is tested at the reporting-unit level, which for us are also our business segments. Impairment of goodwill is tested by comparing the reporting unit's carrying value, including goodwill, to the fair value of the reporting unit. The fair values of the reporting units are estimated using discounted projected cash flows. If the carrying value of the reporting unit exceeds its fair value, goodwill is considered impaired and an impairment loss should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the carrying value of the goodwill allocated to that reporting unit. We conducted our annual impairment tests and determined that no impairment loss was required to be recognized in 2023 or for any prior periods. There were no events or circumstances from the date of our assessment through December 31, 2023 that would impact this conclusion.

Self-Insurance Accruals--We are generally self-insured for losses and liabilities related primarily to workers' compensation, vehicle liability and general liability claims. We use commercial insurance as a risk-reduction strategy to minimize catastrophic losses. Self-insurance accruals consist of the projected settlement value of reported and unreported claims. Ultimate losses are accrued based upon estimates of the aggregate liability for claims incurred using certain actuarial assumptions followed in the insurance industry and based on Company-specific experience.

Our self-insurance accruals include claims for which the ultimate losses will develop over a period of years. Estimating ultimate losses of reported and unreported claims is subject to a high degree of variability as it involves complex estimates that are generally derived using a

The Davey Tree Expert Company
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variety of actuarial estimation techniques and numerous assumptions and expectations about future events, many of which are highly uncertain. Accordingly, our estimates of ultimate losses can change as claims mature. Our accruals also are affected by changes in the number of new claims incurred and claim severity. The methods for estimating the ultimate losses and the total cost of claims were determined by third-party consulting actuaries; the resulting accruals are reviewed by management, and any adjustments arising from changes in estimates are reflected in income.

Our self-insurance accruals are based on estimates and, while we believe that the amounts accrued are adequate and not excessive, the ultimate claims may be in excess of or less than the amounts provided. Changes in claims incurred, claim severity, or other estimates and judgments used by management could have a material impact on the amount and timing of expense for any period.

Stock-Based Compensation--Stock-based compensation cost for all share-based payment plans is measured at fair value on the date of grant and recognized over the employee service period on the straight-line recognition method for awards expected to vest. The fair value of all stock-based payment plans—stock option plans, stock-settled stock appreciation rights, and performance-based restricted stock units as well as our Employee Stock Purchase Plan—is determined by the number of awards granted and the price of our common stock. The fair value of each award is estimated on the date of grant using a binomial option-pricing model. The binomial model considers a range of assumptions related to volatility, risk-free interest rate and employee exercise behavior. Expected volatilities utilized in the binomial model are based on historical volatility of our share prices and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The binomial model also incorporates exercise assumptions based on an analysis of historical data. The expected life of the stock-based awards is derived from the output of the binomial model and represents the period of time that awards granted are expected to be outstanding.

Income Taxes--We compute taxes on income in accordance with the tax rules and regulations where the income is earned. The income tax rates imposed by these taxing authorities vary. Taxable income may differ from pretax income for financial reporting purposes. We compute and recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement carrying amounts and the tax bases of our assets and liabilities. Changes in tax rates and laws are reflected in income in the period when such changes are enacted. We account for uncertain tax positions by recognizing the financial statement effects of a tax position only when, based upon the technical merits, it is more-likely-than-not that the position will be sustained upon examination.

Earnings Per Share--Basic earnings per share is determined by dividing the income available to common shareholders by the weighted-average number of common shares outstanding. Diluted earnings per share is computed similarly to basic earnings per share except that the weighted-average number of shares is increased to include the effect of stock awards that were granted and outstanding during the period.

Revenue Recognition--We recognize revenue in accordance with ASC Topic 606, Revenue from Contracts with Customers. See Note S for a detailed description of our revenue recognition policy.

Concentration of Credit Risk--Credit risk represents the accounting loss that would be recognized if the counterparties failed to perform as contracted. The principal financial instruments subject to credit risk are as follows:

Cash--To limit our exposure, we transact our business and maintain banking relationships with high credit-quality financial institutions.

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Accounts Receivable--Our residential and commercial customers are located geographically throughout the United States and Canada and, as to commercial customers, within differing industries; thus, minimizing credit risk. The credit exposure of utility services customers is directly affected by conditions within the utility industries as well as the financial condition of individual customers. One utility customer approximated 10% of revenues during 2023, 11% in 2022 and 13% in 2021. To reduce credit risk, we evaluate the credit of customers, but generally do not require advance payments or collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition.

Foreign Currency Translation and Transactions--Assets and liabilities of our Canadian operations are translated into U.S. dollars using year-end exchange rates, and revenues and expenses are translated using exchange rates as determined throughout the year. Gains or losses resulting from translation are included in the consolidated balance sheet, classified in shareholders' equity as a separate component of accumulated other comprehensive income (loss). Gains or losses resulting from Canadian-dollar transactions with the Canadian operations are converted to U.S. dollars at the rates of exchange prevailing at the dates of the transactions. The effect of the transactions gain or loss is classified in the statement of operations as a component of other non-operating income (expense), net.

Comprehensive Income (Loss)--Comprehensive income (loss) includes net income and other comprehensive income or loss. Other comprehensive income (loss) refers to revenues, expenses, gains and losses that under U.S. GAAP are included in comprehensive income but are excluded from net income as these amounts are recorded directly as an adjustment to shareholders' equity, net of tax.

C. Recent Accounting Guidance

Accounting Standards Adopted in 2023

Accounting Standards Update 2020-04, Reference Rate Reform (Topic 848)--In March 2020, the FASB issued Accounting Standards Update ("ASU") 2020-04, "Reference Rate Reform (Topic 848)—Facilitation of the Effects of Reference Rate Reform on Financial Reporting". The guidance of this ASU is designed to provide relief from the accounting analysis and impacts that may otherwise be required for modifications to agreements (e.g., loans, debt securities, derivatives, borrowings) necessitated by reference rate reform. It also provides optional expedients to enable companies to continue to apply hedge accounting to certain hedging relationships impacted by reference rate reform. Application of the guidance is optional, is only available in certain situations, and is only available for companies to apply until December 31, 2022. In January 2021, the FASB amended ASU 2020-04 by issuing Accounting Standards Update No. 2021-01, Reference Rate Reform Scope ("ASU 2021-01"). ASU 2021-01 clarifies the scope of optional expedients and exceptions to derivatives that are affected by the discounting transition. In December 2022, the FASB issued ASU 2022-06, "Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848. ASU 2022-06 defers the sunset date included within Topic 848 from December 31, 2022, to December 31, 2024. In January 2023, we adopted ASU 2020-04 and amended our amended and restated credit agreement to replace the reference rate from LIBOR to the Secured Overnight Financing Rate ("SOFR"). The amendment did not have a material impact to the Company's financial statements.

Accounting Standards Update 2022-04, Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations--In September 2022, the FASB issued ASU No. 2022-04, Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations. This guidance requires annual and interim disclosure of the key terms of outstanding supplier finance programs and a roll-forward of the related obligations. The new standard does not affect the recognition,

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measurement or financial statement presentation of the supplier finance program obligations. These amendments are effective for fiscal years beginning after December 15, 2022, except for the amendment on roll-forward information, which is effective for fiscal years beginning after December 15, 2023. In January 2023, we adopted ASU 2022-04 and have no material supplier finance program obligations.

Accounting Standards not yet Adopted

Accounting Standards Update 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures--In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The new standard provides improvements to reportable segment disclosure requirements through amendments that require disclosure of significant segment expenses and other segment items on an interim and annual basis and requires all annual disclosures about a reportable segment's profit or loss and assets to be made on an interim basis. The standard also requires the disclosure of the chief operating decision maker's ("CODM") title and position and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The standard also clarifies that if the CODM uses more than one measure in assessing segment performance and deciding how to allocate resources, a company may report the additional segment profit or loss measure(s) and that companies with a single reportable segment must provide all disclosures required by this amendment. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The standard should be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements.

Accounting Standards Update 2023-07, Income Taxes (Topic 740): Improvements to Income Tax Disclosures--In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The new standard was issued to improve transparency and decision usefulness of income tax disclosures by providing information that helps investors better understand how an entity's operations, tax risks, tax planning and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this update primarily relate to requiring greater disaggregated disclosure of information in the rate reconciliation, income taxes paid, income (loss) from continuing operations before income tax expense (benefit), and income tax expense (benefit) from continuing operations. The ASU is effective for fiscal years beginning after December 15, 2024, and early adoption is permitted. The standard can be applied prospectively or retrospectively. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements.

The Davey Tree Expert Company
Notes to Consolidated Financial Statements
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D. Business Combinations

Our investments in businesses were: (a) \$34,077 in 2023, including liabilities assumed of \$5,285 and debt issued of \$7,046; (b) \$46,229 in 2022, including liabilities assumed of \$15,592 and debt issued of \$7,445; and (c) \$18,399 in 2021, including \$3,713 of liabilities assumed and debt issued of \$2,961.

The net assets of the businesses acquired are accounted for under the acquisition method and were recorded at their fair values at the dates of acquisition. The measurement period for purchase price allocations ends as soon as information of the facts and circumstances becomes available, but does not exceed one year from the acquisition date. The purchase price allocations may be revised as we finalize the fair value of the assets acquired and liabilities assumed.

The Company's intangible assets consist of tradenames, non-competition agreements and customer relationships. The tradenames and customer relationship intangible assets were assigned an average useful life of seven years, and the non-competition agreements were assigned an average useful life of five years.

The excess of the purchase price over the estimated fair values of the net assets acquired was recorded as an increase in goodwill of approximately \$14,758 in 2023 (\$14,758 of which is deductible for tax purposes), \$14,255 in 2022 (\$14,255 of which is deductible for tax purposes) and \$7,723 in 2021 (\$2,228 of which is deductible for tax purposes).

The results of operations of acquired businesses have been included in the consolidated statements of operations beginning as of the effective dates of acquisition. The effect of these acquisitions on our consolidated revenues and results of operations, either individually or in the aggregate, for the years ended December 31, 2023, 2022 and 2021 was not significant.

E. Accounts Receivable, Net and Supplemental Balance Sheet Information

Accounts receivable, net, consisted of the following:

Accounts receivable, net	December 31,	
	2023	2022
Accounts receivable	\$ 263,426	\$ 242,427
Unbilled receivables ⁽¹⁾	99,485	82,605
	<u>362,911</u>	<u>325,032</u>
Less allowances for credit losses	2,441	3,222
Total	<u><u>\$ 360,470</u></u>	<u><u>\$ 321,810</u></u>

⁽¹⁾ Unbilled receivables consist of work-in-process in accordance with the terms of contracts, primarily with utility services customers.

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(In thousands, except share data)

The following items comprised the amounts included in the balance sheets:

	December 31,	
	2023	2022
Other current assets		
Refundable income taxes	\$ —	\$ 14
Mitigation bank credit inventory	28,385	6,351
Assets invested for self-insurance	20,959	24,828
Payroll taxes refundable	22,591	18,283
Other	302	2,396
Total	<u>\$ 72,237</u>	<u>\$ 51,872</u>

	December 31,	
	2023	2022
Property and equipment, net		
Land and land improvements	\$ 28,177	\$ 26,023
Buildings and leasehold improvements	99,964	80,768
Equipment	684,562	663,207
	812,703	769,998
Less accumulated depreciation	500,025	501,459
Total	<u>\$ 312,678</u>	<u>\$ 268,539</u>

Interest incurred on funds used to construct company-owned buildings and equipment is capitalized and amortized over the estimated useful life of the related assets. Capitalized interest totaled \$4,961 and \$2,049 in 2023 and 2022, respectively.

	December 31,	
	2023	2022
Other assets, noncurrent		
Investment--cost-method affiliate	\$ 1,405	\$ 1,258
Deferred income taxes	6,001	6,828
Cloud computing arrangements	107	2,652
Other	4,362	4,603
Total	<u>\$ 11,875</u>	<u>\$ 15,341</u>

	December 31,	
	2023	2022
Accrued expenses		
Employee compensation	\$ 40,656	\$ 35,536
Accrued compensated absences	14,483	13,034
Self-insured medical claims	2,309	2,806
Customer advances, deposits	1,275	7,736
Income taxes payable	1,135	6,573
Taxes, other than income	6,017	5,764
Other	16,069	6,005
Total	<u>\$ 81,944</u>	<u>\$ 77,454</u>

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Other liabilities, noncurrent	December 31,	
	2023	2022
Pension and retirement plans	\$ 5,630	\$ 8,336
Other	6,096	8,184
Total	\$ 11,726	\$ 16,520

F. Supplemental Cash Flow Information

Supplemental cash flow information follows:

Supplemental cash flow information	Year Ended December 31,		
	2023	2022	2021
Interest paid	\$ 18,200	\$ 5,855	\$ 4,929
Income taxes paid, net	29,677	18,367	34,094
Noncash transactions:			
Debt issued for purchases of businesses	\$ 7,046	\$ 7,445	\$ 2,961
Detail of acquisitions:			
Assets acquired:			
Cash	\$ 249	\$ 1,365	\$ 292
Accounts receivable	211	10,794	509
Mitigation bank credit inventory	—	6,351	—
Operating supplies	1,538	48	1,044
Prepaid expense	141	126	203
Equipment	7,220	2,309	4,049
Other assets	2,658	412	1,574
Intangible assets	7,302	10,569	3,005
Goodwill	14,758	14,255	7,723
Liabilities assumed	(5,285)	(15,592)	(3,713)
Debt issued for purchases of businesses	(7,046)	(7,445)	(2,961)
Cash paid	\$ 21,746	\$ 23,192	\$ 11,725

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G. Marketable Securities

The following table summarizes available-for-sale debt securities by asset type:

	Available-For-Sale Debt Securities			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Net Carrying Amount)
December 31, 2023				
Fixed maturity:				
United States Government and agency securities	\$ 36,409	\$ 411	\$ (18)	\$ 36,802
Corporate notes and bonds	260	—	—	260
Total available-for-sale debt securities	\$ 36,669	\$ 411	\$ (18)	\$ 37,062
December 31, 2022				
Fixed maturity:				
United States Government and agency securities	\$ 25,485	\$ 84	\$ (315)	\$ 25,254
Corporate notes and bonds	315	—	(51)	264
Total available-for-sale debt securities	\$ 25,800	\$ 84	\$ (366)	\$ 25,518

Marketable securities are composed of available-for-sale debt securities and marketable equity securities and all marketable securities are held at fair value. We carry a portion of our marketable securities portfolio in long-term assets since they are generally held for the settlement of our insurance claims processed through our wholly owned captive insurance subsidiary.

