

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, 2025
OR

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

For the transition period from _____ to _____
Commission file number 000-11917



THE DAVEY TREE EXPERT COMPANY

(Exact name of registrant as specified in its charter)

Ohio

34-0176110

(State or other jurisdiction of incorporation or organization)

(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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
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 officers 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 39,483,364 Common Shares outstanding as of March 6, 2026. The aggregate market value of the Common Shares held by nonaffiliates of the registrant as of June 27, 2025 was \$961,760,585. 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 2026 Annual Meeting of Shareholders, to be held on May 19, 2026, 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," "intends," "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. The following are 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. These risks are described in greater detail in Item 1A of Part I, "Risk Factors.":

- 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;
- our ability to withstand intense competition;
- the potential impact of acquisitions or other strategic transactions;
- the impact of wildfires, as well as other severe weather events and natural disasters, which may worsen or increase due to the effects of climate change;
- 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;
- fluctuations in our quarterly results due to the seasonal nature of our business or changes in general and local economic conditions, among other factors;
- 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 or volatility in fuel prices for extended periods of time, and ongoing volatility arising from the effects of geopolitical conflict;
- disruptions, delays or price increases within our supply chain;
- the impact of global climate change and related regulations;
- being contractually bound to an unprofitable contract;
- a disruption in our information technology systems, including a disruption related to our cybersecurity program or a third-party's information technology system upon which we rely, or the impact of costs incurred to comply with cybersecurity or data privacy regulations;
- widespread outages, interruptions or other failures of operational, communication and other systems;
- damage to our reputation of quality, integrity and performance;
- 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;
- an overall decline in the health of the economy or our industry, including as a result of high inflation or interest rates, instability in the global banking system, geopolitical conditions, unemployment rates, or changes in the labor market, political and social unrest, the possibility of an economic recession, or public health crises;
- 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;

- uncertainties in the credit and financial markets, including the negative impacts of geopolitical conflicts, supply chain shortages and disruptions, variable interest rates, unemployment rates, labor shortages and inflationary cost pressures, among other factors, potentially limiting our access to capital;
- changes and instability in policies and regulations affecting international trade, including trade restrictions and tariffs;
- fluctuations in foreign currency exchange rates;
- significant increases in health care costs;
- our inability to properly verify the employment eligibility of our employees;
- the impact of corporate citizenship and environmental, social and governance matters and/or our reporting of such matters;
- the impact of events such as natural disasters, public health epidemics or pandemics, terrorist attacks or other external events;
- the impact of tax increases and changes in tax rules;
- our ability to successfully implement our new enterprise resource planning system in a cost-effective and timely manner;
- limitations on our shareholders' ability to sell their common shares due to the lack of a public market for such shares; and
- our ability to continue to declare cash dividends.

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, 2025

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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. Additionally, our Utility segment is one of the largest providers of utility vegetation management services in the United States, and competes principally with major national competitors, including 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. Although pricing has not historically been a significant driver of customer decisions in our Residential and Commercial segment, it is increasingly influencing customer choice amid broader economic uncertainty and inflationary pressures. Additionally, 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 2025, we had revenues of approximately \$167 million, or approximately 9% 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 2025, our investments in businesses were approximately \$8.5 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, trade journals and local newspapers. 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, 2025, we employed approximately 12,300 people, of which approximately 92% were in the United States and 8% were in our Canadian locations. Of our active employees, 98% are full time, 2% 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 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, 2025, women represented 15% 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 34% 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. Since our founding in 1880, 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 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. Our SEED Campus, home to specialized research and training facilities, opened in the third quarter of 2025. The SEED campus provides a state-of-the-art environment to cultivate talent, enhance skills and drive operational efficiencies. Additionally, we offer an employee education scholarship program for employees who want to pursue higher education to further their careers with the Company.

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. After six months of service, our employees are eligible to enroll in our stock purchase plan, where they can purchase shares of the Company at a 15% discount. 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. 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 an employee assistance program in place to support our employees, which provides grants to employees for food, shelter and other basic needs due to unexpected financial hardships.

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 material risks that could adversely affect our business, reputation, financial condition, results of operations, liquidity and cash flows. Although risks are organized by headings and each risk is discussed separately, many are interrelated. These risks are not listed in order of severity, materiality, or probability, and no inference should be drawn from the order in which they appear. 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, and where the competition for personnel is high. Our ability to hire and retain sufficient qualified field operations workforce to support our growth strategy is generally subject to several external factors such as labor availability and unemployment levels in the markets in which we operate, demographic shifts and changes in laws and policies regarding immigration and work authorizations in jurisdictions where we have operations. 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, or could lead to delays in service delivery or inability to meet customer demand. 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 long-term success partially depends on our ability to attract and retain key employees who possess the experience, leadership capabilities and values necessary to support our business and execute our strategy. Competition for the best people can be intense, 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 key employees. 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 likely continue to increase. The loss of services of one or

more of our key employees could have a material adverse impact on our business because of the loss of 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. Although pricing has not historically been a significant driver of customer decisions in our Residential and Commercial segment, it is increasingly influencing customer choice amid broader economic uncertainty and inflationary pressures. Additionally, 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.

We face risks related to future acquisitions or other strategic transactions.

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 in businesses that we acquire. The process of integrating an acquired business may result in unexpected difficulties and expenses, including the inability to retain employees, customers and suppliers; difficulties implementing our strategy at the acquired business; the assumption of actual or contingent liabilities; 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 and other severe weather events and natural disasters.

Our financial condition, results of operations, liquidity and cash flows could be materially affected by potential losses resulting from the impacts of wildfires in California and other areas as well as major weather events and natural disasters, including storms, floods, heat waves and droughts. The nature, frequency and severity of such events may be further exacerbated by climate change, and such events 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. 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 reduced 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.

In 2025, we derived 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.

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 extreme temperatures, storms, floods, wildfires and other events, and the frequency, pattern or intensity of which may be increased by climate change, could dampen the demand for our horticultural services, resulting in reduced revenues, which would adversely affect 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 potential adverse litigation judgments or settlements resulting from those claims.

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. Sustained increases or heightened volatility in fuel prices for extended periods of time, such as those driven by geopolitical conflicts, as well as broader inflationary pressures, 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, supply chain disruptions and constraints, product shortages, governmental regulations, trade restrictions, tariffs and other trade barriers 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 or scarcity of such products. Any 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.

There is a continued focus from certain 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. For example, California adopted laws requiring certain climate change-related disclosures. Compliance with these laws could require significant expenditures and a substantial amount of management's time. 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, wildfires 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, trade restrictions, tariffs and other trade barriers, changes in the labor market, political and social unrest, a prolonged shutdown of the U.S. federal government, 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.

We may be adversely affected by disruptions to our information technology systems, including those related to cybersecurity.

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 continue to improve and are increasingly adopted, they may be used to identify vulnerabilities and craft increasingly sophisticated cybersecurity attacks, including the use of generative artificial intelligence to conduct more sophisticated social engineering attacks on the Company,

suppliers, or customers. Furthermore, 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. We could also be adversely impacted by cybersecurity incidents that occur at third parties that lead to widespread technology outages, interruptions or other failures of operational, communication or other systems globally and across companies and industries. 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. Because we do not control our vendors and other third parties and our ability to monitor their cybersecurity is limited, we cannot ensure the cybersecurity measures they take will be sufficient to protect any information we share with them or prevent any disruption arising from a technology failure, cyberattack, or other information or security breach. 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.

Various economic factors, such as inflationary pressures, variable interest rates, the impact of tariffs or other trade barriers or restrictions, unemployment rates, or changes in the labor market, political and social unrest, decreased discretionary spending and customers' confidence in future economic conditions, and any economic downturn or recession, or prolonged shutdown of the U.S. federal government, 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.

Changes in U.S. trade policy and the impact of tariffs may impact our customers, our industry, and our business.

Changes in U.S. trade policy and the impact of tariffs may continue to adversely impact our customers, our industry and our business. Even though we primarily sell our services to U.S. customers and our suppliers are primarily domestic, we still rely on imported materials, components, or finished goods. The U.S. government has made significant changes in U.S. trade policy, including the imposition of baseline tariffs on product imports from almost all countries and the potential for individualized higher tariffs on certain other countries, and those tariffs remain in flux. Certain foreign governments either have taken or are threatening to take retaliatory actions in response. Furthermore, on February 20, 2026, the U.S. Supreme Court rendered a decision invalidating tariffs imposed under the International Emergency Economic Powers Act, introducing further uncertainty regarding trade policy actions and any potential refund processes.

Tariffs or other trade restrictions, along with related pending litigation have resulted in and may continue to cause uncertainty and volatility in U.S. and global financial and economic conditions, declining consumer confidence and inflation and could result in an economic downturn or recession which could decrease demand for our services or could increase the cost of equipment, goods and materials used in our business. This could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows. The ultimate impact of tariffs and other trade policies on the Company's business will depend on several factors, including future measures implemented by the U.S. government and the governments of other countries, the overall magnitude and duration of those measures, and the Company's ability to mitigate effects. While we intend to continue to take steps to mitigate any impacts of tariffs or other impacts resulting from changes in trade policy, our ability to do so may be limited by operational and supply chain constraints, especially in the short term.

We are subject to the effect of foreign currency exchange rate fluctuations.

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 and policies 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.

Heightened scrutiny of our environmental, social or governance policies, practices and strategy may adversely affect our business.

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 continues to grow, both positively and negatively. 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, 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. On the other hand, "anti-ESG" sentiment has gained momentum across the U.S. with a growing number of states, federal agencies, the executive branch and Congress having enacted, proposed or indicated an intent to pursue "anti-ESG" policies, including anti-diversity, equity and inclusion, policies or legislation and engaged in related investigations and litigation.

As we work to align our ESG practices with industry standards, we have expanded and may 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. 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. Alternatively, we could face scrutiny, reputation risks, lawsuits or other negative impacts from stakeholders and government institutions who do not support or actively oppose our ESG initiatives or measures. In either case, we could be criticized for the scope of such initiatives or goals or perceived as not acting responsibly in connection with these matters and could face a negative reaction or legislation that impedes our activities or reflects poorly upon the Company and 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, geopolitical instability, 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 we conduct our 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. Changes in tax laws or interpretations of such laws could increase our corporate taxes and negatively impact our results of operations and financial condition. Federal, state and local tax authorities may enact changes in tax law, issue new regulations or other pronouncements or issue interpretations of existing tax laws that could increase our current tax burden and impose new taxes on our business, or authorities who have not imposed taxes in the past may impose taxes. Any attempts to avoid or mitigate such new taxes or interpretations may not be successful and could result in an increase to our tax liability. Guidance on previously enacted tax law changes could impact our interpretations of existing law and also have an impact on our business. For instance, taxes for financial reporting purposes and cash tax liabilities in the future may be adversely affected by changes in such tax rules. In addition, we are also subject to audits by various taxing authorities. An adverse audit outcome could unfavorably impact our effective tax rate and increase our tax liabilities. 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.

Failure to implement a new enterprise resource planning system successfully in a cost effective and timely manner 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 remains ongoing. 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 or prolonged third-party service outages, 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. 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. However, there can be no assurance that the Company, or its third-party service providers, will not experience a cybersecurity threat or incident in the future that could materially adversely affect the Company, including its business strategy, results of operations, or financial condition. For further discussion of the risks related to cybersecurity, see the risk factors discussed under Item 1A. “Risk Factors” in this Form 10-K.

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.

Each year, Davey Tree conducts an Enterprise Risk Management (“ERM”) assessment, which is a company-wide survey that gathers feedback from all key leaders across the organization as well as the Board of Directors. This process is designed to identify, evaluate and prioritize potential risks, including those related to cybersecurity events that may affect Davey Tree’s strategic, operational or financial objectives. Our senior leadership team closely reviews the results of this survey to determine areas of elevated risk exposure and to develop corresponding mitigation and adaptation strategies, as needed, and reports such key findings directly to the Audit Committee.

In addition, 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. Specifically, the Board is responsible for monitoring and assessing certain strategic and operational risk exposures, including legal, regulatory, information technology, corporate social responsibility, climate change and sustainability, human capital and reputation risks. As part of this responsibility, the Board requires management to perform an overall assessment of risk annually. The Audit Committee is responsible for reviewing the ERM assessment and discussing with management the major financial risk exposures and the steps management has taken to monitor and control such exposures. The Audit Committee then reports these findings to the full Board to assist in its oversight of risk management.

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	65	Owned	393,655	26
Utility	1	Owned	5,850	1
Residential and Commercial, and Utility	3	Owned	60,746	3
All Other	12	Owned	245,862	3

We also lease approximately 246 properties in 37 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.

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 paid \$3,984,325 as part of the settlement agreement, including civil penalties, forfeiture and restitution. 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 closed the investigation by the United States Attorney and DHS. The settlement is not an admission of liability by the Company or Wolf Tree.

During the pendency of the criminal cases, the civil cases were stayed. Once the individual defendants' criminal matters were resolved, the State Court permitted limited additional discovery and amended motions for summary judgment. On March 6, 2024, the State Court granted the plaintiff’s motion to drop less than all parties from the lawsuit. As a result, Davey Tree was the only remaining defendant in the State Court case. The State Court had also set a civil jury trial for the week of July 29 to August 2, 2024. The Company filed a Third Motion for Summary Judgment after the dismissal of the other defendants, and the Court granted the Company’s Third Motion for Summary Judgment in part and denied it in part on June 25, 2024. Due to the significant change to the claims in the case, the Court further vacated the previously set trial date of July 29, 2024. A new trial date was set for June 2, 2025. The trial was held and eight days later, on

June 11, 2025, the jury rendered its verdict. Specifically, the jury returned a verdict in favor of the Plaintiff and against the Company and awarded damages for the wrongful death of the Plaintiff in the amount of \$3,100,000, along with expenses of litigation pursuant to O.C.G.A. § 13-6-11 for bad faith in the amount of \$2,351,312. The jury also apportioned fault between the Company and the Plaintiff, and specifically apportioned 90% of the fault to the Company and 10% of the fault to the Plaintiff's Decedent. On June 23, 2025, based on the jury's findings and Georgia law, the Court entered a verdict against the Company in the amount of \$4,906,180, which the Company has fully accrued for as of December 31, 2025. On July 9, 2025, Plaintiff filed a Combined Motion to Set Aside Judgment, Motion for New Trial and Motion for Judgment Notwithstanding the Verdict. The Company also filed its own Motion Notwithstanding the Verdict on July 23, 2025. A hearing was held on Plaintiff's and the Company's post judgment motions on January 14, 2026. On February 24, 2026, the Court denied the Company's Motion for Judgment Notwithstanding the Verdict and Plaintiff's Motion to Set Aside Judgment and Motion for New Trial but partially granted Plaintiff's Motion for Judgment Notwithstanding the Verdict. Specifically, the Court found that there was no evidence presented at trial to support the jury's apportionment of 10% fault to the Plaintiff's Decedent. Accordingly, the Court entered an Amended Judgment on February 24, 2026 against the Company in the amount of \$5,451,312. The Company is currently evaluating its appellate options. The deadline for filing a notice of appeal is March 25, 2026.

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. On March 27, 2024, the Federal Court ordered the plaintiff to refile a deficient RICO statement, dismissed the Company's motion to dismiss without prejudice and leave to refile once the plaintiff's RICO statement has been refiled, and set a briefing schedule. The Company then refiled its Motion to Dismiss in early summer 2024 and that Motion to Dismiss was granted on March 3, 2025, dismissing all RICO related claims against the moving defendants. Plaintiffs have since filed a Motion for Reconsideration of its Motion to Dismiss, a Motion to Stay pending the outcome of the Motion to Dismiss, and a Motion to Remand the case to State Court. Davey filed responses to the motions. The Federal Court denied Plaintiff's Motion to Stay, and Plaintiff's Motion for Reconsideration and Motion for Remand remain pending. The Federal Court has not yet set a trial date.

The Company and Wolf Tree have denied all liability and are vigorously defending against all allegations and claims in the remaining pending actions in both civil cases.

Northern California Wildfires

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.

On November 10, 2022, the Court authorized the plaintiffs to contact Napa County Superior Court for the purpose of setting a trial date in the *Walker* case for claims related to the Patrick burn location. On December 15, 2022, the Court in the *Walker* case set a trial date of March 4, 2024. Pursuant to the parties' stipulation, that trial date was continued to August 19, 2024. On April 30, 2024 the parties filed a joint stipulation to continue the trial date for 90 days. The trial was later set for December 4, 2024. On October 9, 2024, the parties filed a joint stipulation mutually requesting that the trial and all related dates be continued approximately 45 days after the December 4, 2024 trial date, or thereafter, as convenient to the court. The *Walker* trial date was later set for February 18, 2025. The *Walker* trial date was then continued to July 14, 2025 and later reset for October 6, 2025. On July 31, 2025, the Court vacated the trial date and set a status conference date for April 17, 2026.

On September 22, 2025, the Court in JCCP No. 4955 set a trial date in all of the coordinated actions for June 8, 2026 and reserved the month of June for the trial. The parties entered into a Settlement Agreement in the amount of \$208,000,000 on November 25, 2025. Parties filed a good faith motion for approval of parties settlement the week of January 20, 2026. The parties continue to resolve any remaining outstanding procedures needed for final resolution of claims pursuant to the settlement agreement and California law requirements.

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. We believe that any losses would be recovered through our self-insurance and third party insurance providers and have accrued a corresponding insurance receivable within our Consolidated Balance Sheet as of December 31, 2025.

Vehicle Accident Lawsuit

In January 2023, a wrongful death lawsuit was brought against Davey Tree and a Davey Tree employee in the Circuit Court of the Fifth Judicial Circuit, Citrus County, Florida related to a vehicle accident that occurred on January 7, 2022. The vehicle accident occurred when, in an attempt to avoid a rear-end collision with a stopped vehicle, the Davey Tree driver swerved to the left over the centerline into oncoming traffic and struck Decedent's oncoming vehicle. The Decedent sustained severe injuries and ultimately passed away. Plaintiff, individually and on behalf of Decedent's Estate, brought suit against Davey Tree and its driver for wrongful death. The case was tried before a jury commencing on December 1, 2025. The jury returned a verdict on December 9, 2025, finding that the Davey Tree driver's negligence caused Plaintiff's Decedent's death, and that Plaintiff's Decedent was not negligent. The jury awarded total damages of \$54,128,377 to Plaintiff. Following the verdict, the parties engaged in post-trial motions and Davey Tree continues to deny and vigorously defend the claims brought in this action. The Company is fully accrued up to our self-insurance limit of \$11,000,000 and we believe that any losses in excess of our self-insurance limit would be recovered through our third-party insurance providers and have accrued a corresponding insurance receivable within our Consolidated Balance Sheet.

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, 2026 were as follows:

Name	Age	Position	Years with Company	Served as an Executive Officer Since
Patrick M. Covey	62	Chairman, President and Chief Executive Officer	34	2007
Joseph R. Paul, CPA	64	Executive Vice President, Chief Financial Officer and Assistant Secretary and Director	20	2005
Christopher J. Bast, CPA, CTP	58	Senior Vice President, Treasurer and Operations Support	12	2013
Anna C. Davis	45	Senior Vice President, Human Resources	23	2025
James E. Doyle	57	Executive Vice President and General Manager, Davey Tree Expert Co. of Canada, Limited	36	2014
Scott A. Hyland	52	Senior Vice President, Marketing	22	2025
Gregory M. Ina	54	Executive Vice President, The Davey Institute and Employee Development	30	2016
Sandra L. Reid	62	Executive Vice President, Corporate Communications and Strategic Planning	39	2025
Brent R. Repenning	54	Executive Vice President, Specialized Services and Emerging Businesses	31	2014
Erika J. Schoenberger	46	General Counsel and Senior Vice President and Secretary	8	2018
Thea R. Sears, CPA	57	Senior Vice President and Controller	32	2010

Mr. Covey was appointed Chairman effective March 2020, Chief Executive Officer effective July 2017, and served as President and Chief Operating Officer since March 2016 and as a Director since May 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 was appointed Director effective May 2024 and continues to serve as Executive Vice President, Chief Financial Officer and Assistant Secretary since May 2021. Mr. Paul previously served as Executive Vice President, Chief Financial Officer and Secretary effective March 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 2017, having previously served as Treasurer since April 2013. Mr. Bast joined Davey Tree in March

2013 and prior to joining Davey Tree, he served in various management positions from 1994 to 2013 at Diebold, Incorporated, a provider of self-service delivery and security systems.

Ms. Davis was appointed Senior Vice President of Human Resources effective January 2025. Ms. Davis previously served as Vice President of Human Resources, having been appointed in 2021, and as Director of Human Resources Administration, having been appointed in 2018. Previously, having joined Davey Tree in 2002, Ms. Davis has held various managerial positions within Human Resources.

Mr. Doyle was appointed Executive Vice President and General Manager, Davey Tree Expert Co. of Canada, Limited ("Davey Tree Limited") in May 2014. Mr. Doyle was additionally appointed President, Davey Tree Limited, effective January 2026. Previously, Mr. Doyle served as Vice President and General Manager, Davey Tree Limited, having been appointed in February 2012, 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. Hyland was appointed Senior Vice President of Marketing effective January 2025. Previously, he served as Vice President of Marketing beginning in 2022 and as Director of Marketing beginning in 2014. Earlier in his tenure, Mr. Hyland served as Manager of Sales Development, a position he assumed in 2008. He joined Davey Tree in 2003. Prior to joining the Company, Mr. Hyland served as a Player Agent for ICON Sports Management, an IMG Company.

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 2016, and having previously been appointed as an officer effective March 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.

Ms. Reid was appointed Executive Vice President, Corporate Communications and Strategic Planning, effective January 2025. Ms. Reid previously served as Vice President, Corporate Communications and Strategic Planning, having been appointed in 2013. Prior to that time, she served as Manager of Corporate Communications and Marketing, having been appointed in 2009. Previously, having joined Davey Tree in 1986, Ms. Reid held various positions within the Davey Institute, corporate communications and marketing.

Mr. Repenning was appointed Executive Vice President, Specialized Services and Emerging Businesses effective March 2026. Mr. Repenning has also served as President, Specialized Services and Emerging Businesses since January 2026. Mr. Repenning previously served as Executive Vice President, U.S. Utility and Davey Resource Group from July 2017 to March 2026, Senior Vice President, Davey Resource Group and Eastern Utility, from October 2016 to July 2017, 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 as General Counsel and Senior Vice President in January 2025 and additionally appointed as President, Davey Tree Surgery Company effective January 2026. Ms. Schoenberger previously served as Vice President and General Counsel and Secretary from May 2021 to January 2025 and as Assistant Secretary from September 2018 to May 2021. Ms. Schoenberger joined the Company in August 2018 as Vice President and General Counsel. 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 Senior Vice President and Controller effective January 2025 having served as Vice President and Controller since September 2017. Prior to that time, she served as Controller since September 2016. Previously, she served as Assistant Controller, having been appointed in May 2010, 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 2025			
First quarter ended March 29, 2025	\$ 24.10	\$ 22.80	2.50
Second quarter ended June 28, 2025	24.10	24.10	2.50
Third quarter ended September 27, 2025	25.50	24.10	2.50
Fourth quarter ended December 31, 2025	27.60	25.50	3.00
Fiscal Year 2024			
First quarter ended March 30, 2024	22.20	20.80	2.50
Second quarter ended June 29, 2024	22.20	22.20	2.50
Third quarter ended September 28, 2024	22.80	22.20	2.50
Fourth quarter ended December 31, 2024	24.10	22.80	2.50

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 6, 2026, we had 5,909 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, 2025.

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 2025				
January 1 to January 25	5,000	\$ 22.80	—	2,280,037
January 26 to February 22	1,718	22.80	—	2,280,037
February 23 to March 29	361,111	24.10	—	2,280,037
Total First Quarter	367,829	24.08	—	
March 30 to April 26	854,050	24.10	—	2,280,037
April 27 to May 24	376,820	24.10	—	2,280,037
May 25 to June 28	426,389	24.10	85,219	2,194,818
Total Second Quarter	1,657,259	24.10	85,219	
June 29 to July 26	777	24.10	—	2,194,818
July 27 to August 23	120,699	25.50	—	2,194,818
August 24 to September 27	288,997	25.50	—	2,194,818
Total Third Quarter	410,473	25.50	—	
September 28 to October 25	770,354	25.50	122,555	2,072,263
October 26 to November 29	660,258	25.50	—	2,072,263
November 30 to December 31	16,107	25.50	—	2,072,263
Total Fourth Quarter	1,446,719	25.50	122,555	
Total	3,882,280	\$ 24.77	207,774	

⁽¹⁾ During the year ended December 31, 2025, the Company purchased 3,674,506 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.