Available-for-sale debt securities are included in other current assets and marketable securities and other investments totaling \$37,062 and \$25,518 at December 31, 2023 and December 31, 2022, respectively. Realized gains and losses on sales of available-for-sale debt securities are recognized in net income on the specific identification basis. Changes in the fair values of available-for-sale debt securities that are determined to be holding gains or losses are recorded through accumulated other comprehensive income (loss) net of applicable taxes, within shareholders' equity. In assessing whether a credit loss exists, we evaluate our ability to hold the investment, the strength of the underlying collateral and the extent to which the investment's amortized cost or cost, as appropriate, exceeds its related fair value.

As of December 31, 2023 and December 31, 2022 we held approximately \$12,102 and \$18,110 in marketable equity securities, respectively. Realized and unrealized gains and losses on marketable equity securities are included in other income (expense) in the Consolidated Statements of Operations.

The net carrying values of available-for-sale debt securities at December 31, 2023 by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties.

	Amortized Cost	Fair Value
Due:		
Less than one year	\$ 17,860	\$ 18,100
One year through five years	18,809	18,962
Six years through ten years	—	—
After ten years	—	—
Total	\$ 36,669	\$ 37,062

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H. Intangible Assets and Goodwill, Net

The carrying amounts of the identified intangible assets and goodwill acquired in connection with our acquisitions were as follows:

	Weighted-Average Amortization Period (Years)	December 31, 2023		December 31, 2022	
		Carrying Amount	Accumulated Amortization	Carrying Amount	Accumulated Amortization
Amortized intangible assets:					
Customer lists/relationships	3.9 years	\$ 41,679	\$ 29,252	\$ 36,745	\$ 26,243
Employment-related	2.5 years	13,007	9,957	12,242	8,931
Tradenames	3.8 years	12,860	8,123	12,219	7,083
Amortized intangible assets		67,546	\$ 47,332	61,206	\$ 42,257
Less accumulated amortization		47,332		42,257	
Intangible assets, net		\$ 20,214		\$ 18,949	
Goodwill		\$ 84,800		\$ 70,107	

The changes in the carrying amounts of goodwill, by segment, for the years ended December 31, 2023 and December 31, 2022 were as follows:

	Balance at January 1, 2023	Acquisitions	Translation and Other Adjustments	Balance at December 31, 2023
Utility	\$ 4,941	\$ —	\$ —	\$ 4,941
Residential and Commercial	65,166	14,758	(65)	79,859
Total	\$ 70,107	\$ 14,758	\$ (65)	\$ 84,800

	Balance at January 1, 2022	Acquisitions	Translation and Other Adjustments	Balance at December 31, 2022
Utility	\$ 4,911	\$ 30	\$ —	\$ 4,941
Residential and Commercial	51,069	14,225	(128)	65,166
Total	\$ 55,980	\$ 14,255	\$ (128)	\$ 70,107

Future aggregate amortization expense of intangible assets--The aggregate amortization expense of intangible assets, as of December 31, 2023, in each of the next five years was as follows:

	Future Amortization Expense
Year ending December 31, 2024	\$ 5,155
2025	4,361
2026	3,519
2027	2,934
2028	2,140
Thereafter	2,105
	\$ 20,214

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I. Short and Long-Term Debt and Commitments Related to Letters of Credit

Short-term debt consisted of the following:

	December 31,	
	2023	2022
Notes payable	\$ 543	\$ —
Current portion of long-term debt	40,429	23,826
Current portion of finance leases	4,794	3,046
	<u>\$ 45,766</u>	<u>\$ 26,872</u>

We have short-term lines of credit with several banks totaling \$11,133. At December 31, 2023, we had \$8,201 available under the lines of credit with borrowings outstanding of \$543 and \$2,389 committed through issued letters of credit. Borrowings outstanding generally bear interest at the banks' prime rate or the Secured Overnight Financing Rate ("SOFR") plus a margin adjustment of 1.86%.

Long-term debt consisted of the following:

	December 31,	
	2023	2022
Revolving credit facility		
Swing-line borrowings	\$ 6,616	\$ 25,433
SOFR borrowings	135,000	125,000
	<u>141,616</u>	<u>150,433</u>
3.99% Senior unsecured notes	50,000	50,000
4.00% Senior unsecured notes	25,000	25,000
6.19% Senior unsecured notes	75,000	—
Term loans	32,442	29,680
	<u>324,058</u>	<u>255,113</u>
Less debt issuance costs	452	519
Less current portion	40,429	23,826
	<u>\$ 283,177</u>	<u>\$ 230,768</u>

Revolving Credit Facility--In August 2021, the Company amended and restated its revolving credit facility with its existing bank group. The amended and restated credit agreement, which expires in August 2026, permits borrowings, as defined, of up to \$325,000, including a letter of credit sublimit of \$150,000 and a swing-line commitment of \$30,000. Under certain circumstances, the amount available under the revolving credit facility may be increased to \$425,000. The revolving credit facility contains certain affirmative and negative covenants customary for this type of facility and includes financial covenant ratios with respect to a maximum leverage ratio (not to exceed 3.00 to 1.00 with exceptions in case of material acquisitions) and a minimum interest coverage ratio (not less than 3.00 to 1.00), in each case subject to certain further restrictions as described in the credit agreement.

As of December 31, 2023, we had unused commitments under the revolving credit facility approximating \$180,760 and \$144,240 committed, which consisted of \$141,616 borrowings and issued letters of credit of \$2,624.

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In January 2023, we amended our amended and restated credit agreement to update the benchmark interest rate provisions to replace LIBOR with SOFR. As of December 31, 2023, borrowings outstanding bore interest, at the Company's option, of either (a) the base rate or (b) SOFR plus a margin adjustment ranging from .875% to 1.50%--with the margin adjustments based on the Company's leverage ratio at the time of borrowing. As of December 31, 2023, the base rate was the greater of (i) the agent bank's prime rate, (ii) Adjusted Term SOFR plus 1.50%, or (iii) the federal funds rate plus .50%. A commitment fee ranging from .10% to .225% is also required based on the average daily unborrowed commitment.

3.99% Senior Unsecured Notes--On September 21, 2018, we issued 3.99% Senior Notes, Series A (the "3.99% Senior Notes"), in the aggregate principal amount of \$50,000. The 3.99% Senior Notes are due September 21, 2028.

The 3.99% Senior Notes were issued pursuant to a Note Purchase and Private Shelf Agreement (the "Note Purchase and Shelf Agreement") between the Company, PGIM, Inc. and the purchasers of the 3.99% Senior Notes, which was amended in September 2021. Among other things, the amendment increased the total facility limit to \$150,000 and extended the issuance period for subsequent series of promissory notes to be issued and sold pursuant to the Note Purchase and Shelf Agreement to September 2024. The amendment also amended certain provisions and covenants to generally conform them to the corresponding provisions and covenants in the amended and restated revolving credit agreement. In addition, the amendment and restatement of the revolving credit agreement in August 2021 provided that the Company is permitted to incur indebtedness arising under the Note Purchase and Shelf Agreement in an aggregate principal amount not to exceed \$150,000. As the Company has previously issued notes in an aggregate amount of \$150,000 under the Note Purchase and Shelf Agreement, it no longer has capacity to issue subsequent series of promissory notes pursuant to the Note Purchase and Shelf Agreement (the "Shelf Notes").

The 3.99% Senior Notes are equal in right of payment with our revolving credit facility and all other senior unsecured obligations of the Company. Interest is payable semiannually and five equal, annual principal payments of \$10,000 commence on September 21, 2024 (the sixth anniversary of issuance). The Note Purchase and Shelf Agreement contains customary events of default and covenants related to limitations on indebtedness and transactions with affiliates and the maintenance of certain financial ratios. The Company may prepay at any time all, or from time to time any part of, the outstanding principal amount of the 3.99% Senior Notes, subject to the payment of a make-whole amount.

4.00% Senior Unsecured Notes--On February 5, 2019, we issued 4.00% Senior Notes, Series B (the "4.00% Senior Notes") pursuant to the Note Purchase and Shelf Agreement in the aggregate principal amount of \$25,000. The 4.00% Senior Notes are due September 21, 2028. The 4.00% Senior Notes are equal in right of payment with our revolving credit facility and all other senior unsecured obligations of the Company. Interest is payable semiannually and five equal, annual principal payments commence on September 21, 2024.

6.19% Senior Unsecured Notes--On November 28, 2023, we issued 6.19% Senior Notes, Series C (the "6.19% Senior Notes") pursuant to the Note Purchase and Shelf Agreement in the aggregate principal amount of \$75,000. The 6.19% Senior Notes are due November 28, 2028. The 6.19% Senior Notes are equal in right of payment with our revolving credit facility and all other senior unsecured obligations of the Company. Interest is payable quarterly and three annual principal payments commence on November 28, 2026.

The net proceeds of all senior notes were used to pay down borrowings under our revolving credit facility.

Term loans--Periodically, the Company will enter into term loans for the procurement of insurance or to finance acquisitions.

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Term Loans, Weighted-Average Interest Rate--The weighted-average interest rate on the term loans approximated 5.19% at December 31, 2023 and 3.14% at December 31, 2022.

Aggregate Maturities of Long-Term Debt--Aggregate maturities of long-term debt for the five years subsequent to December 31, 2023 were as follows: 2024--\$40,429; 2025--\$19,846; 2026--\$173,783; 2027--\$45,000; and 2028--\$45,000.

Accounts Receivable Securitization Facility--In June 2023, the Company amended its Accounts Receivable Securitization Facility (the "AR Securitization program") to extend the scheduled termination date for an additional one year period, to July 21, 2024. In addition to extending the termination date, the amendment allows the borrower, a wholly-owned subsidiary of the Company, under certain circumstances, to increase the limit of its AR Securitization facility to \$150,000.

The AR Securitization program has a limit of \$90,000, of which \$89,689 were issued for LCs as of December 31, 2023 and December 31, 2022.

Under the AR Securitization program, Davey Tree transfers by selling or contributing current and future trade receivables to a wholly-owned, bankruptcy-remote financing subsidiary which pledges a perfected first priority security interest in the trade receivables--equal to the issued LCs as of December 31, 2023--to the bank in exchange for the bank issuing LCs.

Fees payable to the bank include: (a) an LC issuance fee, payable on each settlement date, in the amount of .90% per annum on the aggregate amount of all LCs outstanding plus outstanding reimbursement obligations (e.g., arising from drawn LCs), if any, and (b) an unused LC fee, payable monthly, equal to (i) .35% per annum for each day on which the sum of the total LCs outstanding plus any outstanding reimbursement obligations is greater than or equal to 50% of the facility limit and (ii) .45% per annum for each day on which the sum of the total LCs outstanding plus any outstanding reimbursement obligations is less than 50% of the facility limit. If an LC is drawn and the bank is not immediately reimbursed in full for the drawn amount, any outstanding reimbursement obligation will accrue interest at a per annum rate equal to the term SOFR, plus .10% or, in certain circumstances, a base rate equal to the greatest of (i) the bank's prime rate and (ii) the federal funds rate plus .50% and (iii) 1.00% above the Daily one month SOFR plus .10% and, following any default, 2.00% plus the greater of (a) the term SOFR plus .10% and (b) a base rate equal to the greatest of (i), (ii) and (iii) above.

The agreements underlying the AR Securitization program contain various customary representations and warranties, covenants, and default provisions which provide for the termination and acceleration of the commitments under the AR Securitization program in circumstances including, but not limited to, failure to make payments when due, breach of a representation, warranty or covenant, certain insolvency events or failure to maintain the security interest in the trade receivables, and defaults under other material indebtedness.

Total Commitments Related to Issued Letters of Credit--As of December 31, 2023, total commitments related to issued LCs were \$94,702, of which \$2,624 were issued under the revolving credit facility, \$89,689 were issued under the AR Securitization program and \$2,389 were issued under short-term lines of credit. As of December 31, 2022, total commitments related to issued letters of credit were \$94,435, of which \$2,624 were issued under the revolving credit facility, \$89,689 were issued under the AR Securitization program and \$2,122 were issued under short-term lines of credit.

As of December 31, 2023, we were in compliance with all debt covenants.

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J. Self-Insurance Accruals

Components of our self-insurance accruals for workers' compensation, vehicle liability and general liability were as follows:

	December 31,	
	2023	2022
Workers' compensation	\$ 58,434	\$ 61,409
Vehicle liability	26,712	18,606
General liability	49,286	54,132
Total	134,432	134,147
Less current portion	50,379	56,221
Noncurrent portion	\$ 84,053	\$ 77,926

The changes in our self-insurance accruals are summarized in the table below.