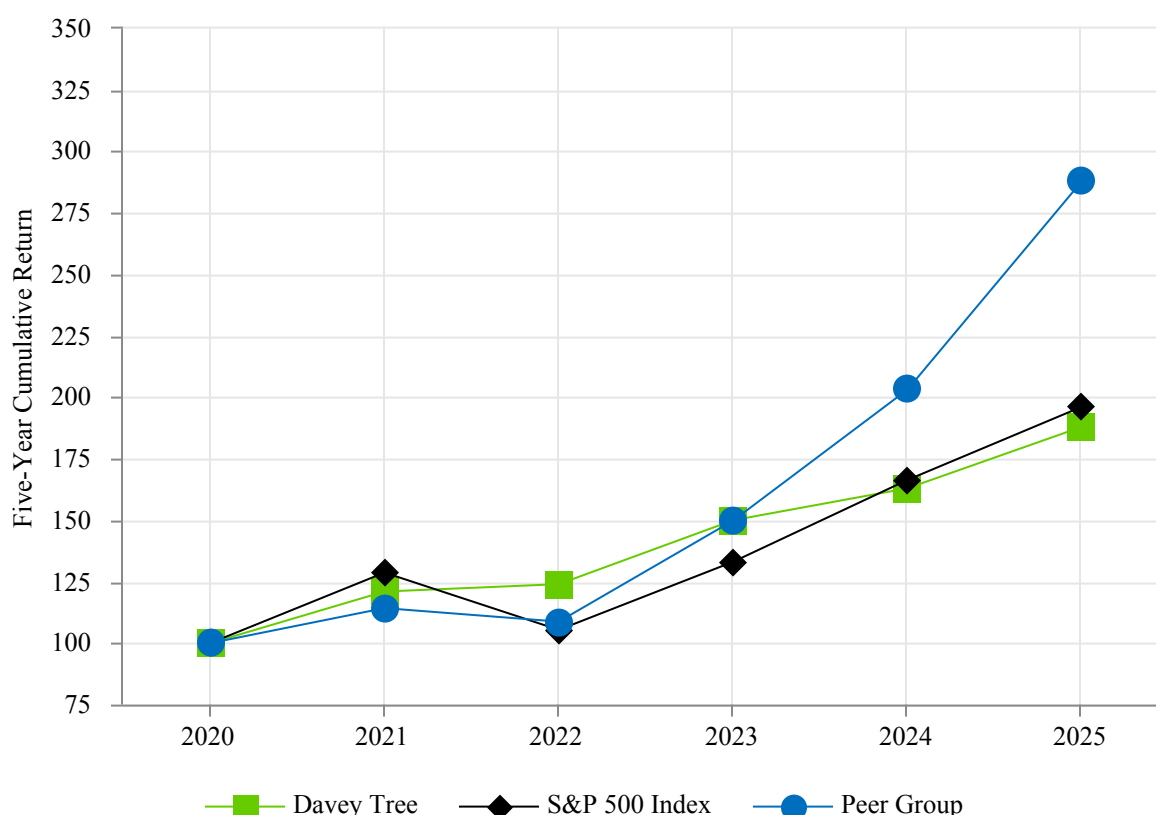
In accordance with the amendments to the Articles approved by the Company's shareholders at the 2017 Annual Meeting on May 17, 2017, the Company's Board of Directors authorized the Company to repurchase up to 400,000 common shares, which authorization was increased by an additional 2,000,000 common shares 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, 2,072,263 remained available under the program as of December 31, 2025. 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, 2020, 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



	2020	2021	2022	2023	2024	2025
Davey Tree	100	121	124	150	163	188
S&P 500 Index	100	129	105	133	166	196
Peer Group	100	114	109	150	203	288

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 2025 Results;
- Results of Operations, including fiscal 2025 compared to fiscal 2024;
- 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 2025 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."

Recent Trends

Our business continues to be impacted by a number of macro-economic factors. Ongoing changes in U.S. trade policy and ongoing geopolitical instability have only exacerbated an already difficult operating environment. These factors, combined with fluctuating interest rates and a highly competitive labor market, have created an inflationary environment and cost pressures.

We continue to monitor macroeconomic trends and uncertainties and changes in international trade relations and trade policy, including those related to tariffs. The U.S. government has previously announced new and additional tariffs on goods imported into the United

States, which has prompted retaliatory tariffs from other countries. Furthermore, on February 20, 2026, the U.S. Supreme Court rendered a decision invalidating tariffs imposed under the International Emergency Economic Powers Act, introducing further uncertainty regarding trade policy actions and any potential refund processes. Incremental tariffs and updated trade policies did not have a significant impact on our financial results in 2025, but could adversely impact our results in the future. As a result of the fluctuating U.S. tariff policy, and potential tariff modifications or the imposition of tariffs or export controls by other countries, combined with the challenges of higher inflation, we anticipate continued supply chain challenges, commodity cost volatility, economic uncertainty, and economic pressures on customers and consumers. While we are implementing measures to mitigate these potential impacts, we are continuing to evaluate these factors and their potential effects on our profitability.

Inflation rates in the markets in which we operate have increased and may continue to rise. Inflation 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	
	2025	2024	2023	2025/2024	2024/2023
Revenues	100.0 %	100.0 %	100.0 %	5.8%	8.8 %
Costs and expenses:					
Operating	66.8	64.6	64.4	9.5	9.1
Selling	17.6	17.5	18.0	6.5	5.6
General and administrative	8.0	8.2	7.8	3.5	14.2
Depreciation	3.8	3.5	3.2	13.6	20.5
Amortization of intangible assets	.3	.3	.3	(6.4)	7.1
Gain on sale of assets, net	(.2)	(.3)	(.4)	(18.2)	(20.4)
	96.3	93.8	93.3	8.6	9.4
Income from operations	3.7	6.2	6.7	(37.1)	.4
Other income (expense):					
Interest expense	(1.1)	(1.1)	(.8)	7.0	47.9
Interest income	.1	.2	.1	(15.0)	69.8
Other	(.3)	(.5)	(.3)	(35.1)	63.6
Income before income taxes	2.4	4.8	5.7	(46.5)	(8.3)
Income taxes	.7	1.3	1.5	(41.0)	(2.8)
Net income	1.7 %	3.5 %	4.2 %	(48.6)%	(10.2)%

Fiscal 2025 Compared to Fiscal 2024

A comparison of our fiscal year 2025 results to 2024 follows:

	Year Ended December 31,			
	2025	2024	Change	% Change
Revenues	\$ 1,947,969	\$ 1,841,687	\$ 106,282	5.8 %
Costs and expenses:				
Operating	1,301,601	1,188,557	113,044	9.5
Selling	343,696	322,801	20,895	6.5
General and administrative	156,696	151,361	5,335	3.5
Depreciation	73,368	64,562	8,806	13.6
Amortization of intangible assets	5,084	5,432	(348)	(6.4)
Gain on sale of assets, net	(4,669)	(5,710)	1,041	(18.2)
	<u>1,875,776</u>	<u>1,727,003</u>	<u>148,773</u>	<u>8.6</u>
Income from operations	72,193	114,684	(42,491)	(37.1)
Other income (expense):				
Interest expense	(21,764)	(20,331)	(1,433)	7.0
Interest income	2,733	3,216	(483)	(15.0)
Other	(5,441)	(8,378)	2,937	(35.1)
Income before income taxes	47,721	89,191	(41,470)	(46.5)
Income taxes	14,396	24,395	(9,999)	(41.0)
Net income	<u>\$ 33,325</u>	<u>\$ 64,796</u>	<u>\$ (31,471)</u>	<u>(48.6)%</u>

Revenues--Revenues of \$1,947,969 increased \$106,282 compared with the \$1,841,687 reported in 2024. Utility Services increased \$54,214, or 5.4%, from the prior year. The increase was attributable to new accounts as well as price increases on existing accounts, partially offset by lower storm damage revenue. Residential and Commercial Services increased \$57,163, or 7.0%, from 2024. The increase was primarily attributable increases in tree and plant care revenue, grounds maintenance revenue and consulting and other services, partially offset by a decrease in storm damage service.

Operating Expenses--Operating expenses of \$1,301,601 increased \$113,044 from the prior year, and as a percentage of revenues increased to 66.8% from 64.6%. Utility Services increased \$49,294, or 6.6%, from 2024, and as a percentage of revenues increased to 74.8% from 74.0%. The increase was attributable to increases in labor and benefits expenses, subcontractor expenses and materials expenses. Residential and Commercial Services increased \$31,594, or 7.2%, compared with 2024 and as a percentage of revenue increased to 53.4% from 53.2%. The increase was primarily attributable to increases in labor and benefits expense, subcontractor expenses, materials expenses and equipment expenses partially offset by a decrease in professional services expenses. The remaining increase from prior year was primarily attributable to a one-time \$34,500 increase in self insurance related expenses driven by specific large loss claims within our general liability and vehicle liability classifications.

Fuel costs decreased in 2025 as compared with fuel costs for 2024 and impacted operating expenses within both segments. During 2025, fuel expense of \$48,957 decreased \$3,326, or 6.4%, from the \$52,283 incurred in 2024. The \$3,326 decrease included price decreases approximating \$4,756 and usage increases approximating \$1,430.

Selling Expenses--Selling expenses of \$343,696 increased \$20,895 from 2024 and as a percentage of revenues increased to 17.6% from 17.5%. Utility Services increased \$6,188, or 5.4%, from 2024 and as a percentage of revenue remained at 11.4%. The increase was

primarily attributable to increases in wages and benefits expenses and travel expenses partially offset by a decrease in professional services expenses. Residential and Commercial Services increased \$19,414, or 9.3%, from 2024 and as a percentage of revenue increased to 26.0% from 25.5%. The increase was primarily attributable to increases in wages and benefits expenses, advertising expenses and office rent expenses.

General and Administrative Expenses--General and administrative expenses of \$156,696 increased \$5,335 from 2024 but as a percentage of revenues decreased to 8.0% from 8.2%. The increase was attributable to increases in salary and benefits expenses, information technology infrastructure related expenses and personnel development expenses partially offset by a decrease in professional services expenses.

Depreciation and Amortization Expense--Depreciation and amortization expense of \$78,452 increased \$8,458 from the prior year and as a percentage of revenues increased to 4.1% from 3.8%. This increase was primarily attributable to an increased mix of equipment purchased or leased under finance leases rather than operating leases, along with depreciation on our corporate office expansion.

Gain on Sale of Assets--Gain on the sale of assets of \$4,669 decreased \$1,041 from the \$5,710 recognized in 2024. The decrease was the result of the sale of fewer vehicles and equipment at a lower average gain per unit in 2025 as compared with our average gain in 2024.

Interest Expense--Interest expense of \$21,764 increased \$1,433 from the \$20,331 incurred in 2024. The increase was attributable to higher average debt levels necessary to fund operations, capital expenditures and purchases of treasury shares, partially offset by lower average interest rates.

Interest Income--Interest income of \$2,733 decreased \$483 from the \$3,216 of interest income in 2024. The decrease was attributable to decreases in market interest rates and a decrease in the balance of marketable securities investments in our captive insurance subsidiary.

Other, Net--Other expense, net of \$5,441 decreased \$2,937 from the \$8,378 experienced in 2024. The decrease was primarily driven by an increase of \$3,126 in gains on marketable securities. Other expense, net consisted of nonoperating income and expense, including gains and losses on marketable securities, pension expense and foreign currency transaction adjustments.

Income Taxes--Income taxes for 2025 were \$14,396, an effective tax rate of 30.2%, compared with income taxes for 2024 of \$24,395, or an effective tax rate of 27.4%. The increase of 2.8% in the effective tax rate as compared to 2024 was primarily attributable to increases in non-deductible expenses and state income taxes, partially offset by tax credits and the effect of Canadian income taxes.

Fiscal 2024 Compared to Fiscal 2023

A detailed discussion of the prior year 2024 to 2023 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 [2024 Annual Report on Form 10-K filed with the SEC on March 10, 2025](#); 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 2025 or for any prior periods. There were no events or circumstances from the date of our assessment through December 31, 2025 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 \$98,723 at December 31, 2025. Based upon the goodwill impairment analysis conducted in the fourth quarter 2025, the determined fair value of the reporting units exceeded their carrying value by 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, 2025 and December 31, 2024, are summarized as follows:

	2025	2024
Cash (used in) provided by:		
Operating activities	\$ 154,574	\$ 144,546
Investing activities	(125,266)	(169,643)
Financing activities	(34,588)	31,787
Effect of exchange rate changes on cash	206	(289)
(Decrease) Increase in cash	<u>\$ (5,074)</u>	<u>\$ 6,401</u>

Net Cash Provided by Operating Activities--Operating activities in 2025 provided cash of \$154,574 as compared to \$144,546 provided in 2024. The \$10,028 increase in operating cash flow was primarily attributable to an increase of \$49,066 in cash provided by accounts receivable and the increase of \$20,728 in cash provided by self-insurance accruals partially offset by the increase of \$11,466 in cash used by accounts payable and accrued expenses, the increase of \$19,089 cash used by other operating assets and liabilities, the increase of \$6,146 in cash used by prepaid expenses and the increase of \$2,208 in cash used by mitigation credit inventories.

Overall, accounts receivable decreased \$12,475 in 2025 as compared to the increase of \$36,591 in 2024. With respect to the change in accounts receivable arising from business levels, the "days-sales-outstanding" in accounts receivable (sometimes referred to as "DSO") at the end of 2025 decreased by 6 days to 70 days, when compared to 76 days at December 31, 2024. As we continue to grow and expand our service offerings, our DSO will be influenced by various factors such as individual contract terms, the nature of the work performed and special situations such as storm work.

Self-insurance accruals increased \$30,901 in 2025, a change of \$20,728 compared to the increase of \$10,173 in 2024. This was primarily attributable to a one-time increase of \$34,500 in reserves related to specific large loss claims within our general liability and vehicle liability classifications that the Company anticipates will be settled in 2026.

Accounts payable and accrued expenses increased \$965 in 2025, a \$11,466 change from the increase of \$12,431 in 2024. The change was primarily related to decreases in income taxes payable and taxes other than income payable and the timing of accrued compensated absences, partially offset by an increase in accounts payable.

Other operating assets and liabilities, net used cash of \$5,716 in 2025, an \$19,089 decrease compared to \$13,373 of cash provided in 2024. The change was primarily related to a lower amount of payroll taxes refundable collected in 2025 compared to 2024, an increase in income taxes refundable and an increase in operating supplies partially offset by a change in deferred income taxes payable and deposits.

Prepaid expenses increased \$1,320 in 2025, a change of \$6,146 compared to the \$4,826 decrease in 2024. The change was primarily related to prepaid insurance premiums.

Mitigation bank credit inventories increased by \$3,138 in 2025, a change of \$2,208 compared to the increase of \$930 in 2024. Mitigation bank credit inventory levels are affected by the timing of credit inventory sales. Mitigation bank credit inventories are composed of credits that are available to sell to third parties through remediation of properties such as stream or wetland restoration.

Net Cash Used in Investing Activities--Investing activities used \$125,266 in cash, \$44,377 less than the \$169,643 used in 2024. The decrease was primarily the result of a decrease in capital expenditures for equipment of \$12,543, a decrease in capital expenditures for land and buildings of \$11,611, a decrease in purchases of businesses of \$11,235 and an increase in net proceeds from sale of marketable securities of \$9,581.

Net Cash Used in Financing Activities--Financing activities used \$34,588 in cash in 2025, a decrease of \$66,375 compared with the \$31,787 of cash provided in 2024. Our net borrowing and repayment activity on our revolving credit facility resulted in a net cash outflow of \$88,463 in 2025, a change of \$159,793 as compared with \$71,330 of cash provided by net borrowings during 2024. We use the credit facility primarily for capital expenditures, redemptions of shares and payments of notes payable related to acquisitions. Net proceeds from notes payable totaled \$109,006 in 2025, a change of \$105,364 when compared to the \$3,642 net proceeds in 2024. Treasury share transactions (purchases and sales) used cash of \$42,456 in 2025, \$10,028 more than the \$32,428 used in 2024. Dividends paid during 2025 totaled \$4,314.

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 \$26,891 and \$15,988 in 2025 and 2024, respectively. Purchases of common shares, other than redeemable common shares, approximated \$70,859 and \$60,148 in 2025 and 2024, respectively.

Revolving Credit Facility--In July 2024, the Company amended and restated its revolving credit facility with its existing bank group. The amended and restated credit agreement, which expires in July 2029, permits borrowings, as defined, of up to \$400,000, including a combined term loan and letter of credit sublimit of \$150,000 and a swing-line commitment of \$50,000. Under certain circumstances, the Company may increase the revolving credit commitments and/or establish new incremental term loan commitments in an aggregate amount of up to \$150,000. 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 3.25 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. The revolving credit facility allows for an adjustment to earnings before interest, taxes, depreciation and amortization of up to \$55,000 for four quarters in the event certain legal claims are settled. In May 2025, the Company further amended its revolving credit facility with its existing bank group to, among other things, allow for certain intercompany advances among the Company and its subsidiaries, and in January 2026, the Company amended the revolving credit facility to revise the definition of Consolidated Earnings Before Interest and Taxes. As of December 31, 2025, we had unused commitments under the revolving credit facility approximating \$272,319 and \$127,681 committed, which consisted of borrowings of \$125,431 and issued letters of credit of \$2,250.

Borrowings outstanding bear 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, 2025, 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 August 2024. Among other things, the amendment increased the total facility limit to \$250,000 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 August 2027. 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 2024 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 \$250,000. In May 2025, the Company further amended its Note Purchase and Shelf Agreement with its existing purchasers to, among other things, allow for certain intercompany advances among the Company and its subsidiaries, and in January 2026, the Company amended the Note Purchase and Shelf Agreement to revise the definition of Consolidated Earnings Before Interest and Taxes. As the Company has previously issued notes with an aggregate amount outstanding of \$220,000 under the Note Purchase and Shelf Agreement, as of December 31, 2025, it has the capacity to issue subsequent series of promissory notes pursuant to the Note Purchase and Shelf Agreement in the amount of \$30,000.

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 commenced 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 commenced 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.

5.19% Senior Unsecured Notes--On September 22, 2025, we issued 5.19% Senior Notes, Series D (the "5.19% Senior Notes") pursuant to the Note Purchase and Shelf Agreement in the aggregate principal amount of \$100,000. The 5.19% Senior Notes are due September 22, 2030. The 5.19% 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 in arrears, beginning December 22, 2025, with the principal due in full on September 22, 2030.

The net proceeds of all senior notes were used to pay down borrowings under our revolving credit facility and for general corporate purposes.

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 5.24% at December 31, 2025 and 5.80% at December 31, 2024.

Aggregate Maturities of Long-Term Debt--Aggregate maturities of long-term debt for the five years subsequent to December 31, 2025 were as follows:

	Amount
Year ending December 31, 2026	\$ 111,598
2027	47,407
2028	45,479
2029	125,431
2030	100,000
	<u>\$ 429,915</u>

Accounts Receivable Securitization Facility--In July 2025, the Company amended its Accounts Receivable Securitization Facility (as amended, the "AR Securitization program") to, among other things, extend the scheduled termination date for an additional one-year period, to July 17, 2026, and increase the AR Securitization facility limit to \$175,000. In addition, certain subsidiaries of the Company entered into a joinder agreement, pursuant to which such subsidiaries agreed to serve as originators of receivables under the AR Securitization program. The lender may also issue loans, in addition to letters of credit, under the AR Securitization program.

The AR Securitization program has a limit of \$175,000, of which \$99,071 and \$97,104 were issued for letters of credit (“LCs”) as of December 31, 2025 and December 31, 2024, respectively, and loans were issued in the amounts of \$55,000 and \$25,000 as of December 31, 2025 and December 31, 2024, respectively.

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, 2025--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 obligation 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 obligation 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, (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, 2025, 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, 2025, to make future payments for the periods indicated:

Description	Total	Contractual Obligations Due -- Year Ending December 31,						Thereafter
		2026	2027	2028	2029	2030		
Revolving credit facility	\$ 125,431	\$ —	\$ —	\$ —	\$ 125,431	\$ —		\$ —
Senior unsecured notes	258,460	41,630	55,102	52,646	5,190	103,892		—
Term loans	85,357	82,242	2,592	523	—	—		—
Financing lease obligations	42,479	11,102	9,029	7,958	6,010	4,001		4,379
Operating lease obligations	72,371	31,173	19,362	10,622	5,751	2,306		3,157
Self-insurance accruals	194,908	85,110	42,332	26,518	15,902	7,554		17,492
Purchase obligations	40,729	40,729	—	—	—	—		—
Litigation accrual	254,447	254,447	—	—	—	—		—
Other liabilities	16,641	2,980	2,624	2,705	2,575	2,858		2,899
	<u>\$ 1,090,823</u>	<u>\$ 549,413</u>	<u>\$ 131,041</u>	<u>\$ 100,972</u>	<u>\$ 160,859</u>	<u>\$ 120,611</u>		<u>\$ 27,927</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, 2025. Litigation accrual includes the amount accrued for losses related to California wild fire claims that we believe will be paid in 2026. 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, 2025, have not been included in the summary above. Noncurrent deferred taxes are also not included in the summary.

As of December 31, 2025, total commitments related to issued letters of credit were \$101,659, of which \$2,250 were issued under the revolving credit facility, \$99,071 were issued under the AR Securitization program, and \$338 were issued under short-term lines of credit. As of December 31, 2024, total commitments related to issued letters of credit were \$100,050, of which \$2,624 were issued under the revolving credit facility, \$97,104 were issued under the AR Securitization program, and \$322 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 2026 through 2033. 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 \$12,397 as of December 31, 2025 included \$8,218 in the U.S. and \$4,179 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 2025 Canadian earnings to satisfy our 2026 U.S. based cash flow needs.

Business seasonality generally 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, 2025, we had working capital of \$130,111, unused short-term lines of credit approximating \$755, and \$272,319 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, 2025, 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, 2025.

	Expected Maturity Date						Total	Fair Value December 31, 2025
	2026	2027	2028	2029	2030	Thereafter		
Liabilities								
Long-term debt:								
Fixed rate	\$ 56,597	\$ 47,408	\$ 45,479	\$ —	\$ 100,000	\$ —	\$ 249,484	\$ 250,604
Average interest rate	5.2 %	5.5 %	5.5 %	— %	5.2 %	— %		
Variable rate	\$ 55,000	\$ —	\$ —	\$ 125,431	\$ —	\$ —	\$ 180,431	\$ 180,431
Average interest rate	4.7 %	— %	— %	5.3 %	— %	— %		

The interest rate on the variable-rate debt, as of December 31, 2025, ranged from 4.7% to 5.4%.

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, 2025, 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 ongoing inflation and fluctuating interest rates affecting the U.S. economy. These inflationary pressures have increased our costs for labor and materials. The inflationary pressures, to the extent we have been unable to offset these costs through increases in our prices or other measures, 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, 2025, 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, 2025.

/s/ Patrick M. Covey

Patrick M. Covey

Chairman, President and Chief Executive Officer

/s/ Joseph R. Paul

Joseph R. Paul

Executive Vice President, Chief Financial Officer and Assistant Secretary and Director

/s/ Thea R. Sears

Thea R. Sears

Senior Vice President and Controller

Kent, Ohio

March 9, 2026

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 2025 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 transitioned to SAP S/4 Hana in the third quarter of 2023, with additional subsidiaries transitioned in 2025. The project is expected to be completed in the next year. 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.

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, 2025, 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) of the Exchange Act 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 1-Election of Directors" and "Corporate Governance-Board Independence" of our 2026 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 section "Corporate Governance-Committees of the Board of Directors-Audit Committee" of our 2026 Proxy Statement, which is 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 2026 Proxy Statement, which is incorporated into this report by reference.