	December 31,	
	2023	2022
Balance, beginning of year	\$ 134,147	\$ 125,966
Provision for claims	58,082	52,790
Payment of claims	(57,797)	(44,609)
Balance, end of year	\$ 134,432	\$ 134,147

K. Leases

We lease certain office and parking facilities, warehouse space, equipment, vehicles and information technology equipment under operating leases and finance leases. Lease expense for these leases is recognized within the Consolidated Statements of Operations on a straight-line basis over the lease term, with variable lease payments recognized in the period those payments are incurred.

The following table summarizes the amounts recognized in our Consolidated Balance Sheet related to leases:

Consolidated Balance Sheet Classification		December 31,	December 31,
		2023	2022
Assets			
Operating lease assets	Right-of-use assets - operating leases	\$ 110,248	\$ 104,612
Finance lease assets	Property and equipment, net	18,613	12,948
Total lease assets		\$ 128,861	\$ 117,560
Liabilities			
Current operating lease liabilities	Current portion of operating lease liabilities	\$ 39,043	\$ 34,652
Non-current operating lease liabilities	Lease liabilities - operating leases	71,134	68,878
Total operating lease liabilities		110,177	103,530
Current portion of finance lease liabilities	Current portion of long-term debt, finance lease liabilities and short-term debt	4,794	3,046
Non-current finance lease liabilities	Lease liabilities - finance leases	13,544	9,481
Total finance lease liabilities		18,338	12,527
Total lease liabilities		\$ 128,515	\$ 116,057

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The components of lease cost recognized within our Consolidated Statement of Operations were as follows:

	Consolidated Statement of Operations Classification	Year Ended	
		December 31, 2023	December 31, 2022
Operating lease cost	Operating expense	\$ 31,945	\$ 26,243
Operating lease cost	Selling expense	12,942	11,433
Operating lease cost	General and administrative expense	1,159	1,186
Finance lease cost:			
Amortization of right-of-use assets	Depreciation	4,113	3,052
Interest expense on lease liabilities	Interest expense	490	278
Other lease cost ⁽¹⁾	Operating expense	7,957	4,814
Other lease cost ⁽¹⁾	Selling expense	1,808	1,190
Other lease cost ⁽¹⁾	General and administrative expense	45	87
Total lease cost		\$ 60,459	\$ 48,283

⁽¹⁾ Other lease cost includes short-term lease costs and variable lease costs.

We often have options to renew lease terms for buildings and other assets. The exercise of lease renewal options is generally at our sole discretion. In addition, certain lease agreements may be terminated prior to their original expiration date at our discretion. We evaluate each renewal and termination option at the lease commencement date to determine if we are reasonably certain to exercise the option on the basis of economic factors. The weighted average remaining lease terms as of December 31, 2023 was 3.4 years for operating leases and 4.4 years for finance leases.

The discount rate implicit within our leases is generally not determinable and therefore the Company determines the discount rate based on its incremental borrowing rate. The incremental borrowing rate for each lease is determined based on its term and the currency in which lease payments are made, adjusted for the impacts of collateral. The weighted average discount rates used to measure our lease liabilities as of December 31, 2023 were 4.25% for operating leases and 4.34% for finance leases.

Supplemental Cash Flow Information Related to Leases

	Year Ended	
	December 31, 2023	December 31, 2022
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ (45,184)	\$ (39,674)
Operating cash flows from finance leases	(485)	(278)
Financing cash flows from finance leases	(3,973)	(2,987)
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	47,331	57,681
Finance leases	9,598	4,409

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Maturity Analysis of Lease Liabilities

	As of December 31, 2023	
	Operating Leases	Finance Leases
Year ending December 31, 2024	\$ 42,926	\$ 5,566
2025	33,876	4,942
2026	21,579	4,071
2027	12,050	2,449
2028	4,895	1,647
Thereafter	2,884	1,570
Total lease payments	118,210	20,245
Less interest	8,033	1,907
Total	<u>\$ 110,177</u>	<u>\$ 18,338</u>

L. Common Shares, Redeemable Common Shares and Preferred Shares

Preferred Shares--We have authorized a class of 4,000,000 preferred shares, no par value, of which none were issued as of December 31, 2023.

Redeemable Common Shares--Our Davey 401KSOP and ESOP Plan includes a put option for shares of the Company's common stock distributed from the plan. Due to the Company's obligation under the put option, shares held in the Davey 401KSOP and ESOP Plan as well as distributed shares subject to the put option are reclassified from permanent equity to temporary equity. The number of redeemable common shares for each of the three years in the period ended December 31, 2023 was as follows: 2023--8,499,086; 2022--9,188,010; and 2021--9,391,790.

Common Shares--The number of common shares authorized is 96,000,000, par value \$.50. The number of common shares issued during each of the three years in the period ended December 31, 2023 was as follows: 2023--77,328,434; 2022--76,639,510; and 2021--76,435,752. The number of shares in the treasury for each of the three years in the period ended December 31, 2023 was as follows: 2023--44,480,126; 2022--43,110,036; and 2021--41,325,298.

Our common and redeemable common shares are not listed or traded on an established public trading market, and market prices are, therefore, not available. Semiannually, an independent stock valuation firm assists with the appraisal of the fair market value of our common and redeemable common shares based upon our performance and financial condition. Since 1979, we have provided a ready market for all shareholders through our direct purchase of their common shares, although we are under no obligation to do so (other than repurchases pursuant to the put option under the Davey 401KSOP and ESOP Plan, as described in Note N). During 2023, purchases of common shares, both redeemable and common, totaled 3,972,974 shares for \$78,076 in cash; we also had direct sales to directors and employees of 151,055 shares for \$5,226, excluding those shares issued through either the exercise of options or the Employee Stock Purchase Plan. We also sold 721,546 shares to our 401(k) plan for \$14,000 and issued 526,147 shares to participant accounts to satisfy our liability for the 2022 and 2023 employer match in the amount of \$10,240. The liability accrued at December 31, 2023 for the 2023

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employer match was \$2,447. There were also 615,917 shares purchased during 2023 under the Employee Stock Purchase Plan. We also engaged in a subscription offering during 2022 which is described further below.

Common and Redeemable Shares Outstanding--The table below reconciles the activity of the common and redeemable shares outstanding:

	Common Shares Net of Treasury Shares	Redeemable Shares	Total
Shares outstanding, December 31, 2021	35,110,432	9,391,790	44,502,222
Shares purchased	(3,020,253)	(1,145,329)	(4,165,582)
Shares sold	829,526	941,549	1,771,075
Stock subscription offering, employee cash purchases	152,800	—	152,800
Options exercised	456,969	—	456,969
Shares outstanding, December 31, 2022	33,529,474	9,188,010	42,717,484
Shares purchased	(2,560,912)	(1,412,062)	(3,972,974)
Shares sold	1,291,227	723,138	2,014,365
Stock subscription offering, employee cash purchases	13,662	—	13,662
Options exercised	574,857	—	574,857
Shares outstanding, December 31, 2023	32,848,308	8,499,086	41,347,394

On December 31, 2023, we had 41,347,394 common shares outstanding and employee options exercisable to purchase 1,488,455 common shares, and partially-paid subscriptions for 1,259,250 common shares and purchase rights outstanding for 455,754 common shares.

Stock Subscription Offering--Beginning April 2022, the Company offered to eligible employees and nonemployee directors the right to subscribe to a maximum of 2,666,667 common shares of the Company (including shares that may be issued upon the exercise of stock rights) at \$18.10 per share in accordance with the provisions of The Davey Tree Expert Company 2014 Omnibus Stock Plan and the rules of the Compensation Committee of the Company's Board of Directors. The offering period ended on August 1, 2022 and resulted in the subscription of 1,476,250 common shares for \$26,720 at \$18.10 per share.

A participant in the subscription offering who purchased common shares for an aggregate purchase price of less than \$5 was required to pay with cash. All participants (excluding Company directors and officers) who purchased common shares for an aggregate purchase price of \$5 or more had an option to finance their purchase through a down-payment of at least 10% of the total purchase price and a promissory note with a term of seven years for the balance due with interest at 3.15%. Payments on the promissory can be made either by payroll deductions or annual lump-sum payments of both principal and interest.

Common shares purchased in the offering were pledged as security for the payment of the promissory note and the common shares will not be issued until the promissory note is paid-in-full. Dividends will be paid on all subscribed shares, subject to forfeiture to the extent that payment is not ultimately made for the shares.

All participants in the offering who purchased in excess of \$5 of common shares were granted a "right" to purchase one additional common share at a price of \$18.10 per share for every three common shares purchased in the offering. As a result of the stock subscription, rights to purchase 489,169 common shares were granted. Each right may be exercised at the rate of one-seventh per year and will expire

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seven years after the date that the right was granted. A purchaser may not exercise a right once he or she ceases to be the Company's employee or non-employee director, as applicable.

M. Accumulated Other Comprehensive Income (Loss)

Comprehensive income (loss) is comprised of net income and other adjustments that relate to foreign currency translation adjustments and defined benefit pension plan adjustments. We do not provide income taxes on currency translation adjustments, as the earnings of our Canadian operations are considered to be indefinitely reinvested.

The following summarizes the components of other comprehensive income (loss) accumulated in shareholders' equity:

	Foreign Currency Translation Adjustments	Available for Sale Securities	Defined Benefit Pension Plans	Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2021	\$ (3,738)	\$ —	\$ (809)	\$ (4,547)
Foreign currency translation adjustments	84	—	—	84
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	201	201
Tax effect	—	—	(52)	(52)
Unrecognized amounts from defined benefit pension plans	—	—	110	110
Tax effect	—	—	31	31
Net of tax amount	84	—	290	374
Balance at December 31, 2021	\$ (3,654)	\$ —	\$ (519)	\$ (4,173)
Foreign currency translation adjustments	(1,857)	—	—	(1,857)
Unrealized gain (loss) on available-for-sale securities	—	(245)	—	(245)
Amounts reclassified from accumulated other comprehensive income (loss)	—	(8)	119	111
Tax effect	—	54	(31)	23
Unrecognized amounts from defined benefit pension plans	—	—	705	705
Tax effect	—	—	(152)	(152)
Net of tax amount	(1,857)	(199)	641	(1,415)
Balance at December 31, 2022	\$ (5,511)	\$ (199)	\$ 122	\$ (5,588)
Foreign currency translation adjustments	589	—	—	589
Unrealized gain (loss) on available-for-sale securities	—	95	—	95
Amounts reclassified from accumulated other comprehensive income (loss)	—	272	—	272
Tax effect	—	(76)	—	(76)
Unrecognized amounts from defined benefit pension plans	—	—	(103)	(103)
Tax effect	—	—	26	26
Net of tax amount	589	291	(77)	803
Balance at December 31, 2023	\$ (4,922)	\$ 92	\$ 45	\$ (4,785)

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The amounts reclassified from accumulated other comprehensive income (loss) related to defined benefit pension plans for 2023, 2022 and 2021 are included in net periodic pension expense classified in the statement of operations as general and administrative expense or other income (expense).

N. The Davey 401KSOP and Employee Stock Ownership Plan

On March 15, 1979, we consummated a plan, which transferred control of the Company to our employees. As a part of this plan, we initially sold 120,000 common shares (presently, 46,080,000 common shares adjusted for stock splits) to our Employee Stock Ownership Trust ("ESOT") for \$2,700. The Employee Stock Ownership Plan ("ESOP"), in conjunction with the related ESOT, provided for the grant to certain employees of certain ownership rights in, but not possession of, the common shares held by the trustee of the ESOT. Annual allocations of shares have been made to individual accounts established for the benefit of the participants.

Defined Contribution and Savings Plans--Most employees are eligible to participate in The Davey 401KSOP and ESOP Plan. Effective January 1, 1997, the plan commenced operations and retained the existing ESOP participant accounts and incorporated a deferred savings plan (a "401(k) plan") feature. Participants in the 401(k) plan are allowed to make before-tax contributions, within Internal Revenue Service established limits, through payroll deductions. Effective January 1, 2020, we amended the 401(k) plan to be a safe harbor 401K plan. Under the amendment, the Company made changes to the hardship provisions and will make quarterly contributions in cash or our common shares equal to, 100% of the first three percent and 50% of the next two percent of each participant's before-tax contributions, subject to IRS limitations, which will be fully vested. This represents a potential maximum contribution of four percent. All nonbargaining domestic employees who attained 21 years of age and completed one year of service are eligible to participate. In May 2004, we adopted the 401K Match Restoration Plan, a defined contribution plan that supplements the retirement benefits of certain employees that participate in the savings plan feature of The Davey 401KSOP and ESOP Plan, but are limited in contributions because of tax rules and regulations.

Our common shares are not listed or traded on an established public trading market, and market prices are, therefore, not available. Semiannually, an independent stock valuation firm assists with the appraisal of the fair market value of our common shares based upon our performance and financial condition. The Davey 401KSOP and ESOP Plan includes a put option for shares of the Company's common stock distributed from the plan. Shares may be distributed from the Davey 401KSOP and ESOP Plan to former participants of the plan, their beneficiaries, donees or heirs (each, a "participant"). Since our common stock is not currently traded on an established securities market, if the owners of distributed shares desire to sell their shares, the Company is required to purchase the shares at fair value for two 60-day periods after distribution of the shares from the Davey 401KSOP and ESOP. The fair value of distributed shares subject to the put option totaled \$5,272 and \$1,833 as of December 31, 2023 and December 31, 2022, respectively. The fair value of the shares held in the Davey 401KSOP and ESOP totaled \$183,408 and \$168,145 as of December 31, 2023 and December 31, 2022, respectively. Due to the Company's obligation under the put option, the distributed shares subject to the put option and the shares held in the Davey 401KSOP and ESOP (collectively referred to as 401KSOP and ESOP related shares) are recorded at fair value, classified as temporary equity in the mezzanine section of the consolidated balance sheets and totaled \$188,680 and \$169,978 as of December 31, 2023 and December 31, 2022, respectively. Changes in the fair value of the Davey 401KSOP and ESOP Plan related shares are reflected in retained earnings while net share activity associated with the Davey 401KSOP and ESOP Plan related shares are first reflected in additional paid-in capital and then retained earnings if additional paid-in capital is insufficient.