Information about our insider trading policies and procedures will be included in the section "Corporate Governance-Insider Trading Policy and Procedures" of our 2026 Proxy Statement, which is incorporated into this report by reference. See also the section titled "Corporate Governance-Shareholder Nominations for Director" of our 2026 Proxy Statement, 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," "2025 Director Compensation", and "Corporate Governance-Compensation Committee Interlocks and Insider Participation" of our 2026 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 2026 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 2026 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 2026 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 3 - Ratification of the Appointment of the Independent Registered Public Accounting Firm" of our 2026 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, 2024).	
10.1 **	Fifth Amended and Restated Credit Agreement among The Davey Tree Expert Company, as borrower, various lending institutions party thereto, as banks, KeyBank National Association, as administrative agent, and PNC Bank, National Association and Wells Fargo Bank, National Association, as co-syndication agents, dated as of July 29, 2024 (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 30, 2024).	
10.2 **	First Amendment to Fifth Amended and Restated Credit Agreement among The Davey Tree Expert Company, as borrower, various lending institutions party thereto, as banks, KeyBank National Association, as administrative agent, and PNC Bank, National Association and Wells Fargo Bank, National Association, as co-syndication agents, dated as of May 21, 2025 (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 27, 2025).	
10.3	Second Amendment to Fifth Amended and Restated Credit Agreement among The Davey Tree Expert Company, as borrower, various lending institutions party thereto, as banks, KeyBank National Association, as administrative agent, and PNC Bank, National Association and Wells Fargo Bank, National Association, as co-syndication agents, dated as of January 30, 2026.	Filed Herewith
10.4 *	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).	
10.5 *	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).	
10.6 *	First Amendment to The Davey Tree Expert Company 401KSOP Match Restoration Plan, dated December 7, 2007 (Incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2018).	

EXHIBIT INDEX

Exhibit No.	Description
<u>10.7</u> *	<u>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).</u>
<u>10.8</u> *	<u>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).</u>
<u>10.9</u> *	<u>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).</u>
<u>10.10</u> *	<u>The Davey Tree Expert Company Board of Directors Revised Deferred Compensation Plan (January 1, 2024 Restatement) (Incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023).</u>
<u>10.11</u> *	<u>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).</u>
<u>10.12</u> *	<u>Management Incentive Compensation Plan, as last amended as of December 7, 2023 (Incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023).</u>
<u>10.13</u> **	<u>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).</u>
<u>10.14</u> **	<u>Receivables Financing Agreement, dated May 9, 2016, as amended through Amendment No. 12, dated July 19, 2024, 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 24, 2024).</u>
<u>10.15</u> **	<u>Receivables Financing Agreement Amendment No. 13, dated July 18, 2025, by and among The Davey Tree Expert Company, Davey Receivables LLC, PNC Bank, National Association and the other lenders party thereto (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 23, 2025).</u>
<u>10.16</u> **	<u>Receivables Financing Agreement Amendment No. 14, dated October 16, 2025, by and among The Davey Tree Expert Company, Davey Receivables LLC, PNC Bank, National Association and the other lenders party thereto (Incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 27, 2025).</u>

EXHIBIT INDEX

Exhibit No.	Description	
<u>10.17</u> **	<u>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).</u>	
<u>10.18</u>	<u>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).</u>	
<u>10.19</u>	<u>Joinder Agreement, dated July 18, 2025, by and among DTS California, LLC, Davey Rail Services, LLC, DRG Grid Reliability, LLC, Davey RC, LLC, 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 July 23, 2025).</u>	
<u>10.20</u> **	<u>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).</u>	
<u>10.21</u>	<u>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).</u>	
<u>10.22</u>	<u>Amendment No. 2 to Note Purchase and Private Shelf Agreement, dated August 15, 2024, 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 August 20, 2024).</u>	
<u>10.23</u> **	<u>Amendment No. 3 to Note Purchase and Private Shelf Agreement, dated May 21, 2025, by and among PGIM, Inc., each of the Purchasers thereto, and The Davey Tree Expert Company (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 27, 2025).</u>	
<u>10.24</u> **	<u>Amendment No. 4 to Note Purchase and Private Shelf Agreement, dated January 30, 2026, by and among PGIM, Inc., each of the Purchasers thereto, and The Davey Tree Expert Company.</u>	Filed Herewith
<u>10.25</u> *	<u>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).</u>	

EXHIBIT INDEX

Exhibit No.	Description	
<u>10.26</u> *	<u>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).</u>	
<u>10.27</u> *	<u>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).</u>	
<u>10.28</u> *	<u>First Amendment to The Davey 401KSOP and ESOP (January 1, 2022 Restatement) (Incorporated by reference to Exhibit 10.4 to the Registrant’s Form 10-Q for the quarter ended September 28, 2024).</u>	
<u>10.29</u> *	<u>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).</u>	
<u>10.30</u> *	<u>The Davey Tree Expert Company 2024 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 22, 2024).</u>	
<u>10.31</u> *	<u>Form of Performance Restricted Stock Unit Agreement (2024 Omnibus Stock Plan) (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 22, 2024).</u>	
<u>10.32</u> *	<u>Form of Director Restricted Stock Unit Agreement (2024 Omnibus Stock Plan) (Incorporated by reference to Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 22, 2024).</u>	
<u>19</u>	<u>The Davey Tree Expert Company Insider Trading and Public Disclosure Policy (Incorporated by reference to Exhibit 19 to the Registrant’s Annual Report on Form 10-K for the year December 31, 2024).</u>	
<u>21</u>	<u>Subsidiaries of the Registrant.</u>	Filed Herewith
<u>23.1</u>	<u>Consent of Independent Registered Public Accounting Firm (Deloitte & Touche LLP).</u>	Filed Herewith
<u>31.1</u>	<u>Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	Filed Herewith
<u>31.2</u>	<u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	Filed Herewith
<u>32.1</u>	<u>Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.</u>	Furnished Herewith
<u>32.2</u>	<u>Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.</u>	Furnished Herewith

EXHIBIT INDEX

Exhibit No.	Description	
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).	
101	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2025, 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 exhibits and schedules to this exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Company agrees to furnish a copy of all omitted exhibits and schedules to the 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 9, 2026.

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 9, 2026.

/s/ Patrick M. Covey

Patrick M. Covey

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

/s/ Joseph E McNeely

Joseph E. McNeely

Director

/s/ Thomas A. Haught

Thomas A. Haught

Lead Director

/s/ Joseph R. Paul

Joseph R. Paul

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

/s/ Alejandra Evans

Alejandra Evans

Director

/s/ Thea R. Sears

Thea R. Sears

*Senior Vice President and Controller
(Principal Accounting Officer)*

/s/ Matthew C. Harris

Matthew C. Harris

Director

/s/ Catherine M. Kilbane

Catherine M. Kilbane

Director

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, 2025

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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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, 2025 and 2024, 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, 2025, 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, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, 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, 2025, were \$175.5 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, 2025.

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 9, 2026

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,	
	2025	2024
Assets		
Current assets:		
Cash	\$ 12,397	\$ 17,471
Accounts receivable, net	385,470	397,077
Operating supplies	17,313	15,995
Prepaid expenses	40,940	39,517
Other current assets	63,587	68,893
Total current assets	519,707	538,953
Property and equipment, net	471,200	400,661
Right-of-use assets - operating leases	66,445	90,516
Marketable securities and other investments	59,498	41,686
Insurance receivable	254,447	209,351
Intangible assets, net	16,832	18,301
Goodwill	98,723	94,879
Other assets	9,948	13,204
Total assets	<u>\$ 1,496,800</u>	<u>\$ 1,407,551</u>
Liabilities and shareholders' equity		
Current liabilities:		
Current portion of long-term debt, finance lease liabilities and short-term debt	\$ 121,064	\$ 73,724
Current portion of operating lease liabilities	28,920	35,828
Accounts payable	66,565	57,560
Accrued expenses	87,871	96,860
Self-insurance accruals	85,176	58,509
Total current liabilities	389,596	322,481
Long-term debt	127,448	218,833
Senior unsecured notes	189,831	119,822
Lease liabilities - finance leases	28,299	12,221
Lease liabilities - operating leases	38,798	55,565
Self-insurance accruals	90,328	86,092
Litigation accrual	254,447	209,351
Other liabilities	21,453	14,046
Total liabilities	1,140,200	1,038,411
Commitments and contingencies (Note U)		
Redeemable common shares related to 401KSOP and Employee Stock Ownership Plan (ESOP) 7,737 and 8,114 shares at redemption value as of December 31, 2025 and 2024	213,548	195,551
Common shareholders' equity:		
Common shares, \$.50 par value, per share; 96,000 shares authorized; 78,090 and 77,713 shares issued and outstanding before deducting treasury shares and which excludes 7,737 and 8,114 shares subject to redemption as of December 31, 2025 and 2024	39,045	38,857
Additional paid-in capital	257,130	225,846
Common shares subscribed, unissued	19,145	21,100
Retained earnings	377,145	375,525
Accumulated other comprehensive loss	(5,611)	(6,773)
	686,854	654,555
Less: Cost of Common shares held in treasury; 46,358 shares in 2025 and 45,353 in 2024	533,924	468,132
Common shares subscription receivable	9,878	12,834
Total common shareholders' equity	143,052	173,589
Total liabilities and shareholders' equity	<u>\$ 1,496,800</u>	<u>\$ 1,407,551</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,		
	2025	2024	2023
Revenues	\$ 1,947,969	\$ 1,841,687	\$ 1,693,481
Costs and expenses:			
Operating	1,301,601	1,188,557	1,089,605
Selling	343,696	322,801	305,624
General and administrative	156,696	151,361	132,571
Depreciation	73,368	64,562	53,571
Amortization of intangible assets	5,084	5,432	5,072
Gain on sale of assets, net	(4,669)	(5,710)	(7,169)
	<u>1,875,776</u>	<u>1,727,003</u>	<u>1,579,274</u>
Income from operations	72,193	114,684	114,207
Other income (expense):			
Interest expense	(21,764)	(20,331)	(13,745)
Interest income	2,733	3,216	1,894
Other	(5,441)	(8,378)	(5,120)
Income before income taxes	47,721	89,191	97,236
Income taxes	14,396	24,395	25,096
Net income	\$ 33,325	\$ 64,796	\$ 72,140
Share data:			
Earnings per share--basic	<u>\$.81</u>	<u>\$ 1.53</u>	<u>\$ 1.66</u>
Earnings per share--diluted	<u>\$.78</u>	<u>\$ 1.47</u>	<u>\$ 1.58</u>
Weighted-average shares outstanding:			
Basic	<u>41,220</u>	<u>42,292</u>	<u>43,452</u>
Diluted	<u>42,704</u>	<u>44,134</u>	<u>45,538</u>

See notes to consolidated financial statements.

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

	Year Ended December 31,		
	2025	2024	2023
Net income	\$ 33,325	\$ 64,796	\$ 72,140
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	1,091	(1,959)	589
Net change related to available-for-sale securities	132	(82)	291
Defined benefit pension plan adjustments	(61)	53	(77)
Total other comprehensive income (loss), net of tax	1,162	(1,988)	803
Comprehensive income	\$ 34,487	\$ 62,808	\$ 72,943

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, 2023	\$ 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
Net income	—	—	—	64,796	—	—	—	64,796
Change in 401KSOP and ESOP related shares	(451)	9,102	—	(15,522)	—	—	—	(6,871)
Shares sold to employees	—	16,514	—	—	—	14,775	—	31,289
Options exercised	—	210	—	—	—	9,114	—	9,324
Subscription shares	—	598	(1,732)	—	—	732	3,829	3,427
Stock-based compensation	—	1,460	—	—	—	—	—	1,460
Dividends, \$.10 per share	—	—	—	(4,185)	—	—	—	(4,185)
Other comprehensive loss	—	—	—	—	(1,988)	—	—	(1,988)
Shares purchased	—	—	—	—	—	(76,137)	—	(76,137)
Balances at December 31, 2024	\$ 38,857	\$ 225,846	\$ 21,100	\$ 375,525	\$ (6,773)	\$ (468,132)	\$ (12,834)	\$ 173,589
Net income	—	—	—	33,325	—	—	—	33,325
Change in 401KSOP and ESOP related shares	188	9,204	—	(27,391)	—	—	—	(17,999)
Shares sold to employees	—	21,826	—	—	—	19,754	—	41,580
Options exercised	—	(658)	—	—	—	10,639	—	9,981
Subscription shares	—	1,169	(1,955)	—	—	1,565	2,956	3,735
Stock-based compensation	—	(257)	—	—	—	—	—	(257)
Dividends, \$.11 per share	—	—	—	(4,314)	—	—	—	(4,314)
Other comprehensive income	—	—	—	—	1,162	—	—	1,162
Shares purchased	—	—	—	—	—	(97,750)	—	(97,750)
Balances at December 31, 2025	\$ 39,045	\$ 257,130	\$ 19,145	\$ 377,145	\$ (5,611)	\$ (533,924)	\$ (9,878)	\$ 143,052

See notes to consolidated financial statements.

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

	Year Ended December 31,		
	2025	2024	2023
Operating activities			
Net income	\$ 33,325	\$ 64,796	\$ 72,140
Adjustments to reconcile net income to net cash provided by operating activities net of assets/liabilities acquired:			
Depreciation	73,368	64,562	53,571
Amortization	5,084	5,432	5,072
Gain on sale of assets	(4,669)	(5,710)	(7,169)
Deferred income taxes	8,611	2,682	1,175
Other	4,688	9,502	2,790
Changes in operating assets and liabilities, net of assets acquired:			
Accounts receivable	12,475	(36,591)	(38,086)
Accounts payable and accrued expenses	965	12,431	7,720
Prepaid expenses	(1,320)	4,826	(12,257)
Self-insurance accruals	30,901	10,173	284
Mitigation bank credit inventory	(3,138)	(930)	(17,664)
Other, net	(5,716)	13,373	3,874
	121,249	79,750	(690)
Net cash provided by operating activities	154,574	144,546	71,450
Investing activities			
Capital expenditures:			
Equipment	(81,406)	(93,949)	(65,286)
Land and buildings	(37,622)	(49,233)	(22,036)
Purchases of businesses, net of cash acquired and debt incurred	(7,352)	(18,587)	(21,497)
Proceeds from sales of property and equipment	8,402	8,995	12,231
Purchases of marketable securities	(57,617)	(41,152)	(47,199)
Proceeds from sale of marketable securities	50,329	24,283	43,912
Net cash used in investing activities	(125,266)	(169,643)	(99,875)
Financing activities			
Revolving credit facility borrowings	775,970	745,264	788,165
Revolving credit facility payments	(864,433)	(673,934)	(796,982)
Proceeds from notes payable	208,334	121,527	164,107
Payments of notes payable	(99,328)	(117,885)	(93,327)
Payments of finance leases	(8,361)	(6,572)	(3,973)
Purchases of common shares for treasury	(97,750)	(76,136)	(78,076)
Sales of common shares from treasury	52,339	39,879	41,172
Cash received on common-share subscriptions	2,955	3,829	3,682
Dividends	(4,314)	(4,185)	(3,850)
Net cash (used in) provided by financing activities	(34,588)	31,787	20,918
Effect of exchange rate changes on cash	206	(289)	51
(Decrease) increase in cash	(5,074)	6,401	(7,456)
Cash, beginning of year	17,471	11,070	18,526
Cash, end of year	\$ 12,397	\$ 17,471	\$ 11,070

See notes to consolidated financial statements.

The Davey Tree Expert Company
Notes to Consolidated Financial Statements
December 31, 2025
(Amounts 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.

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 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.

The Davey Tree Expert Company
Notes to Consolidated Financial Statements
December 31, 2025
(Amounts in thousands, except share data)

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 straight-line and declining-balance methods 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 reportable 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 2025 or for any prior periods. There were no events or circumstances from the date of our assessment through December 31, 2025 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 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

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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.

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 9% of revenues during 2025, 9% in 2024 and 10% in 2023. To reduce credit risk, we evaluate the credit of

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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 2025

Accounting Standards Update 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures--In December 2023, the FASB issued Accounting Standards Update ("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 has adopted this guidance prospectively for the period ended December 31, 2025. Adoption has only impacted the Company's disclosures, with no impacts to financial condition or results of operations.

Accounting Standards Not Yet Adopted

Accounting Standards Update 2024-03, Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses--In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses. The new standard requires entities to disclose additional information about certain expenses, such as purchases of inventory, employee compensation, depreciation, intangible asset amortization, as well as selling expenses included in commonly presented expense captions on the income statement. The FASB further clarified the effective date in January 2025 with the issuance of ASU 2025-01, Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods beginning after December 15, 2027. Companies have the option to apply this guidance either on a retrospective or prospective basis, and

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early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements and related disclosures.

Accounting Standards Update 2025-05, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets--In July 2025, the FASB issued ASU 2025-05, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets (“ASU 2025-05”). ASU 2025-05 provides a practical expedient that all entities can use when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under ASC 606, Revenue from Contracts with Customers. Under this practical expedient, an entity may elect to assume that the current conditions as of the balance sheet date it has applied in determining credit loss allowances for current accounts receivable and current contract assets remain unchanged for the remaining life of those assets. ASU 2025-05 is effective for fiscal years beginning after December 15, 2025, and for interim reporting periods within those annual fiscal years, with early adoption permitted. Entities that elect the practical expedient should apply the amendments prospectively. The Company plans to adopt this guidance prospectively for the fiscal quarter ending April 4, 2026 and does not expect a material impact on its consolidated financial statements and related disclosures.

Accounting Standards Update 2025-06, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software--In September 2025, the FASB issued ASU 2025-06, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software (“ASU 2025-06”). ASU 2025-06 amends the existing standard to remove all references to prescriptive and sequential software development project stages. Under this guidance, eligible software development costs will begin capitalization when management has authorized and committed to funding the software project, and it is probable that the project will be completed and the software will be used to perform the function intended. In evaluating whether it is probable the project will be completed, management is required to consider whether there is significant uncertainty associated with the development activities of the software. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027, and for interim reporting periods within those annual fiscal years, with early adoption permitted. The guidance may be applied on a prospective basis, a modified basis for in-process projects, or a retrospective basis. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements and related disclosures.

Accounting Standards Update 2025-11, Interim Reporting (Topic 270): Narrow Scope Improvements--In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements (“ASU 2025-11”). ASU 2025-11 is intended to improve the navigability of the required interim disclosures within Topic 270 and to clarify when the guidance applies. The amendments in this ASU are not intended to change the fundamental nature of interim reporting or expand or reduce current interim disclosure requirements. ASU 2025-11 is effective for interim periods beginning January 1, 2028, and can be applied on a prospective or retrospective basis. The Company is currently evaluating this standard to determine the impact it may have on its consolidated financial statements disclosures.

D. Business Combinations

Our investments in businesses were \$8,540, \$28,116 and \$34,077 for the years ended December 31, 2025, 2024 and 2023, respectively. The acquired intangible assets consist of tradenames, non-competition agreements and customer relationships. The tradename intangible

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assets were assigned an average useful life of six years, customer relationships were assigned an average useful life of seven years, and the non-competition agreements were assigned an average useful life of five years. See Note F. Supplemental Cash Flow Information for a preliminary breakout of the assets acquired, liabilities assumed and debt issued related to these investments.

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 for businesses acquired in 2025 have been finalized as of December 31, 2025.

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 \$3,720 in 2025 (\$3,720 of which is deductible for tax purposes), \$10,893 in 2024 (\$10,892 of which is deductible for tax purposes) and \$14,758 in 2023 (\$14,758 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, 2025, 2024 and 2023 was not significant.

Subsequent to December 31, 2025 and through March 9, 2026, we acquired one business for approximately \$63,230 with \$263 liabilities assumed and debt issued of \$3,000. The acquired company is in our Utility segment and provides consulting and engineering services for utility networks. We do not expect the effect of this acquisition on our consolidated revenues and results of operations to be significant.

E. Accounts Receivable, Net and Supplemental Balance Sheet Information

Accounts receivable, net, consisted of the following:

	December 31,	
	2025	2024
Accounts receivable, net		
Accounts receivable	\$ 271,949	\$ 286,796
Unbilled receivables ^(a)	116,548	116,491
	388,497	403,287
Less allowances for credit losses	3,027	6,210
Total	\$ 385,470	\$ 397,077

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

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

	December 31,	
	2025	2024
Other current assets		
Refundable income taxes	\$ 9,184	\$ 91
Mitigation bank credit inventory	32,453	29,315
Assets invested for self-insurance	12,576	29,212
Payroll taxes refundable	7,855	10,131
Other	1,519	144
Total	<u>\$ 63,587</u>	<u>\$ 68,893</u>

	December 31,	
	2025	2024
Property and equipment, net		
Land and land improvements	\$ 31,474	\$ 30,041
Buildings and leasehold improvements	177,279	141,445
Equipment	805,062	741,098
	1,013,815	912,584
Less accumulated depreciation	542,615	511,923
Total	<u>\$ 471,200</u>	<u>\$ 400,661</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 \$6,425 and \$4,307 in 2025 and 2024, respectively.

	December 31,	
	2025	2024
Other assets, noncurrent		
Investment--cost-method affiliate	\$ 1,405	\$ 1,406
Deferred income taxes	—	3,780
Cloud computing arrangements	391	191
Other	8,152	7,827
Total	<u>\$ 9,948</u>	<u>\$ 13,204</u>

	December 31,	
	2025	2024
Accrued expenses		
Employee compensation	\$ 44,109	\$ 46,197
Accrued compensated absences	16,785	16,175
Self-insured medical claims	3,269	2,359
Customer advances, deposits	1,254	1,449
Income taxes payable	—	3,948
Taxes, other than income	8,498	10,497
Other	13,956	16,235
Total	<u>\$ 87,871</u>	<u>\$ 96,860</u>

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	December 31,	
	2025	2024
Other liabilities, noncurrent		
Pension and retirement plans	\$ 5,699	\$ 6,060
Deferred income taxes	4,812	—
Other	10,942	7,986
Total	<u>\$ 21,453</u>	<u>\$ 14,046</u>

F. Supplemental Cash Flow Information

Supplemental cash flow information follows:

Supplemental cash flow information	Year Ended December 31,		
	2025	2024	2023
Interest paid	\$ 25,317	\$ 23,928	\$ 18,200
Federal income taxes paid, net	\$ 12,100	\$ 13,017	\$ 21,578
State income taxes paid, net ^(a)	7,031	4,640	8,099
Income taxes paid, net	<u>\$ 19,131</u>	<u>\$ 17,657</u>	<u>\$ 29,677</u>
Noncash transactions:			
Debt issued for purchases of businesses (noncash financing activity)	<u>\$ 1,100</u>	<u>\$ 6,351</u>	<u>\$ 7,046</u>
Detail of acquisitions:			
Assets acquired:			
Cash	\$ —	\$ 278	\$ 249
Accounts receivable	—	1,458	211
Operating supplies	46	735	1,538
Prepaid expense	—	—	141
Equipment	1,179	9,867	7,220
Other assets	—	1,322	2,658
Intangible assets	3,595	3,563	7,302
Goodwill	3,720	10,893	14,758
Liabilities assumed	(88)	(2,900)	(5,285)
Debt issued for purchases of businesses	(1,100)	(6,351)	(7,046)
Cash paid	<u>\$ 7,352</u>	<u>\$ 18,865</u>	<u>\$ 21,746</u>

(a) In 2025 material jurisdictions that are equal or greater than 5% of the total cash paid for taxes included California (\$1,950), Michigan (\$475), Virginia (\$460), Minnesota (\$415) and Pennsylvania (\$385).

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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, 2025				
Fixed maturity:				
United States Government and agency securities	\$ 34,091	\$ 878	\$ (59)	\$ 34,910
Total available-for-sale debt securities	<u>\$ 34,091</u>	<u>\$ 878</u>	<u>\$ (59)</u>	<u>\$ 34,910</u>
December 31, 2024				
Fixed maturity:				
United States Government and agency securities	\$ 45,701	\$ 565	\$ (86)	\$ 46,180
Total available-for-sale debt securities	<u>\$ 45,701</u>	<u>\$ 565</u>	<u>\$ (86)</u>	<u>\$ 46,180</u>

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 because 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 \$34,910 and \$46,180 at December 31, 2025 and December 31, 2024, 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.