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Total compensation for these plans, consisting primarily of the employer match, was \$10,441 in 2023, \$9,490 in 2022, and \$8,485 in 2021.

O. Stock-Based Compensation

Our shareholders approved the 2014 Omnibus Stock Plan (the "2014 Stock Plan") at our annual meeting of shareholders on May 20, 2014. The 2014 Stock Plan replaced the expired 2004 Omnibus Stock Plan (the "2004 plan") previously approved by the shareholders in 2004. The 2014 Stock Plan is administered by the Compensation Committee of the Board of Directors and has a term of ten years. All directors of the Company and employees of the Company and its subsidiaries are eligible to participate in the 2014 Stock Plan. The 2014 Stock Plan (similar to the 2004 plan) continues the maintenance of the Employee Stock Purchase Plan, as well as provisions for the grant of stock options and other stock-based incentives. The 2014 Stock Plan provides for the grant of five percent of the number of the Company's common shares outstanding as of the first day of each fiscal year plus the number of common shares that were available for grant of awards, but not granted, in prior years. In no event, however, may the number of common shares available for the grant of awards in any fiscal year exceed ten percent of the common shares outstanding as of the first day of that fiscal year. Common shares subject to an award that is forfeited, terminated, or canceled without having been exercised are generally added back to the number of shares available for grant under the 2014 Stock Plan.

Stock-based compensation expense under all share-based payment plans—our Employee Stock Purchase Plan, stock option plans, stock-settled stock appreciation rights ("SSARs"), and restricted stock units ("RSUs")—included in the results of operations was as follows:

	Year Ended December 31,		
	2023	2022	2021
Compensation expense, all share-based payment plans	\$ 6,723	\$ 7,930	\$ 4,625
Income tax benefit	1,293	1,722	793

Stock-based compensation consisted of the following:

Employee Stock Purchase Plan--Under the Employee Stock Purchase Plan, all full-time employees with one year of service are eligible to purchase, through payroll deduction, common shares. Employee purchases under the Employee Stock Purchase Plan are at 85% of the fair market value of the common shares--a 15% discount. Compensation costs are recognized as payroll deductions are made. The 15% discount of total shares purchased under the plan resulted in compensation cost recognized of \$1,712 in 2023, \$1,824 in 2022 and \$1,632 in 2021.

Stock Options Plan--The stock options outstanding were awarded under a graded vesting schedule, measured at fair value, and have a term of ten years. Compensation costs for stock options are recognized over the requisite service period on the straight-line recognition method. Compensation cost recognized for stock options was \$217 in 2023, \$407 in 2022 and \$429 in 2021. Beginning in 2021, management and the Compensation Committee replaced the issuance of stock options with performance-based restricted stock units ("PRSUs") for certain employees.

Stock-Settled Stock Appreciation Rights--A SSAR is an award that allows the recipient to receive common shares equal to the appreciation in the fair market value of our common shares between the date the award was granted and the conversion date of the shares

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vested. Effective January 1, 2019, management and the Compensation Committee replaced the issuance of future SSARs with PRSUs for certain management employees. As of December 31, 2022, all outstanding SSARs have vested.

Compensation costs for SSARs are determined using a fair-value method and amortized over the requisite service period. "Intrinsic value" is defined as the amount by which the fair market value of a common share exceeds the grant date price of a SSAR. There was no compensation expense for SSARs in 2023. Compensation expense for SSARs totaled \$84 in 2022 and \$157 in 2021.

Restricted Stock Units--During the year ended December 31, 2023, the Compensation Committee of the Board of Directors awarded 224,540 PRSUs to certain management employees and 14,378 restricted stock units ("RSUs") to nonemployee directors. The Compensation Committee made similar awards in prior periods. The awards vest over specified periods. The following table summarizes PRSUs and RSUs as of December 31, 2023:

Restricted Stock Units	Number of Stock Units	Weighted-Average Grant Date Value	Weighted-Average Remaining Contractual Life	Unrecognized Compensation Cost	Aggregate Intrinsic Value
Unvested, January 1, 2023	766,267	\$ 14.95			
Granted	238,918	18.29			
Forfeited	—	—			
Vested	(71,342)	12.18			
Unvested, December 31, 2023	<u>933,843</u>	<u>\$ 16.02</u>	<u>1.3 years</u>	<u>\$ 5,763</u>	<u>\$ 19,424</u>
Employee PRSUs	<u>885,572</u>	<u>\$ 15.97</u>	<u>1.3 years</u>	<u>\$ 5,388</u>	<u>\$ 18,420</u>
Nonemployee Director RSUs	<u>48,271</u>	<u>\$ 16.79</u>	<u>1.4 years</u>	<u>\$ 375</u>	<u>\$ 1,004</u>

Compensation cost for PRSUs and RSUs is determined using a fair-value method and amortized on the straight-line recognition method over the requisite service period. "Intrinsic value" is defined as the amount by which the fair market value of a common share exceeds the grant date price of a PRSU or an RSU. Compensation expense on PRSUs and RSUs totaled \$4,794 in 2023, \$5,615 in 2022 and \$2,407 in 2021.

The fair value of each stock-based award was estimated on the date of grant using a binomial option-pricing model. The binomial model considers a range of assumptions related to volatility, risk-free interest rate and employee exercise behavior. Expected volatilities utilized in the binomial model are based on historical volatility of our share prices and other factors. Similarly, the dividend yield is based on historical experience and expected future changes. The binomial model also incorporates exercise and forfeiture assumptions based on an analysis of historical data. The expected life of the stock-based awards is derived from the output of the binomial model and represents the period of time that awards granted are expected to be outstanding.

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The fair values of stock-based awards granted were estimated at the dates of grant with the following weighted-average assumptions:

	Year Ended December 31,		
	2023	2022	2021
Volatility rate	9.6 %	9.7 %	9.9 %
Risk-free interest rate	4.1 %	1.7 %	.3 %
Expected dividend yield	.4 %	.4 %	.4 %
Expected life of awards (years)	3.0	3.0	3.0

General Stock Option Information--The following table summarizes activity under the stock option plans for the year ended December 31, 2023:

Stock Options	Number of Options Outstanding	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life	Unrecognized Compensation Cost	Aggregate Intrinsic Value
Outstanding, January 1, 2023	2,072,949	\$ 8.59			
Granted	—	—			
Exercised	(263,318)	7.00			
Forfeited	(120,800)	5.80			
Outstanding, December 31, 2023	<u>1,688,831</u>	\$ 9.04	3.4 years	<u>\$ 155</u>	<u>\$ 19,861</u>
Exercisable, December 31, 2023	<u>1,488,455</u>	\$ 8.69	3.1 years		<u>\$ 18,025</u>

"Intrinsic value" is defined as the amount by which the market price of a common share exceeds the exercise price of an option.

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Information regarding the stock options outstanding at December 31, 2023 is summarized below:

Stock Options Exercise Price	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted- Average Exercise Price	Number Exercisable	Weighted- Average Exercise Price
Employee options:					
\$ 6.60	257,324	0.5 years	\$ 6.60	257,324	\$ 6.60
7.53	253,200	1.5 years	7.53	253,200	7.53
8.18	288,000	2.5 years	8.18	288,000	8.18
8.80	182,800	3.5 years	8.80	182,800	8.80
9.55	200,350	4.5 years	9.55	200,350	9.55
10.55	41,425	5.2 years	10.55	30,305	10.55
10.55	184,266	5.5 years	10.55	134,928	10.55
12.10	46,506	6.2 years	12.10	23,788	12.10
12.10	234,960	6.5 years	12.10	117,760	12.10
	<u>1,688,831</u>	3.4 years	\$ 9.04	<u>1,488,455</u>	\$ 8.69

We issue common shares from treasury upon the exercise of stock options and SSARs, the vesting of PRSUs and RSUs or purchases under the Employee Stock Purchase Plan.

Tax Benefits of Stock-Based Compensation--Our total income tax benefit from share-based awards--as recognized in our consolidated statement of operations--for the last three years was: \$1,293 in 2023, \$1,722 in 2022, and \$793 in 2021. Tax benefits for share-based awards are accrued as stock compensation expense and recognized in our consolidated statement of operations. Tax benefits on share-based awards are realized when: (a) SSARs are exercised; (b) PRSUs and RSUs vest; and (c) stock options are exercised.

When actual tax benefits realized exceed the tax benefits accrued for share-based awards, we realize an excess tax benefit. We had excess tax benefits of: \$1,109 in 2023, \$1,067 in 2022, and \$1,102 in 2021.

P. Income Taxes

On December 21, 2020, the President of the United States signed into law the "Consolidated Appropriations Act, 2021" which included COVID-19 economic relief and extensions of certain expiring tax provisions. Additional pandemic relief tax measures included an expansion of the employee retention credit, enhanced charitable contribution deductions and a temporary full deduction for business expenses for food and beverages provided by a restaurant. These benefits did not have a material impact on the respective tax provision.

In 2021, as part of the Organization for Economic Co-operation and Development's ("OECD") Inclusive Framework, 140 member countries agreed to the implementation of the Pillar Two Global Minimum Tax ("Pillar Two") of 15%. The OECD continues to release additional guidance, including administrative guidance on how Pillar Two rules should be interpreted and applied by jurisdictions as they adopt Pillar Two. A number of countries have utilized the administrative guidance as a starting point for legislation that is effective January 1, 2024. The Company is continuing to evaluate the potential impact on future periods of Pillar Two, pending legislative adoption by individual countries.

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Income (loss) before income taxes was attributable to the following sources:

	Year Ended December 31,		
	2023	2022	2021
United States	\$ 99,116	\$ 90,379	\$ 89,086
Canada	(1,879)	(5,180)	361
Total	\$ 97,237	\$ 85,199	\$ 89,447

The provision for income taxes follows:

	Year Ended December 31,		
	2023	2022	2021
Current provision (benefit):			
Federal	\$ 17,708	\$ 18,795	\$ 18,101
State	6,275	7,173	7,221
Canadian	(62)	11	78
Total current	23,921	25,979	25,400
Deferred taxes	1,175	(2,070)	(1,652)
Total taxes on income	\$ 25,096	\$ 23,909	\$ 23,748

A reconciliation of the expected statutory U.S. federal rate to our actual effective income tax rate follows:

	Year Ended December 31,		
	2023	2022	2021
Statutory U.S. federal tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal benefit	5.4	6.1	5.5
Effect of Canadian income taxes	—	(.2)	.1
Nondeductible expenses	.7	1.9	1.5
Stock compensation	(.8)	(.8)	(.9)
ESOP dividend deduction	(.2)	(.2)	(.1)
Uncertain tax adjustments and audit settlement	.1	—	(.5)
Valuation allowance	(.3)	—	—
Other, net	(.1)	.4	—
Effective income tax rate	25.8 %	28.2 %	26.6 %

Deferred income taxes reflect the tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance is recorded when it is more-likely-than-not that an income tax benefit will not be realized.

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Significant components of our noncurrent net deferred tax assets and liabilities at December 31, were as follows:

	December 31,	
	2023	2022
Deferred tax assets:		
Self-insurance accruals	\$ 28,198	\$ 28,183
Accrued compensated absences	2,451	1,931
Accrued expenses and other liabilities	880	808
Accrued stock compensation	4,093	3,298
Foreign tax credit carryforward	1,359	1,569
Lease obligations	21,958	20,938
Intangibles	81	—
Other future deductible amounts, net	5,236	5,988
	<u>64,256</u>	<u>62,715</u>
Less deferred tax asset valuation allowance	864	1,185
	<u>63,392</u>	<u>61,530</u>
Deferred tax liabilities:		
Intangibles	—	652
Prepaid expenses	5,874	5,142
Lease right of use assets	21,986	21,177
Property and equipment	29,531	27,731
	<u>57,391</u>	<u>54,702</u>
Net deferred tax asset--noncurrent	<u>\$ 6,001</u>	<u>\$ 6,828</u>

We treat all of our Canadian subsidiary earnings through December 31, 2023 as permanently reinvested and have not provided any U.S. federal or state tax thereon. As of December 31, 2023, approximately \$23,830 of undistributed earnings attributable to our Canadian operations was considered to be indefinitely invested. Presently, our intention is to reinvest the earnings permanently.

If, in the future, these earnings are distributed to the U.S. in the form of dividends or otherwise, or if the Company determines such earnings will be remitted in the foreseeable future, the Company would be subject to Canadian withholding taxes. It is not practicable to estimate the amount of taxes that would be payable upon remittance of these earnings given the various tax planning alternatives that we could employ should we decide to repatriate those earnings.

As of December 31, 2020, we recorded a valuation allowance on foreign tax credit carryforwards that arose due to the transition toll tax on the deemed repatriation of deferred foreign earnings of non-U.S. operations due to the Tax Cuts and Jobs Act. Management presently believes that it is more-likely-than-not that the deferred tax asset, related to the foreign tax credits that expire in 2027, will not be fully realized. The criteria considered in making the determination included the ability to utilize tax-planning strategies, historical and projected operating results, and the period of time over which the foreign tax credit can be utilized.

The amount of income taxes that we pay is subject to audit by U.S. federal, state, local and Canadian tax authorities, which may result in proposed assessments. Our estimate for the potential outcome for any uncertain tax issue is highly judgmental. Uncertain tax positions are recognized only if they are more-likely-than-not to be upheld during examination based on their technical merits. The measurement of the

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uncertain tax position is based on the largest benefit amount that is more-likely-than-not (determined on a cumulative probability basis) to be realized upon settlement of the matter. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate settlement, a further charge to expense may result.

The balance of unrecognized benefits and the amount of related interest and penalties at December 31, were as follows:

	December 31,	
	2023	2022
Unrecognized tax benefits	\$ 1,022	\$ 638
Portion, if recognized, would reduce tax expense and effective tax rate	369	311
Accrued interest on unrecognized tax benefits	47	53

We recognize interest accrued related to unrecognized tax benefits in income tax expense. Penalties, if incurred, would be recognized as a component of income tax expense.

The Company is routinely under audit by U.S. federal, state, local and Canadian authorities in the area of income tax. These audits include questioning the timing and the amount of income and deductions and the allocation of income and deductions among various tax jurisdictions. With the exception of U.S. state jurisdictions and Canada, the Company is no longer subject to examination by tax authorities for the years through 2019. As of December 31, 2023, we believe it is reasonably possible that the total amount of unrecognized tax benefits will not significantly increase or decrease.

The changes in our unrecognized tax benefits are summarized in the table below:

	Year Ended December 31,		
	2023	2022	2021
Balance, beginning of year	\$ 638	\$ 700	\$ 1,183
Additions based on tax positions related to the current year	436	24	4
Additions for tax positions of prior years	39	—	—
Reductions for tax positions of prior years	—	(8)	(13)
Lapses in statutes of limitations	(91)	(78)	(474)
Balance, end of year	\$ 1,022	\$ 638	\$ 700

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Q. Earnings Per Share Information

Earnings per share was computed as follows:

	Year Ended December 31,		
	2023	2022	2021
Income available to common shareholders:			
Net income	\$ 72,140	\$ 61,290	\$ 65,699
Weighted-average shares:			
Basic:			
Outstanding	42,192,411	43,890,081	45,081,254
Partially-paid share subscriptions	1,259,250	557,594	—
Basic weighted-average shares	43,451,661	44,447,675	45,081,254
Diluted:			
Basic from above	43,451,661	44,447,675	45,081,254
Incremental shares from assumed:			
Exercise of stock subscription purchase rights	37,638	—	—
Exercise of stock options and awards	2,048,399	2,289,696	2,508,822
Diluted weighted-average shares	45,537,698	46,737,371	47,590,076
Share data:			
Earnings per share--basic	\$ 1.66	\$ 1.38	\$ 1.46
Earnings per share--diluted	\$ 1.58	\$ 1.31	\$ 1.38

R. Operations by Business Segment and Geographic Information

We provide a wide range of arboricultural, horticultural, environmental and consulting services to residential, utility, commercial and government entities throughout the United States and Canada. We have two reportable operating segments organized by type or class of customer: Residential and Commercial, and Utility.

Residential and Commercial--Residential and Commercial provides services to our residential and commercial customers including: the treatment, preservation, maintenance, removal and planting of trees, shrubs and other plant life; the practice of landscaping, grounds maintenance, tree surgery, tree feeding and tree spraying; the application of fertilizer, herbicides and insecticides; and natural resource management and consulting, forestry research and development, and environmental planning.

Utility--Utility is principally engaged in providing services to our utility customers--investor-owned, municipal utilities, and rural electric cooperatives--including: the practice of line-clearing and vegetation management around power lines and rights-of-way and chemical brush control, natural resource management and consulting, forestry research and development and environmental planning.

All other operating activities, including research, technical support and laboratory diagnostic facilities, are included in "All Other."

Measurement of Segment Profit and Loss and Segment Assets--We evaluate performance and allocate resources based primarily on operating income and also actively manage business unit operating assets. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies except that (a) we compute and recognize depreciation expense for

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our segments only by the straight-line method and (b) state income taxes are allocated to the segments. Corporate expenses are substantially allocated among the operating segments, but the nature of expenses allocated may differ from year-to-year. There are no intersegment revenues. Segment assets are those generated or directly used by each segment, and include accounts receivable, operating supplies, and property and equipment.

Information on reportable segments and reconciliation to the consolidated financial statements follows:

	<u>Utility Services</u>	<u>Residential Commercial Services</u>	<u>All Other</u>	<u>Reconciling Adjustments</u>	<u>Consolidated</u>
Fiscal Year 2023					
Revenues	\$ 934,977	\$ 754,455	\$ 4,049	\$ —	\$ 1,693,481
Income (loss) from operations	<u>63,414</u>	<u>71,822</u>	<u>(12,211)</u>	(8,818) (a)	114,207
Interest expense				(13,745)	(13,745)
Interest income				1,894	1,894
Other income (expense), net				<u>(5,120)</u>	<u>(5,120)</u>
Income before income taxes					<u>\$ 97,236</u>
Depreciation	\$ 21,565	\$ 29,843	\$ —	\$ 2,163 (b)	\$ 53,571
Amortization	1,873	3,199	—	—	5,072
Capital expenditures	21,716	43,147	—	22,459	87,322
Segment assets, total	<u>399,059</u>	<u>367,745</u>	<u>—</u>	<u>514,256 (c)</u>	<u>1,281,060</u>
Fiscal Year 2022					
Revenues	\$ 840,553	\$ 666,972	\$ 3,556	\$ —	\$ 1,511,081
Income (loss) from operations	<u>62,267</u>	<u>58,310</u>	<u>(14,993)</u>	(5,348) (a)	100,236
Interest expense				(6,129)	(6,129)
Interest income				955	955
Other income (expense), net				<u>(9,863)</u>	<u>(9,863)</u>
Income before income taxes					<u>\$ 85,199</u>
Depreciation	\$ 22,791	\$ 26,294	\$ —	\$ 2,884 (b)	\$ 51,969
Amortization	776	2,452	—	—	3,228
Capital expenditures	26,178	44,173	—	18,387	88,738
Segment assets, total	<u>362,399</u>	<u>313,401</u>	<u>—</u>	<u>280,421 (c)</u>	<u>956,221</u>
Fiscal Year 2021					
Revenues	\$ 765,072	\$ 610,666	\$ 2,315	\$ —	\$ 1,378,053
Income (loss) from operations	<u>73,893</u>	<u>60,261</u>	<u>(27,016)</u>	(5,872) (a)	101,266
Interest expense				(4,973)	(4,973)
Interest income				175	175
Other income (expense), net				<u>(7,021)</u>	<u>(7,021)</u>
Income before income taxes					<u>\$ 89,447</u>
Depreciation	\$ 25,364	\$ 24,634	\$ —	\$ 2,929 (b)	\$ 52,927
Amortization	611	2,430	—	3	3,044
Capital expenditures	23,303	36,506	—	15,882	75,691
Segment assets, total	<u>298,070</u>	<u>275,204</u>	<u>—</u>	<u>199,667 (c)</u>	<u>772,941</u>

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Reconciling adjustments from segment reporting to consolidated external financial reporting include unallocated corporate items:

- (a) Reclassification of depreciation expense and allocation of corporate expenses.
- (b) Adjustments to declining-balance method depreciation expense from straight-line method and depreciation and amortization of corporate assets.
- (c) Corporate assets include cash, prepaid expenses, corporate facilities, enterprise-wide information systems and other nonoperating assets.

Geographic Information--The following presents revenues and long-lived assets by geographic territory:

	Year Ended December 31,		
	2023	2022	2021
Revenues			
United States	\$ 1,594,546	\$ 1,426,019	\$ 1,292,496
Canada	98,935	85,062	85,557
	<u>\$ 1,693,481</u>	<u>\$ 1,511,081</u>	<u>\$ 1,378,053</u>
	December 31,		
	2023	2022	2021
Long-lived assets, net			
United States	\$ 741,294	\$ 484,740	\$ 397,624
Canada	33,086	29,217	27,062
	<u>\$ 774,380</u>	<u>\$ 513,957</u>	<u>\$ 424,686</u>

S. Revenue Recognition

We recognize revenue in accordance with ASC Topic 606, Revenue from Contracts with Customers.

Nature of Performance Obligations and Significant Judgments

At contract inception, the Company assesses the goods and services promised in its contracts with customers and identifies a performance obligation for each promised good or service (or bundle of goods and services) that is distinct. To identify the performance obligations, the Company considers all of the goods or services promised in the contract regardless of whether they are explicitly stated or are implied by customary business practices. A description of our performance obligations is included below.

- Residential and Commercial Services - We provide a wide array of services for our residential and commercial customers including the treatment, preservation, maintenance, removal and planting of trees, shrubs and other plant life, landscaping, grounds maintenance, the application of fertilizer, herbicides and insecticides, natural resource management and consulting, forestry research and development, and environmental planning. A contract with a customer may include only one of these services, all of these services, or a combination of these services. For contracts in which we provide all, or a combination of, these services, we believe that the nature of our promise is to provide an integrated property management service for our customer. In these contracts, the customer has effectively outsourced the care and maintenance of its property grounds to us during the duration of the contract as we are responsible for providing a continuous delivery of outsourced maintenance activities over the contract

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term. As such, for contracts that contain a combination of services, we have concluded that we have a single performance obligation, which is accounted for as a series of distinct services.

- Utility Services - We provide a suite of vegetation management or arboricultural services to our utility customers (investor-owned, municipal utilities, and rural electric cooperatives) including the practice of line-clearing and vegetation management around power lines and rights-of-way, chemical brush control, natural resource management and consulting, forestry research and development, and environmental planning. A contract with a customer may include only one of these services, all of these services, or a combination of these services. For contracts in which we provide all, or a combination of, these services, we believe that the nature of our promise is to provide an integrated overall vegetation management service, rather than the performance of discrete activities or services for the customer. As such, for contracts that contain a combination of services, we have concluded that we have a single performance obligation, which is accounted for as a series of distinct services.

Contracts with our customers generally originate upon the completion of a quote for services for residential and commercial customers or the receipt of a purchase order (or similar work order) for utility customers. In some cases, our contracts are governed by master services agreements, in which case our contract under ASC 606 consists of the combination of the master services agreement and the quote/purchase order. Many of our contracts have a stated duration of one year or less or contain termination clauses that allow the customer to cancel the contract after a specified notice period, which is typically less than 90 days. Due to the fact that many of our arrangements allow the customer to terminate for convenience, the duration of the contract for revenue recognition purposes generally does not extend beyond the services that we have actually transferred. As a result, many of our contracts are, in effect, day-to-day or month-to-month contracts.

Revenue from our residential, commercial, and utility performance obligations is recognized over time as the customer simultaneously receives and consumes the benefits of our services as we perform them. Many of our contracts compensate us based on an agreed upon price for each increment of service provided to the customer. Therefore, revenue is mainly recognized as each increment of service is provided to the customer at the amount to which we are contractually entitled. For contracts that contain a fixed price, we generally use a units-delivered based output method to measure progress. Revenue from our consulting services is also recognized over time and we use a cost-based input method to measure progress. Payment for our services is generally due within 30 days of such services being provided to the customer.

The transaction price for our contracts is determined upon establishment of the contract that contains the final terms of the sale, including the description, quantity, and price of each service purchased. Certain of our contracts contain variable consideration, including index-based pricing, chargebacks, and prompt payment discounts. The Company estimates variable consideration and performs a constraint analysis for these contracts on the basis of both historical information and current trends. However, these types of variable consideration do not have a material effect on the Company's revenue, either individually or in the aggregate. In addition, although our contracts generally include fixed pricing for each increment of service, the ultimate quantity of services that will be required in order to fulfill our performance obligations is unknown at contract inception. Therefore, our total transaction price ultimately varies based on the quantity and types of services provided to our customer. However, this type of variable consideration is allocated entirely to the distinct services within the series to which it relates.