We held approximately \$36,413 and \$21,218 in marketable equity securities as of December 31, 2025 and December 31, 2024, 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, 2025 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	\$ 11,558	\$ 11,827
One year through five years	22,533	23,083
Six years through ten years	—	—
After ten years	—	—
Total	<u>\$ 34,091</u>	<u>\$ 34,910</u>

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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 Remaining Amortization Period (Years)	December 31, 2025		December 31, 2024	
		Carrying Amount	Accumulated Amortization	Carrying Amount	Accumulated Amortization
Amortized intangible assets:					
Customer lists/relationships	4.7 years	\$ 46,641	\$ 35,480	\$ 43,713	\$ 32,452
Employment-related	2.7 years	14,146	12,150	13,880	11,127
Tradenames	4.3 years	13,888	10,213	13,465	9,178
Amortized intangible assets	4.4 years	74,675	\$ 57,843	71,058	\$ 52,757
Less accumulated amortization		57,843		52,757	
Intangible assets, net		\$ 16,832		\$ 18,301	
Goodwill		\$ 98,723		\$ 94,879	

The changes in the carrying amounts of goodwill, by segment, for the years ended December 31, 2025 and December 31, 2024 were as follows:

	Balance at January 1, 2025	Acquisitions	Translation and Other Adjustments	Balance at December 31, 2025
Utility	\$ 4,941	\$ —	\$ —	\$ 4,941
Residential and Commercial	89,938	3,720	124	93,782
Total	\$ 94,879	\$ 3,720	\$ 124	\$ 98,723

	Balance at January 1, 2024	Acquisitions	Translation and Other Adjustments	Balance at December 31, 2024
Utility	\$ 4,941	\$ —	\$ —	\$ 4,941
Residential and Commercial	79,859	10,893	(814)	89,938
Total	\$ 84,800	\$ 10,893	\$ (814)	\$ 94,879

Future aggregate amortization expense of intangible assets--The aggregate amortization expense of intangible assets, as of December 31, 2025, in each of the next five years was as follows:

	Future Amortization Expense
Year ending December 31, 2026	\$ 4,596
2027	4,011
2028	3,215
2029	2,691
2030	1,321
Thereafter	998
	\$ 16,832

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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,	
	2025	2024
Notes payable	\$ —	\$ 276
Current portion of long-term debt	111,598	67,991
Current portion of finance leases	9,466	5,457
	<u>\$ 121,064</u>	<u>\$ 73,724</u>

We have short-term lines of credit with several banks totaling \$1,093. At December 31, 2025, we had \$755 available under the lines of credit with no borrowings outstanding and \$338 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,	
	2025	2024
Revolving credit facility		
Swing-line borrowings	\$ 5,431	\$ 13,873
SOFR borrowings	120,000	200,000
	<u>125,431</u>	<u>213,873</u>
3.99% Senior unsecured notes	30,000	40,000
4.00% Senior unsecured notes	15,000	20,000
6.19% Senior unsecured notes	75,000	75,000
5.19% Senior unsecured notes	100,000	—
Term loans	29,484	34,063
Accounts receivable securitization facility loans	55,000	25,000
	<u>429,915</u>	<u>407,936</u>
Less debt issuance costs	1,038	1,290
Less current portion	111,598	67,991
	<u>\$ 317,279</u>	<u>\$ 338,655</u>

Revolving Credit Facility--In July 2024, the Company amended and restated its revolving credit facility with its existing bank group. The amended and restated credit agreement, which expires in July 2029, permits borrowings, as defined, of up to \$400,000, including a combined term loan and letter of credit sublimit of \$150,000 and a swing-line commitment of \$50,000. Under certain circumstances, the Company may increase the revolving credit commitments and/or establish new incremental term loan commitments in an aggregate amount of up to \$150,000. 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 3.25 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. The revolving credit facility allows for an adjustment to earnings before interest, taxes, depreciation and amortization of up to \$55,000 for four quarters in the event certain legal claims are settled. In May 2025, the Company further amended its revolving credit facility with its existing bank group to, among other things, allow for certain intercompany advances among the Company and its subsidiaries, and in January 2026, the Company amended the revolving credit facility to revise the definition

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of Consolidated Earnings Before Interest and Taxes. As of December 31, 2025, we had unused commitments under the revolving credit facility approximating \$272,319 and \$127,681 committed, which consisted of borrowings of \$125,431 and issued letters of credit of \$2,250.

Borrowings outstanding bear 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, 2025, 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 August 2024. Among other things, the amendment increased the total facility limit to \$250,000 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 August 2027. 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 2024 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 \$250,000. In May 2025, the Company further amended its Note Purchase and Shelf Agreement with its existing purchasers to, among other things, allow for certain intercompany advances among the Company and its subsidiaries, and in January 2026, the Company amended the Note Purchase and Shelf Agreement to revise the definition of Consolidated Earnings Before Interest and Taxes. As the Company has previously issued notes with an aggregate amount outstanding of \$220,000 under the Note Purchase and Shelf Agreement, as of December 31, 2025, it has the capacity to issue subsequent series of promissory notes pursuant to the Note Purchase and Shelf Agreement in the amount of \$30,000.

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 commenced 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 commenced 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,

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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.

5.19% Senior Unsecured Notes--On September 22, 2025, we issued 5.19% Senior Notes, Series D (the "5.19% Senior Notes") pursuant to the Note Purchase and Shelf Agreement in the aggregate principal amount of \$100,000. The 5.19% Senior Notes are due September 22, 2030. The 5.19% 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 in arrears, beginning December 22, 2025, with the principal due in full on September 22, 2030.

The net proceeds of all senior notes were used to pay down borrowings under our revolving credit facility and for general corporate purposes.

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 5.24% at December 31, 2025 and 5.80% at December 31, 2024.

Accounts Receivable Securitization Facility--In July 2025, the Company amended its Accounts Receivable Securitization Facility (as amended, the "AR Securitization program") to, among other things, extend the scheduled termination date for an additional one-year period, to July 17, 2026, and increase the AR Securitization facility limit to \$175,000. In addition, certain subsidiaries of the Company entered into a joinder agreement, pursuant to which such subsidiaries agreed to serve as originators of receivables under the AR Securitization program. The lender may also issue loans, in addition to letters of credit, under the AR Securitization program.

The AR Securitization program has a limit of \$175,000, of which \$99,071 and \$97,104 were issued for letters of credit ("LCs") as of December 31, 2025 and December 31, 2024, respectively, and loans were issued in the amounts of \$55,000 and \$25,000 as of December 31, 2025 and December 31, 2024, respectively.

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, 2025--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 obligation 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 obligation 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, (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

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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.

Aggregate Maturities of Long-Term Debt--Aggregate maturities of long-term debt for the five years subsequent to December 31, 2025 were as follows:

	Amount
Year ending December 31, 2026	\$ 111,598
2027	47,407
2028	45,479
2029	125,431
2030	100,000
	<u>\$ 429,915</u>

Total Commitments Related to Issued Letters of Credit--As of December 31, 2025, total commitments related to issued LCs were \$101,659, of which \$2,250 were issued under the revolving credit facility, \$99,071 were issued under the AR Securitization program and \$338 were issued under short-term lines of credit. As of December 31, 2024, total commitments related to issued letters of credit were \$100,050, of which \$2,624 were issued under the revolving credit facility, \$97,104 were issued under the AR Securitization program and \$322 were issued under short-term lines of credit. These issued LCs are primarily related to insurance coverage.

As of December 31, 2025, we were in compliance with all debt covenants.

J. Self-Insurance Accruals

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

	December 31,	
	2025	2024
Workers' compensation	\$ 65,573	\$ 59,564
Vehicle liability	50,597	47,195
General liability	59,334	37,842
Total	175,504	144,601
Less current portion	85,176	58,509
Noncurrent portion	<u>\$ 90,328</u>	<u>\$ 86,092</u>

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

	December 31,	
	2025	2024
Balance, beginning of year	\$ 144,601	\$ 134,432
Provision for claims	107,292	66,250
Payment of claims	(76,389)	(56,081)
Balance, end of year	<u>\$ 175,504</u>	<u>\$ 144,601</u>

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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, 2025	December 31, 2024
Assets			
Operating lease assets	Right-of-use assets - operating leases	\$ 66,445	\$ 90,516
Finance lease assets	Property and equipment, net	37,117	17,567
Total lease assets		\$ 103,562	\$ 108,083
Liabilities			
Current operating lease liabilities	Current portion of operating lease liabilities	\$ 28,920	\$ 35,828
Non-current operating lease liabilities	Lease liabilities - operating leases	38,798	55,565
Total operating lease liabilities		67,718	91,393
Current portion of finance lease liabilities	Current portion of long-term debt, finance lease liabilities and short-term debt	9,466	5,457
Non-current finance lease liabilities	Lease liabilities - finance leases	28,299	12,221
Total finance lease liabilities		37,765	17,678
Total lease liabilities		\$ 105,483	\$ 109,071

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

	Consolidated Statement of Operations Classification	Year Ended December 31, 2025	December 31, 2024
Operating lease cost	Operating expense	\$ 26,502	\$ 32,567
Operating lease cost	Selling expense	11,777	10,666
Operating lease cost	General and administrative expense	1,603	1,078
Finance lease cost:			
Amortization of right-of-use assets	Depreciation	8,137	6,044
Interest expense on lease liabilities	Interest expense	1,248	822
Other lease cost ⁽¹⁾	Operating expense	12,616	9,019
Other lease cost ⁽¹⁾	Selling expense	1,534	1,605
Other lease cost ⁽¹⁾	General and administrative expense	50	57
Total lease cost		\$ 63,467	\$ 61,858

⁽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, 2025 was 3.2 years for operating leases and 4.8 years for finance leases.

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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, 2025 were 4.24% for operating leases and 5.13% for finance leases.

Supplemental Cash Flow Information Related to Leases

	Year Ended	
	December 31, 2025	December 31, 2024
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ (41,498)	\$ (46,611)
Operating cash flows from finance leases	(1,248)	(822)
Financing cash flows from finance leases	(8,361)	(6,572)
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	15,344	26,621
Finance leases	28,448	6,140

Maturity Analysis of Lease Liabilities

	As of December 31, 2025	
	Operating Leases	Finance Leases
Year ending December 31, 2026	\$ 31,173	\$ 11,102
2027	19,362	9,029
2028	10,622	7,958
2029	5,751	6,010
2030	2,306	4,001
Thereafter	3,157	4,379
Total lease payments	72,371	42,479
Less interest	4,653	4,714
Total	<u>\$ 67,718</u>	<u>\$ 37,765</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, 2025.

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, 2025 was as follows: 2025--7,737,260; 2024--8,114,134; and 2023--8,499,086.

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, 2025 was as follows: 2025--78,090,260; 2024--77,713,386; and

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2023--77,328,434. The number of shares in the treasury for each of the three years in the period ended December 31, 2025 was as follows: 2025--46,358,257; 2024--45,352,738; and 2023--44,480,126.

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 2025, purchases of common shares, both redeemable and common, totaled 3,882,280 shares for \$97,750 in cash; we also had direct sales to directors and employees of 82,598 shares for \$1,786, excluding those shares issued through either the exercise of options or the Employee Stock Purchase Plan. We also sold 590,968 shares to our 401(k) plan for \$14,557 and issued 515,498 shares to participant accounts to satisfy our liability for the 2024 and 2025 employer match in the amount of \$12,589. The liability accrued at December 31, 2025 for the 2025 employer match was \$3,084. There were also 651,350 shares purchased during 2025 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, 2023	32,848,308	8,499,086	41,347,394
Shares purchased	(2,316,533)	(1,070,595)	(3,387,128)
Shares sold	828,451	685,643	1,514,094
Stock subscription offering, employee cash purchases	47,037	—	47,037
Options exercised	953,385	—	953,385
Shares outstanding, December 31, 2024	32,360,648	8,114,134	40,474,782
Shares purchased	(2,811,834)	(1,070,446)	(3,882,280)
Shares sold	1,146,842	693,572	1,840,414
Stock subscription offering, employee cash purchases	90,643	—	90,643
Options exercised	945,704	—	945,704
Shares outstanding, December 31, 2025	31,732,003	7,737,260	39,469,263

On December 31, 2025, we had 39,469,263 common shares outstanding and employee options exercisable to purchase 901,632 common shares, and partially-paid subscriptions for 1,057,550 common shares and purchase rights outstanding for 362,086 common shares. The partially-paid subscriptions and stock purchase rights are what remains of the 2022 Subscription Offering discussed further below.

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.

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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 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 components, including 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.