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Disaggregation of Revenue

The following tables disaggregate our revenue for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 by major sources:

Year Ended December 31, 2023	Utility	Residential and Commercial	All Other	Consolidated
Type of service:				
Tree and plant care	\$ 563,222	\$ 411,508	\$ (756)	\$ 973,974
Grounds maintenance	—	185,994	—	185,994
Storm damage services	12,049	13,123	—	25,172
Consulting and other	359,706	143,830	4,805	508,341
Total revenues	<u>\$ 934,977</u>	<u>\$ 754,455</u>	<u>\$ 4,049</u>	<u>\$ 1,693,481</u>

Geography:

United States	\$ 881,428	\$ 709,069	\$ 4,049	\$ 1,594,546
Canada	53,549	45,386	—	98,935
Total revenues	<u>\$ 934,977</u>	<u>\$ 754,455</u>	<u>\$ 4,049</u>	<u>\$ 1,693,481</u>

Year Ended December 31, 2022	Utility	Residential and Commercial	All Other	Consolidated
Type of service:				
Tree and plant care	\$ 545,048	\$ 383,148	\$ (174)	\$ 928,022
Grounds maintenance	—	169,948	—	169,948
Storm damage services	21,437	9,665	—	31,102
Consulting and other	274,068	104,211	3,730	382,009
Total revenues	<u>\$ 840,553</u>	<u>\$ 666,972</u>	<u>\$ 3,556</u>	<u>\$ 1,511,081</u>

Geography:

United States	\$ 800,590	\$ 621,873	\$ 3,556	\$ 1,426,019
Canada	39,963	45,099	—	85,062
Total revenues	<u>\$ 840,553</u>	<u>\$ 666,972</u>	<u>\$ 3,556</u>	<u>\$ 1,511,081</u>

Year Ended December 31, 2021	Utility	Residential and Commercial	All Other	Consolidated
Type of service:				
Tree and plant care	\$ 530,632	\$ 358,589	\$ (337)	\$ 888,884
Grounds maintenance	—	155,543	—	155,543
Storm damage services	16,763	6,690	—	23,453
Consulting and other	217,677	89,844	2,652	310,173
Total revenues	<u>\$ 765,072</u>	<u>\$ 610,666</u>	<u>\$ 2,315</u>	<u>\$ 1,378,053</u>

Geography:

United States	\$ 723,577	\$ 566,604	\$ 2,315	\$ 1,292,496
Canada	41,495	44,062	—	85,557
Total revenues	<u>\$ 765,072</u>	<u>\$ 610,666</u>	<u>\$ 2,315</u>	<u>\$ 1,378,053</u>

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Contract Balances

Our contract liabilities consist of advance payments, billings in excess of costs incurred and deferred revenue. The Company has recognized \$2,266 and \$1,997 of revenue for the twelve months ended December 31, 2023 and December 31, 2022, respectively, that was included in the contract liability balance at December 31, 2022 and December 31, 2021, respectively. Net contract liabilities consisted of the following:

	December 31, 2023	December 31, 2022
Contract liabilities - current	\$ 3,430	\$ 3,723
Contract liabilities - noncurrent	3,700	4,145
Net contract liabilities	<u>\$ 7,130</u>	<u>\$ 7,868</u>

Practical Expedients & Accounting Policy Elections

- *Remaining performance obligations* - The Company's contracts for service revenue have an original duration of one year or less. Therefore, because of the short duration of these contracts, the Company has not disclosed the transaction price for the future performance obligations as of the end of each reporting period or when the Company expects to recognize this revenue.
- *Incremental costs of obtaining a contract* - The Company's contracts for service revenue have an original duration of one year or less. Therefore, the Company has elected to expense these costs as incurred.
- *Right to invoice* - For the Company's contracts in which it has the right to invoice the customer on the basis of actual work performed (i.e., output), the Company has elected to measure the satisfaction of performance obligation(s) on the basis of actual work performed, as the invoiced amount directly corresponds to the value transferred to the customer.
- *Sales taxes* - The Company has, as an accounting policy election, decided to exclude from the measurement of the transaction price all sales taxes assessed by a governmental authority.
- *Significant financing component* - The Company's contracts do not allow for payment terms which exceed one year, and thus need not account for the effects of a significant financing component.

T. Fair Value Measurements and Financial Instruments

FASB ASC 820, "Fair Value Measurements and Disclosures" ("Topic 820") defines fair value based on the price that would be received to sell an asset or the exit price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. Market participants are defined as buyers or sellers in the principal or most advantageous market for the asset or liability that are independent of the reporting entity, knowledgeable and able and willing to transact for the asset or liability.

Valuation Hierarchy--Topic 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value. The hierarchy prioritizes the inputs into three broad levels:

Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.

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Level 2 inputs are observable inputs other than prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated with observable market data.

Level 3 inputs are unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Our assets and liabilities measured at fair value on a recurring basis at December 31, 2023 and December 31, 2022, were as follows:

Description	Total Carrying Value at December 31, 2023	Fair Value Measurements at December 31, 2023 Using:		
		Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Assets invested for self-insurance				
Certificates of deposits, current	\$ 2,859	\$ 2,859	\$ —	\$ —
Certificates of deposits, noncurrent	3,500	3,500	—	—
Available-for-sale debt securities:				
United States Government and agency securities	36,802	36,802	—	—
Corporate notes and bonds	260	260	—	—
Total available-for-sale debt securities	37,062	37,062	—	—
Marketable equity securities:				
Mutual funds	6,842	6,842	—	—
Corporate stocks	3,780	3,780	—	—
Exchange traded funds	1,480	1,480	—	—
Total marketable equity securities	12,102	12,102	—	—
Liabilities:				
Deferred compensation	\$ 1,572	\$ —	\$ —	\$ 1,572

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Description	Total Carrying Value at December 31, 2022	Fair Value Measurements at December 31, 2022 Using:		
		Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Assets invested for self-insurance				
Certificates of deposits, current	\$ 3,750	\$ 3,750	\$ —	\$ —
Certificates of deposits, noncurrent	6,359	6,359	—	—
Available-for-sale debt securities:				
United States Government and agency securities	25,254	25,254	—	—
Corporate notes and bonds	264	264	—	—
Total available-for-sale debt securities	25,518	25,518	—	—
Marketable equity securities:				
Mutual funds	13,873	13,873	—	—
Corporate stocks	3,007	3,007	—	—
Exchange traded funds	1,230	1,230	—	—
Total marketable equity securities	18,110	18,110	—	—
Liabilities:				
Deferred compensation	\$ 4,597	\$ —	\$ 4,597	\$ —

The assets invested for self-insurance are certificates of deposits, stocks, bonds, mutual funds and exchange traded funds--classified as Level 1--based on quoted market prices of the identical underlying securities in active markets. The estimated fair value of the deferred compensation--classified as Level 3--is based on the value of the Company's common shares, determined by independent valuation.

The Company's common shares are not listed or traded on an established public trading market and market prices are, therefore, not available. Semiannually, for purposes of the Davey 401KSOP and ESOP, the fair market value of the common shares is determined by an independent stock valuation firm. The semiannual valuations utilize two approaches in determining the fair value of the common shares, a market approach and an income approach. Each approach utilizes Company performance and financial condition, using a peer group of comparable companies selected by the firm as well as significant unobservable inputs such as projected earnings and cash flow, EBITDA and cost of capital. The results of each valuation approach are utilized in a weighted average calculation to arrive at the fair market value.

The peer group at December 31, 2023 consisted of: ABM Industries Incorporated; Comfort Systems USA, Inc.; Dycom Industries, Inc.; FirstService Corporation; MYR Group, Inc.; Quanta Services, Inc.; Rollins, Inc.; and Scotts Miracle-Gro Company. The semiannual valuations are effective for a period of six months and the per-share price established by those valuations is the price at which the Board of Directors of the Company has determined that the common shares will be bought and sold during that six-month period in transactions involving the Company or one of its employee benefit or stock purchase plans. The Company provides a ready market for all shareholders

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through its direct purchase of their common shares, although the Company is under no obligation to do so (other than for repurchases pursuant to the put option, as described in Note N).

Fair Value of Financial Instruments--The fair values of our current financial assets and current liabilities, including cash, accounts receivable, accounts payable, and accrued expenses among others, approximate their reported carrying values because of their short-term nature. Financial instruments classified as noncurrent assets and liabilities and their carrying values and fair values were as follows:

	December 31, 2023		December 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets:				
Available-for-sale debt securities	\$ 37,062	\$ 37,062	\$ 25,518	\$ 25,518
Marketable equity securities	12,102	12,102	18,110	18,110
Liabilities:				
Revolving credit facility, noncurrent	141,616	141,616	150,433	150,433
Senior unsecured notes	135,000	130,959	75,000	74,968
Term loans, noncurrent	7,012	7,252	5,854	5,610
Total	\$ 283,628	\$ 279,827	\$ 231,287	\$ 231,011

The carrying value of our revolving credit facility approximates fair value--classified as Level 2--as the interest rates on the amounts outstanding are variable. The fair value of our senior unsecured notes and term loans--classified as Level 2--is determined based on expected future weighted-average interest rates with the same remaining maturities.

Management has evaluated the classification of the common shares and determined that due to significant unobservable inputs used in the independent stock valuation, the shares are more appropriately categorized as Level 3 investments.

Market Risk--In the normal course of business, we are exposed to market risk related to changes in foreign currency exchange rates, changes in interest rates and changes in fuel prices. We do not hold or issue derivative financial instruments for trading or speculative purposes. In prior years, we have used derivative financial instruments to manage risk, in part, associated with changes in interest rates and changes in fuel prices. Presently, we are not engaged in any hedging or derivative activities.

U. Commitments and Contingencies

Letters of Credit

At December 31, 2023, we were contingently liable to our principal banks in the amount of \$94,702 for letters of credit outstanding primarily related to insurance coverage.

Surety Bonds

In certain circumstances, we have performance obligations that are supported by surety bonds in connection with our contractual commitments.

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Litigation

We are party to a number of lawsuits, threatened lawsuits and other claims arising out of the normal course of business. On a quarterly basis, we assess our liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that we will incur a loss and the amount of the loss can be reasonably estimated, we record a liability in our consolidated financial statements. These accruals may be increased or decreased to reflect any relevant developments on a quarterly basis. Where a loss is not probable or the amount of the loss is not estimable, we do not record an accrual, consistent with applicable accounting guidance. Based on information currently available to us, advice of counsel, and available insurance coverage, we believe that our established accruals are adequate and the liabilities arising from the legal proceedings will not have a material adverse effect on our consolidated financial condition. We note, however, that in light of the inherent uncertainty in legal proceedings, there can be no assurance that the ultimate resolution of a matter will not exceed established accruals. As a result, the outcome of a particular matter or a combination of matters may be material to our results of operations for a particular period, depending upon the size of the loss or our income for that particular period.

Georgia Wrongful Death Suit

In November 2017, a wrongful death lawsuit was filed in Savannah, Georgia in the State Court of Chatham County (“State Court”) against Davey Tree, its subsidiary, Wolf Tree, Inc. (“Wolf Tree”), a former Davey employee, a Wolf Tree employee, and two former Wolf Tree employees. That complaint, as subsequently amended, alleges various acts of negligence and seeks compensatory damages for the wrongful death of the plaintiff’s husband, a Wolf Tree employee, who was shot and killed in August 2017.

In July 2018, a related survival action was filed in Savannah, Georgia by the deceased’s estate against Davey Tree, its subsidiary, Wolf Tree, and four current and former employees, which arises out of the same allegations, seeks compensatory and punitive damages and also includes three Racketeer Influenced and Corrupt Organizations Act (“RICO”) claims under Georgia law seeking treble damages. The 2018 case was removed to the United States District Court for the Southern District of Georgia, Savannah Division (“Federal Court”), on August 2, 2018.

The cases were mediated unsuccessfully in December 2018 and the State Court case was originally set for trial on January 22, 2019. However, as discussed below, the two civil cases were ultimately stayed for more than four years.

On December 6, 2018, a former Wolf Tree employee pled guilty to conspiracy to conceal, harbor, and shield illegal aliens. On December 21, 2018, the United States Department of Justice (“DOJ”) filed a motion to stay both actions on the grounds that on December 7, 2018, an indictment was issued charging two former Wolf Tree employees and another individual with various crimes, including conspiracy to murder the deceased. The State Court case was stayed on December 28, 2018 and the Federal Court case was stayed on January 8, 2019. On January 29, 2019, the State Court ordered the parties to return to mediation, which occurred on April 17, 2019, but was unsuccessful in resolving the matters.

By November 2022, all three of the individually charged defendants had either been convicted at trial or pled guilty to Federal criminal charges in the Federal Court related to their involvement with the murder and other illegal activities. All three criminal defendants have now been sentenced.

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Since the individual defendants' criminal matters are now resolved, the State Court permitted limited additional discovery and amended motions for summary judgment. The Company's motion for summary judgment was argued before the State Court in October of 2023 and remains pending. The State Court has set a civil jury trial for the week of July 29 to August 2, 2024.

The stay in the Federal Court case was lifted on April 4, 2023. The Company moved to dismiss the alleged civil RICO claims, further filed a motion to stay the case until the motion to dismiss was decided, and moved for partial summary judgment on certain state law claims. The Federal Court granted the Company's motion to stay discovery pending resolution of the motion to dismiss. The Federal Court has not yet set a trial date.

Previously, on December 17, 2018, the United States Attorney's Office for the Southern District of Georgia ("United States Attorney") informed the Company and Wolf Tree that they are also under investigation for potential civil or other violations of immigration and other laws relating to the subject matters of the criminal investigation referenced above. The Company and Wolf Tree fully cooperated with the investigation.

On July 12, 2023, the Company and Wolf Tree entered into a non-prosecution and settlement agreement (the "settlement agreement") with the United States Attorney's Office for the Southern District of Georgia and the United States Department of Homeland Security ("DHS"), resolving the investigation for potential violations of immigration and other laws by the Company and Wolf Tree.

The United States Attorney recognized that, since August 2017, both the Company and Wolf Tree have fully cooperated with the criminal and civil investigation and, in entering into the settlement agreement, the United States Attorney took into consideration the Company's and Wolf Tree's implementation of a significant compliance program.

The Company and Wolf Tree agreed to pay \$3,984 as part of the settlement agreement, including civil penalties, forfeiture and restitution, an amount the Company and Wolf Tree had previously reserved. The United States Attorney agreed that it will not bring any criminal charges against the Company or Wolf Tree concerning the subject matter of the investigation and released the Company and Wolf Tree from civil liability concerning certain immigration code provisions. The DHS also agreed to release the Company and Wolf Tree from administrative liability relating to the subject matter of the investigation, all of which are subject to standard reservations of rights and certain reserved claims. The settlement agreement closes the investigation by the United States Attorney and DHS. The settlement is not an admission of liability by the Company or Wolf Tree.

The civil cases in the State Court of Chatham County in Georgia and the United States District Court for the Southern District of Georgia, Savannah Division relating to the same subject matter, remain pending. In both civil cases, the Company and Wolf Tree have denied all liability and are vigorously defending against the actions. The Company also has retained separate counsel for some of the individual defendants, each of whom has denied all liability and also are vigorously defending the actions.

Northern California Wildfire Cases

Five lawsuits were filed that name contractors for PG&E Corporation and its subsidiary, Pacific Gas and Electric Company (together, "PG&E"), including Davey Tree, with respect to claims arising from a wildfire event that occurred in Pacific Gas and Electric Company's service territory in northern California beginning on October 8, 2017. An action was brought on August 8, 2019 in Napa County Superior Court, entitled *Walker, et al. v. Davey Tree Surgery Company, et al.*, Case No. 19CV001194. An action was brought on October 8, 2019 in

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San Francisco County Superior Court, entitled *Abram, et al. v. ACRT, Inc., et al.*, Case No. CGC-19-579861. An action was brought on October 7, 2019 in San Francisco Superior Court, entitled *Adams, et al. v. Davey Resource Group, Inc., et al.*, Case No. CGC-19-579828. An action was brought on October 8, 2019 in Sacramento Superior Court, entitled *Antone, et al. v. ACRT, Inc. et al.*, Case No. 34-2019-00266662. An action was brought on October 7, 2019 in Sacramento Superior Court, entitled *Bennett, et al. v. ACRT, Inc. et al.*, Case No. 2019-00266501.

Three additional actions were brought on January 28, 2021 in San Francisco County Superior Court, by fire victims represented by a trust (“Plaintiffs’ Trust”), which was assigned contractual rights in the PG&E bankruptcy proceedings. These cases are entitled *John K. Trotter, Trustee of the PG&E Fire Victim Trust v. Davey Resource Group, Inc., et al.*, Case No. CGC-21-589438; *John K. Trotter, Trustee of the PG&E Fire Victim Trust v. Davey Resource Group, Inc., et al.*, Case No. CGC-21-589439; and *John K. Trotter, Trustee of the PG&E Fire Victim Trust v. ACRT Pacific, LLC, et al.*, Case No. CGC-21-589441. On September 22, 2021, the Court granted Davey Tree’s petition to coordinate all cases as a California Judicial Council Coordination Proceeding, *In Re North Bay Fire Cases*, JCCP No. 4955. As a result of the coordination order, all of the actions were stayed in their home jurisdictions, subject to further court order.

In November 2022, Davey Tree filed a cross-complaint against the Plaintiffs’ Trust and PG&E related to the contractual obligations of limitation of liability and hold harmless. Since that time, Davey Tree has dismissed the cross-complaint against PG&E without prejudice. The Plaintiffs’ Trust filed a demurrer which challenged Davey Tree’s claim that the hold harmless provisions in its contracts with PG&E are an obligation of the Plaintiffs’ Trust. In response to the demurrer, Davey Tree filed an amended cross-complaint against the Plaintiffs’ Trust on April 13, 2023. The Plaintiffs’ Trust has since filed another demurrer seeking to dismiss the cross complaint by Davey Tree, and Davey Tree has filed a response. The Plaintiffs’ Trust filed a motion for summary adjudication which challenged the limitation of liability as set forth in the assigned contracts. The Court denied the motion for summary adjudication in an order entered April 12, 2023.

At a case management conference in JCCP No. 4955 on February 24, 2022, the Court ordered that Davey Tree and the plaintiffs participate in a mediation. The mediation commenced on October 17, 2022. At a case management conference on September 26, 2023, the parties reported to the Court that they had reached a settlement in principle and needed additional time to work on a long form settlement agreement. The parties jointly requested that the Court continue trial dates and other proceedings while the parties attempt to reach final terms on a global resolution. The Court originally set a trial date for October 2, 2023 involving the claim of the Plaintiffs’ Trust as to the Atlas burn location. On July 26, 2023, based on a joint request by the parties, the Court vacated the October 2, 2023 Atlas trial date and reset the Atlas trial for February 26, 2024, which has been vacated. The Court in the *Walker* case set a trial date of March 4, 2024 for claims related to the Patrick burn location. Pursuant to the parties’ stipulation, that trial date has been continued to August 19, 2024.

Davey Tree has responded to all claims asserted by the plaintiffs in these actions, denying all liability, and is vigorously defending against plaintiffs’ alleged claims. However, we believe that a range of losses is probable and we have accrued our best estimate within this range which is also equal to our total coverage limits under our self-insurance and third party insurance providers for the 2017-2018 policy year of \$220,000. We believe that any losses would be recovered through our self-insurance and third party insurance providers and have accrued a corresponding insurance recoverable within our Condensed Consolidated Balance Sheet as of December 31, 2023.

**THE DAVEY TREE EXPERT COMPANY
BOARD OF DIRECTORS
REVISED DEFERRED COMPENSATION PLAN
(January 1, 2024 Restatement)**

This Revised Deferred Compensation Plan (the "Plan"), previously restated as of January 1, 2014, affords the members of the Board of Directors of The Davey Tree Expert Company (the "Company") and members of the Compensation Committee, the Audit Committee, the Nominating Committee, the Finance Committee, and other committees appointed by the Board of Directors, the right to defer the receipt, to a later period of time, of all or a portion of the fees (including quarterly retainer fees, meeting fees, and such special or other fees as may be authorized by the Board of Directors, all of which are referred to herein as "Directors Compensation") payable to them by reason of their serving on the Board of Directors and, if applicable, on Committees of the Board for years beginning after December 31, 2004. The purpose of the Plan is to provide an additional incentive for services on the Board of Directors in the form of a deferred compensation arrangement comparable to those offered by publicly-held corporations. The Plan is hereby amended and restated effective as of January 1, 2024, with respect to payment elections for deferrals of compensation earned for services performed on and after that date. References in this Plan to a "year" are to a calendar year. The provisions of the Plan, effective as of January 1, 2024, are as follows:

1. Election to Defer Directors Compensation

(a) Election by Present Directors. Each Director of the Company may irrevocably elect on or before December 31 of any year to defer the receipt of the Directors Compensation attributable to services to be rendered during the following year. Any such election shall be made using the deferral election agreement attached to this Plan as Exhibit A or such successor deferral election agreement (which may be electronic) as may be provided by the Company for such purpose ("Deferral Election Agreement"). A Director must make a separate election for any subsequent year.

(b) Election by Future Directors. Any person who is appointed to fill a vacancy on the Board of Directors, or is newly elected as a Director, and who was not a Director on the last day of the preceding year may elect within 30 days after the Director's term begins to defer the receipt of all or a specified portion of the Directors Compensation with respect to services performed during the balance of the year following the Director's election.

(c) Duration of an Election. An election to defer Directors Compensation shall be irrevocable after the beginning of, and shall be effective only with respect to, the year to which it relates.

(d) Election to Defer Less Than All Directors Compensation. In the event that any Director of the Company elects to defer less than all of the Directors Compensation payable to the Director for any period, the Company shall first pay the non-deferred portion of the Directors Compensation to the Director in cash and shall only commence to defer the Directors Compensation when the entire non-deferred portion has been paid to the Director in cash.

(e) Deferral Options. Each Director may for each year elect to defer all or a portion of the Directors Compensation (in ten-percent increments) in the form of Share Units, as further described in Section 2(c), or cash. Once the Director has made an effective election, the Director may not thereafter change that election or any allocation between Share Units and cash with respect to that year.

2. Accounts

(a) Establishment of Accounts. The Company shall establish and maintain a Share Unit Account and a Cash Account (hereinafter referred to collectively as an "account") for each Director who elects to defer Directors Compensation, reflecting deferrals in the form of Share Units and cash, respectively, as hereinafter provided.

(b) Deferred Cash. The Directors Compensation a Director elects to defer in the form of cash shall, subject to the provisions of Section 1(d) above, be credited to the Director's Cash Account on the date the Directors Compensation would otherwise have been paid to the Director. The Company shall also credit the Cash Account of each Director with interest at a rate equal to the average between (i) the prime commercial rate for unsecured short-term loans to substantial borrowers and (ii) the passbook savings rate at KeyBank NA, on April 1 and October 1.

(c) Deferred Share Units. The Directors Compensation a Director elects to defer in the form of Share Units shall, subject to the provisions of Section 1(d) above, be credited to the Director's Cash Account on the date the Directors Compensation would otherwise have been paid to the Director. On each April 1 and October 1, the amount in a Director's Cash Account on that date attributable to deferred Directors Compensation credited to the Cash Account pursuant to the preceding sentence of this Section 2(c) shall be transferred to the Director's Share Unit Account and converted into that number of Share Units equal to the amount transferred from the Director's Cash Account divided by the fair market value of one share of common stock of the Company ("Company Stock") on the date of the transfer. On each Company Stock dividend payment date, dividend equivalents equal to the actual Company Stock dividends shall be credited to the Share Units in the Director's Share Unit Account, and shall in turn be converted into Share Units based upon the fair market value of the Company Stock on that date. For purposes of the Plan, the fair market value of a share of Company Stock shall be the fair market value as determined as of the most recent valuation date under the terms of The Davey Tree Expert Company 401KSOP and ESOP for purposes of valuing participant accounts, unless otherwise determined by the Compensation Committee of the Board of Directors.

(d) Unfunded Status of Plan. All Directors Compensation deferred and amounts credited to accounts under the terms of the Plan shall remain a part of the assets of the Company and shall be subject to the claims of its general creditors.

3. Payment of Accounts

(a) Time of Payment. The account for a particular Director shall be distributed in three substantially equal annual installments commencing in the year following the year in which the Director retires, resigns, is removed, or otherwise ceases to be a Director, or in a single lump sum payment in the year following the year in which the Director retires, resigns, is removed, or otherwise ceases to be a Director, in either case as directed by the Director when the Director makes the election to defer for the applicable year.

(b) Form of Distribution. The value of each account to be distributed shall be paid exclusively in the form of cash.

4. Death of a Director

If a Director dies before the Director's entire account balance has been distributed, the Director's account balance shall be distributed to a beneficiary designated by the Director, or if no beneficiary has been designated, the Director's surviving spouse, or in the event there is no surviving spouse, the Director's estate, in a lump sum payment.

5. Noncompetition

In the event a Director ceases to be a Director and becomes a proprietor, officer, partner, or employee of, or otherwise becomes affiliated with, any business that is in competition with the Company, the Director's account balance shall be paid immediately to the Director in a lump sum.

6. Termination of Plan

This Plan may be terminated or amended at any time at the sole discretion of the Board of Directors. In the event of a termination of the Plan, the respective account balances shall be paid out under the terms of this Plan with no additional deferrals permitted.

7. Administration

This Plan shall be administered by the Compensation Committee of the Board of Directors, which shall have the right and authority to interpret and construe the Plan and to resolve any disputes arising under the Plan, and its decisions shall be binding and conclusive upon the participants. So long as a participant continues to be a member of the Board of Directors, the participant shall not participate in any deliberations or actions of the Compensation Committee relating exclusively to the participant's participation in this Plan.

8. Non-Alienation

The amounts credited to any accounts maintained under the Plan may not be pledged, assigned, or transferred by the Director for whom such account is maintained, or by any other individual, and any purported pledge, assignment, or transfer shall be void and unenforceable.

9. Section 409A

This Plan is intended to comply with the provisions of Section 409A of the Internal Revenue Code of 1986, as amended ("Section 409A"), so as to prevent the inclusion in gross income of any amounts deferred hereunder in a taxable year that is prior to the taxable year or years in which such amounts would otherwise actually be paid or made available to Directors (or their beneficiaries or estates). This Plan shall be construed, administered, and governed in a manner that effects such intent, and the Company shall not take any action that would be inconsistent with such intent. In particular, and notwithstanding any other provision of the Plan or a Deferral Election Agreement to the contrary: (a) the phrase "ceases to serve as a member of the Board of Directors" or words of similar import shall mean the Director's "separation from service" with the Company within the meaning of Section 409A; and (b) no payment of deferred compensation under this Plan may be accelerated or further deferred except as permitted under Section 409A. Although the Company shall use its best efforts to avoid the imposition of taxation, interest and penalties under Section 409A, the tax treatment of deferrals under this Plan is not warranted or guaranteed. Neither the Company and its affiliates, nor the Compensation Committee shall be held liable for any taxes, interest, penalties or other monetary amounts owed by any Director, beneficiary or other taxpayer as a result of deferrals pursuant to this Plan.

EXHIBIT A

**Revised Deferred Compensation Plan for Directors
(January 1, 2024 Restatement)**

202_ ELECTION AGREEMENT

INSTRUCTIONS: To complete this Election Agreement, please proceed as follows:
- Select one item from (1).
- If you choose (1)(b), complete (2) and (3).
- In all cases, complete (4).

To: The Davey Tree Expert Company

- (1) **I elect the following in respect to Director fees to be paid to me for services performed during 202_ (select one):**
(a) _____ I elect to receive current cash payment for all Director fees (no deferral).
OR
(b) _____ I elect to defer all Director fees.
- (2) **If (b) is elected above, in regard to all such deferrals (specify in 10% increments):**
_____ % of my deferrals are to be credited in the form of cash to my Cash Account
_____ % of my deferrals are to be credited in the form of Share Units to my Share Unit Account
Total: 100%
- (3) **With respect to deferrals made with respect to 202_, I hereby request that the balance credited to my account be distributed in (select one):**
_____ Three annual installments to be paid beginning in the year following the year in which I retire, resign, or am removed from the Board or otherwise cease to be a Director;
OR
_____ A single lump sum payment to be paid in the year following the year in which I retire, resign, or am removed from the Board or otherwise cease to be a Director.
- (4) **I hereby designate _____ as my beneficiary to receive all amounts payable under the Plan in the event of my death. This designation shall supersede any prior designation I may have made.**

THE DEFERRAL ELECTIONS MADE ON THIS FORM ARE IRREVOCABLE, AND MUST BE MADE NO LATER THAN DECEMBER 31 OF THE YEAR PRIOR TO THE YEAR SET FORTH ABOVE.

_____ Date _____ Signature of Director

Reviewed and Accepted by the Company:

By: _____
Name: _____
Title: _____
Date: _____



MANAGEMENT INCENTIVE COMPENSATION PLAN Effective January 1, 2013

I. PURPOSE

To provide an incentive to senior and operations management to achieve corporate performance that is superior to Davey's peer group of service companies. Performance criteria shall be established, that can be reviewed and adjusted annually, that will reward the company's stakeholders, but that will not compromise long-term decision-making.

To reward managers who are not directly involved in service-line activities, but who are significantly important to the success of the Company.

Bonuses are paid on or before March 15 of each year.

II. PHILOSOPHY

Incentive compensation should comprise approx. 50% of management's base compensation (i.e. 66%/33%) when the company is performing well. The range, however, should vary from 0% to 100%.

III. PARTICIPANTS

Officers, operations General Managers ("GM's"), operations Vice Presidents ("VP's"), all key non service-line managers who are significantly important to the success of the operating groups, and other select participants at the discretion of the Chief Executive Officer ("CEO").

Operations GM's and VP's will receive one-half of their award from the corporate calculation and one-half of their award from their service-line calculation.

Participants must be active employees at the date the bonus is paid to receive the bonus unless advance approval is granted by senior management. If a participant is not active on the date the bonus is to be paid their calculated amount will be added back to the total bonus pool for allocation to active participants.

IV. AWARDS CALCULATION

A. Target OP %

Each year, a "Target" operating profit percentage ("OP %") and a "Target" operating profit ("OP \$") amount will be recommended by the CEO and the Compensation Committee, and approved by the Board of Directors. The target OP % may or may not be the OP % in the annual plan.

B. Award Pool

The actual OP % and OP \$ achieved will be compared to the target OP % and target OP \$. A "Pool" will be established that reflects the sum of the "standard awards" to the participants as follows:

<u>OP % & \$</u>	<u>AWARDS</u>
Below 80%	-0-
80% of	50% of
100% of	100% of
120% of	150% of
Above	150% of

Straight-line interpolation will be used for OP % levels achieved between 80% - 120% of Target (See attached Exhibit "A").

For purposes of the Management Incentive Compensation Plan ("MICP"), OP % is calculated by dividing OP \$ by net revenues. OP \$ is defined as income from operations as presented in the Company's financial statements prepared under U.S. GAAP, adjusted to exclude administrative incentive compensation expense; pension expense; stock-based compensation expense; excess declining-balance depreciation method expense over straight-line method depreciation expense; gains and losses on the sale of assets; and other similar one-time expenses. Actual OP \$ is further adjusted to include state and local income taxes and to remove the effect of any item deemed an extraordinary or nonrecurring event, subject to approval by the Board of Directors.

C. Discretionary Awards

The CEO can request an amount to be used for discretionary awards to the MICP participants and, if approved by the Board of Directors, will be in addition to the award pool.

D. Pool Limitation

Regardless of the above calculations, the Pool cannot exceed 15% of the Company's OP \$, unless authorized by the Board of Directors.

V. PARTICIPANT AWARDS AS A % OF BASE COMPENSATION

A. Awards based on corporate performance

	THRESHO	STANDAR <u>% of Base</u>	OVER-
Group A	42.5%	85%	127.5%
Group AA	37.5%	75%	112.5%
Group AAA	35.0%	70%	105.0%
Group B	25.0%	50%	75.0%
Group BB	22.5%	45%	67.5%
Group C	20.0%	40%	60.0%
Group CC	17.5%	35%	57.5%
Group D	15.0%	30%	45.0%
Group DD	12.5%	25%	37.5%
Group E	9.0%	18%	27.0%
Group EE	5.0%	10%	15.0%

B. Awards based on Service-Line performance

Operations participants will derive a portion of their award (approx. 50%) from the corporate calculation (corporate award x .5) and a portion of their award from their service-line award calculation (service-line award x .5). Service-line awards will be calculated in the same manner as described above (i.e. a target OP % will be established for each service-line by the CEO and Chief Operating Officer, if applicable (“COO”) and the service-line’s awards will be calculated from the charts above). Note, however, that the “25% of the excess OP \$” is not applicable for the service-line calculation. Depending on the level of achievement of applicable service-line performance goals, the service-line portion of an award payable to an operations participant may be less than, equal to, or more than the portion of the participant’s award derived from corporate performance.

Additionally, service-line awards will be increased by revenue growth that achieves target growth rates set at the beginning of the year (e.g., if the target growth rate is achieved, the award will be increased by the actual growth rate).

In the event that the corporation does not achieve the threshold of 80% of the corporate target, thereby negating any corporate awards, so long as the corporation is profitable, the operations participants can receive an award from their service line calculation.

The total award for an operations participant will be a part of this pool.

C. Evaluation Adjustment

In addition to the mathematical calculation under the plan formula, the Compensation Committee (in consultation with the CEO, in the case of awards payable to other MICP participants) shall have the option to consider other relevant factors in setting the MICP participants' final incentive awards. Such factors might include segment performance or achievement of individual financial or nonfinancial goals. The Compensation Committee (in consultation with the CEO, in the case of awards payable to other MICP participants) also may consider extraordinary or nonrecurring events affecting the annual results, as well as the achievement of nonfinancial goals, such as management succession or customer benchmarks, in evaluating the achievement of performance targets.

MANAGEMENT INCENTIVE COMPENSATION PLAN

<u>% of Target Corp. OP%</u>	<u>% of Bonus Target</u>
79%	0%
80	50.0
81	52.5
82	55.0
83	57.5
84	60.0
85	62.5
86	65.0
87	67.5
88	70.0
89	72.5
90	75.0
91	77.5
92	80.0
93	82.5
94	85.0
95	87.5
96	90.0
97	92.5
98	95.0
99	97.5
100	100.0
101	102.5
102	105.0
103	107.5
104	110.0
105	112.5
106	115.0
107	117.5
108	120.0
109	122.5
110	125.0
111	127.5
112	130.0
113	132.5
114	135.0
115	137.5
116	140.0
117	142.5
118	145.0
119	147.5
120	150.0

MANAGEMENT INCENTIVE COMPENSATION PLAN
Award % of Base Compensation

Actual as a % "Target"	A	AA	AAA	B	BB	C	CC	D	DD	E	EE
80	42.50	37.50	35.00	25.00	22.50	20.00	17.50	15.00	12.50	9.00	5.00
81	44.63	39.38	36.75	26.25	23.62	21.00	18.38	15.75	13.13	9.45	5.25
82	46.75	41.25	38.50	27.50	24.75	22.00	19.25	16.50	13.75	9.90	5.50
83	48.88	43.13	40.25	28.75	25.87	23.00	20.13	17.25	14.38	10.35	5.75
84	51.00	45.00	42.00	30.00	27.00	24.00	21.00	18.00	15.00	10.80	6.00
85	53.13	46.88	43.75	31.25	28.12	25.00	21.88	18.75	15.63	11.25	6.25
86	55.25	48.75	45.50	32.50	29.25	26.00	22.75	19.50	16.25	11.70	6.50
87	57.38	50.63	47.25	33.75	30.37	27.00	23.63	20.25	16.88	12.15	6.75
88	59.50	52.50	49.00	35.00	31.50	28.00	24.50	21.00	17.50	12.60	7.00
89	61.63	54.38	50.75	36.25	32.62	29.00	25.38	21.75	18.13	13.05	7.25
90	63.75	56.25	52.50	37.50	33.75	30.00	26.25	22.50	18.75	13.50	7.50
91	65.88	58.13	54.25	38.75	34.87	31.00	27.13	23.25	19.38	13.95	7.75
92	68.00	60.00	56.00	40.00	36.00	32.00	28.00	24.00	20.00	14.40	8.00
93	70.13	61.88	57.75	41.25	37.12	33.00	28.88	24.75	20.63	14.85	8.25
94	72.25	63.75	59.50	42.50	38.25	34.00	29.75	25.50	21.25	15.30	8.50
95	74.38	65.63	61.25	43.75	39.37	35.00	30.63	26.25	21.88	15.75	8.75
96	76.50	67.50	63.00	45.00	40.50	36.00	31.50	27.00	22.50	16.20	9.00
97	78.63	69.38	64.75	46.25	41.62	37.00	32.38	27.75	23.13	16.65	9.25
98	80.75	71.25	66.50	47.50	42.75	38.00	33.25	28.50	23.75	17.10	9.50
99	82.88	73.13	68.25	48.75	43.87	39.00	34.13	29.25	24.38	17.55	9.75
100	85.00	75.00	70.00	50.00	45.00	40.00	35.00	30.00	25.00	18.00	10.00
101	87.13	76.88	71.75	51.25	46.12	41.00	35.88	30.75	25.63	18.45	10.25
102	89.25	78.75	73.50	52.50	47.25	42.00	36.75	31.50	26.25	18.90	10.50
103	91.38	80.63	75.25	53.75	48.37	43.00	37.63	32.25	26.88	19.35	10.75
104	93.50	82.50	77.00	55.00	49.50	44.00	38.50	33.00	27.50	19.80	11.00
105	95.63	84.38	78.75	56.25	50.62	45.00	39.38	33.75	28.13	20.25	11.25
106	97.75	86.25	80.50	57.50	51.75	46.00	40.25	34.50	28.75	20.70	11.50
107	99.88	88.13	82.25	58.75	52.87	47.00	41.13	35.25	29.38	21.15	11.75
108	102.00	90.00	84.00	60.00	54.00	48.00	42.00	36.00	30.00	21.60	12.00
109	104.13	91.88	85.75	61.25	55.12	49.00	42.88	36.75	30.63	22.05	12.25
110	106.25	93.75	87.50	62.50	56.25	50.00	43.75	37.50	31.25	22.50	12.50
111	108.38	95.63	89.25	63.75	57.37	51.00	44.63	38.25	31.88	22.95	12.75
112	110.50	97.50	91.00	65.00	58.49	52.00	45.50	39.00	32.50	23.40	13.00
113	112.63	99.38	92.75	66.25	59.62	53.00	46.38	39.75	33.13	23.85	13.25
114	114.75	101.25	94.50	67.50	60.74	54.00	47.25	40.50	33.75	24.30	13.50
115	116.88	103.13	96.25	68.75	61.87	55.00	48.13	41.25	34.38	24.75	13.75
116	119.00	105.00	98.00	70.00	62.99	56.00	49.00	42.00	35.00	25.20	14.00
117	121.13	106.88	99.75	71.25	64.12	57.00	49.88	42.75	35.63	25.65	14.25
118	123.25	108.75	101.50	72.50	65.24	58.00	50.75	43.50	36.25	26.10	14.50
119	125.38	110.63	103.25	73.75	66.37	59.00	51.63	44.25	36.88	26.55	14.75
120	127.50	112.50	105.00	75.00	67.49	60.00	52.50	45.00	37.50	27.00	15.00

Subsidiaries of the Registrant

<u>Name</u>	<u>Jurisdiction of Organization</u>
Davey Tree Surgery Company	Delaware
Davey Tree Expert Co. of Canada, Limited	Canada
Standing Rock Insurance Company	Vermont
Davey Resource Group, Inc	Delaware
Wolf Tree, Inc.	Tennessee

The Registrant has other subsidiaries that are not in the aggregate “significant subsidiaries” as defined in Rule 1-02(w) of Regulation S-X.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in:

- a. Registration Statement (Form S-8 No. 333-123767) pertaining to The Davey Tree Expert Company 2004 Omnibus Stock Plan;
- b. Registration Statements (Form S-8 No. 333-172738, Form S-8 No. 333-187205, Form S-8 No. 333-203865, Form S-8 No. 333-211465 and Form S-8 No. 333-259875) pertaining to The Davey 401KSOP and ESOP; and
- c. Registration Statement (Form S-8 No. 333-196224) pertaining to The Davey Tree Expert Company 2014 Omnibus Stock Plan.

of our reports dated March 16, 2023, relating to (1) the consolidated financial statements of The Davey Tree Expert Company (the “Company”), and (2) the effectiveness of The Davey Tree Expert Company’s internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Cleveland, Ohio

March 11, 2024

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Certification of Chief Executive Officer

I, Patrick M. Covey, certify that:

1. I have reviewed this annual report on Form 10-K of The Davey Tree Expert Company;
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 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 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: March 11, 2024

/s/ Patrick M. Covey

Patrick M. Covey

Chairman, President and Chief Executive Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Certification of Chief Financial Officer

I, Joseph R. Paul, certify that:

1. I have reviewed this annual report on Form 10-K of The Davey Tree Expert Company;
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 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 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: March 11, 2024

/s/ Joseph R. Paul

Joseph R. Paul

Executive Vice President, Chief Financial Officer and Assistant Secretary

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Certification of Chief Executive Officer

I, Patrick M. Covey, Chairman, President and Chief Executive Officer of The Davey Tree Expert Company (the "Company"), do hereby certify in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); 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: March 11, 2024

/s/ Patrick M. Covey

Patrick M. Covey

Chairman, President and Chief Executive Officer

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Certification of Chief Financial Officer

I, Joseph R. Paul, Executive Vice President, Chief Financial Officer and Assistant Secretary of The Davey Tree Expert Company (the "Company"), do hereby certify in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); 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: March 11, 2024

/s/ Joseph R. Paul

Joseph R. Paul

Executive Vice President, Chief Financial Officer and Assistant Secretary