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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, 2023	<u>\$ (5,511)</u>	<u>\$ (199)</u>	<u>\$ 122</u>	<u>\$ (5,588)</u>
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
Unrecognized amounts from defined benefit pension plans	—	—	(103)	(103)
Tax effect	—	(76)	26	(50)
Net of tax amount	<u>589</u>	<u>291</u>	<u>(77)</u>	<u>803</u>
Balance at December 31, 2023	<u>\$ (4,922)</u>	<u>\$ 92</u>	<u>\$ 45</u>	<u>\$ (4,785)</u>
Foreign currency translation adjustments	(1,959)	—	—	(1,959)
Unrealized gain (loss) on available-for-sale securities	—	(56)	—	(56)
Amounts reclassified from accumulated other comprehensive income (loss)	—	(48)	—	(48)
Unrecognized amounts from defined benefit pension plans	—	—	73	73
Tax effect	—	22	(20)	2
Net of tax amount	<u>(1,959)</u>	<u>(82)</u>	<u>53</u>	<u>(1,988)</u>
Balance at December 31, 2024	<u>\$ (6,881)</u>	<u>\$ 10</u>	<u>\$ 98</u>	<u>\$ (6,773)</u>
Foreign currency translation adjustments	1,091	—	—	1,091
Unrealized gain (loss) on available-for-sale securities	—	167	—	167
Unrecognized amounts from defined benefit pension plans	—	—	(81)	(81)
Tax effect	—	(35)	20	(15)
Net of tax amount	<u>1,091</u>	<u>132</u>	<u>(61)</u>	<u>1,162</u>
Balance at December 31, 2025	<u>\$ (5,790)</u>	<u>\$ 142</u>	<u>\$ 37</u>	<u>\$ (5,611)</u>

The amounts reclassified from accumulated other comprehensive income (loss) for 2024 and 2023 are included in the statement of operations as 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

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plan. Under the amendment, the Company made changes to the hardship provisions and is required to make quarterly matching contributions in Company stock 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 maximum Company match 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 \$9,831 and \$2,018 as of December 31, 2025 and December 31, 2024, respectively. The fair value of the shares held in the Davey 401KSOP and ESOP totaled \$203,717 and \$193,533 as of December 31, 2025 and December 31, 2024, 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 \$213,548 and \$195,551 as of December 31, 2025 and December 31, 2024, 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.

Total compensation for these plans, consisting primarily of the employer match, was \$12,790 in 2025, \$11,729 in 2024, and \$10,441 in 2023.

O. Stock-Based Compensation

Our shareholders approved the 2024 Omnibus Stock Plan (the "2024 Stock Plan") at our annual meeting of shareholders on May 21, 2024. The 2024 Stock Plan replaced the expired 2014 Omnibus Stock Plan (the "2014 plan") previously approved by the shareholders in 2014. The 2024 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 2024 Stock Plan. The 2024 Stock 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 2024 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 2024 Stock Plan.

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

	Year Ended December 31,		
	2025	2024	2023
Compensation expense, all share-based payment plans	\$ 8,673	\$ 8,568	\$ 6,723
Income tax benefit	1,900	1,780	1,293

Stock-based compensation consisted of the following:

Employee Stock Purchase Plan--Under the Employee Stock Purchase Plan, all full-time employees with six months of service are eligible to purchase, through payroll deductions, 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 \$2,383 in 2025, \$2,073 in 2024 and \$1,712 in 2023.

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 \$36 in 2025, \$93 in 2024 and \$217 in 2023. As of December 31, 2025, compensation cost related to stock options outstanding has been fully recognized. Beginning in 2021, management and the Compensation Committee replaced the issuance of stock options with performance-based restricted stock units ("PRSUs") for certain employees.

Restricted Stock Units--During the year ended December 31, 2025, the Compensation Committee of the Board of Directors awarded 266,715 PRSUs to certain employees and 10,704 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, 2025:

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, 2025	767,832	\$ 18.32			
Granted	277,419	23.79			
Forfeited	(14,890)	21.40			
Vested	(515,627)	17.87			
Unvested, December 31, 2025	514,734	\$ 21.63	1.4 years	\$ 5,335	\$ 13,126
Employee PRSUs	485,200	\$ 21.65	1.4 years	\$ 5,015	\$ 12,373
Nonemployee Director RSUs	29,534	\$ 21.36	1.4 years	\$ 320	\$ 753

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 \$6,254 in 2025, \$6,402 in 2024 and \$4,794 in 2023.

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We estimated the fair value of each stock-based award 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.

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,		
	2025	2024	2023
Volatility rate	9.4 %	9.5 %	9.6 %
Risk-free interest rate	3.9 %	4.6 %	4.1 %
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, 2025:

Stock Options	Number of Options Outstanding	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding, January 1, 2025	1,278,798	\$ 9.56		
Exercised	(310,816)	8.81		
Forfeited	(66,350)	7.53		
Outstanding, December 31, 2025	<u>901,632</u>	\$ 9.96	2.6 years	<u>\$ 14,007</u>
Exercisable, December 31, 2025	<u>901,632</u>	\$ 9.96	2.6 years	<u>\$ 14,007</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 employee stock options outstanding at December 31, 2025 is summarized below:

Stock Options Exercise Price	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted- Average Exercise Price	Number Exercisable	Weighted- Average Exercise Price
8.18	202,450	0.5 years	8.18	202,450	8.18
8.80	141,400	1.5 years	8.80	141,400	8.80
9.55	154,550	2.5 years	9.55	154,550	9.55
10.55	25,825	3.2 years	10.55	25,825	10.55
10.55	148,198	3.5 years	10.55	148,198	10.55
12.10	30,004	4.2 years	12.10	30,004	12.10
12.10	199,205	4.5 years	12.10	199,205	12.10
	<u>901,632</u>	2.6 years	\$ 9.96	<u>901,632</u>	\$ 9.96

Common shares are issued from treasury upon the exercise of stock options, 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: \$1,900 in 2025, \$1,780 in 2024, and \$1,293 in 2023. 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 stock options are exercised or PRSUs and RSUs vest.

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: \$1,916 in 2025, \$1,844 in 2024, and \$1,109 in 2023.

P. Income Taxes

On July 4, 2025 the U.S. enacted H.R. 1 “A bill to provide for reconciliation pursuant to Title II of H. Con. Res. 14” (“H.R. 1”), commonly referred to as the “One Big Beautiful Bill Act.” As a result of the enactment of H.R. 1, there was an impact to the deferred tax liability and the income tax payable related to the provisions for 100% bonus depreciation for assets placed in service after January 19, 2025 and full expensing of domestic research and experimental expenditures. There is no material impact to our ongoing tax rate as a result of this legislation.

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

	Year Ended December 31,		
	2025	2024	2023
United States	\$ 45,397	\$ 90,977	\$ 99,116
Canada	2,324	(1,786)	(1,879)
Total	<u>\$ 47,721</u>	<u>\$ 89,191</u>	<u>\$ 97,237</u>

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The provisions for income taxes were as follows:

	Year Ended December 31,		
	2025	2024	2023
Current provision (benefit):			
Federal	\$ 3,296	\$ 16,424	\$ 17,708
State	2,489	5,314	6,275
Canadian	—	(25)	(62)
Total current	5,785	21,713	23,921
Deferred taxes:			
Federal	7,396	1,500	1,238
State	1,215	541	264
Canadian	—	641	(327)
Total deferred	8,611	2,682	1,175
Total taxes on income	<u>\$ 14,396</u>	<u>\$ 24,395</u>	<u>\$ 25,096</u>

The Company has elected to prospectively adopt the guidance in ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Taxes Disclosures*, or ASU 2023-09. The following table is a reconciliation of the expected statutory U.S. federal rate to our actual effective for the year ended December 31, 2025, in accordance with the guidance in ASU No. 2023-09:

	Year Ended December 31,	
	2025	
	(In thousands, except percentages)	
Income before income taxes	\$ 47,721	
Statutory U.S. federal tax rate	\$ 10,021	21.0 %
State income taxes, net of federal benefit ^(a)	3,180	6.7
Effect of Canadian income taxes		
Valuation allowance	(681)	(1.4)
Other Canadian items	193	.4
Nontaxable or nondeductible items:		
Nondeductible meals	2,570	5.4
Stock compensation	(1,444)	(3.0)
Nondeductible compensation	1,873	3.9
Other nondeductible	112	.2
ESOP dividend deduction	(169)	(.4)
Uncertain tax adjustments and audit settlement	(38)	(.1)
Tax credits		
Solar panel credit	(600)	(1.3)
Other tax credits	(499)	(1.0)
Other, net	(122)	(.2)
Effective income tax rate	<u>\$ 14,396</u>	<u>30.2 %</u>

(a) State taxes in California, Florida, Minnesota, Pennsylvania and Texas made up the majority (greater than 50%) of the tax effect in this category

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The following table is a reconciliation of the expected statutory U.S. federal rate to our actual effective income tax rate for the years ended December 31, 2024 and 2023 in accordance with the guidance prior to the adoption of ASU 2023-09:

	Year Ended December 31,	
	2024	2023
Statutory U.S. federal tax rate	21.0 %	21.0 %
State income taxes, net of federal benefit	5.3	5.4
Effect of Canadian income taxes	1.1	—
Nondeductible expenses	2.4	.7
Stock compensation	(1.6)	(.8)
ESOP dividend deduction	(.2)	(.2)
Uncertain tax adjustments and audit settlement	—	.1
Valuation allowance	(1.0)	(.3)
Nondeductible compensation	1.1	.4
Other, net	(.7)	(.5)
Effective income tax rate	<u>27.4 %</u>	<u>25.8 %</u>

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.

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

	December 31,	
	2025	2024
Deferred tax assets:		
Self-insurance accruals	\$ 35,830	\$ 30,263
Accrued compensated absences	2,325	2,370
Accrued expenses and other liabilities	1,041	984
Accrued stock compensation	3,404	3,959
Foreign tax credit carryforward	—	401
Lease obligations	13,573	18,055
Other future deductible amounts, net	6,282	9,590
	<u>62,455</u>	<u>65,622</u>
Less deferred tax asset valuation allowance	<u>351</u>	<u>968</u>
	<u>62,104</u>	<u>64,654</u>
Deferred tax liabilities:		
Intangibles	2,707	2,452
Prepaid expenses	5,641	5,549
Lease right of use assets	13,326	17,888
Property and equipment	45,242	34,985
	<u>66,916</u>	<u>60,874</u>
Net deferred tax (liability) asset--noncurrent	<u>\$ (4,812)</u>	<u>\$ 3,780</u>

We treat all of our Canadian subsidiary earnings through December 31, 2025 as permanently reinvested and have not provided any U.S. federal or state tax thereon. As of December 31, 2025, approximately \$22,953 of undistributed earnings attributable to our Canadian operations was considered to be indefinitely invested. Presently, our intention is to reinvest the earnings permanently.

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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.

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 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,	
	2025	2024
Unrecognized tax benefits	\$ 2,036	\$ 2,126
Portion, if recognized, would reduce tax expense and effective tax rate	442	363
Accrued interest on unrecognized tax benefits	102	51

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 2021. As of December 31, 2025, 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,		
	2025	2024	2023
Balance, beginning of year	\$ 2,126	\$ 1,022	\$ 638
(Reductions) additions based on tax positions related to the current year	(48)	1,205	436
Additions for tax positions of prior years	30	—	39
Reductions for tax positions of prior years	—	(22)	—
Lapses in statutes of limitations	(72)	(79)	(91)
Balance, end of year	<u>\$ 2,036</u>	<u>\$ 2,126</u>	<u>\$ 1,022</u>

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Q. Earnings Per Share Information

Earnings per share was computed as follows:

	Year Ended December 31,		
	2025	2024	2023
Income available to common shareholders:			
Net income	\$ 33,325	\$ 64,796	\$ 72,140
Weighted-average shares:			
Basic:			
Outstanding	40,162,613	41,126,770	42,192,411
Partially-paid share subscriptions	1,057,550	1,165,550	1,259,250
Basic weighted-average shares	41,220,163	42,292,320	43,451,661
Diluted:			
Basic from above	41,220,163	42,292,320	43,451,661
Incremental shares from assumed:			
Exercise of stock subscription purchase rights	105,411	85,948	37,638
Exercise of stock options and awards	1,378,216	1,755,379	2,048,399
Diluted weighted-average shares	42,703,790	44,133,647	45,537,698
Share data:			
Earnings per share--basic	\$.81	\$ 1.53	\$ 1.66
Earnings per share--diluted	\$.78	\$ 1.47	\$ 1.58

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," which does not meet the definition of a reportable segment.

Measurement of Segment Profit and Loss and Segment Assets--Our Chief Operating Decision Maker ("CODM") is our Chief Executive Officer, Patrick M. Covey. The CODM evaluates performance and allocates resources based primarily on revenue and income from operations, which includes reviews of year-over-year changes in both revenues and operating income as well as changes from internal

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forecasts and budgets for each segment. Since our revenue is primarily dependent on people and equipment, the CODM reviews significant cost components for each segment such as payroll expense, equipment and fuel expense, and subcontractor expense. 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 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:

	Utility Services	Residential Commercial Services	Total Reportable Segments	All Other	Consolidated
Fiscal Year 2025					
Revenues	\$ 1,067,171	\$ 877,538	\$ 1,944,709	\$ 3,260	\$ 1,947,969
Less:					
Payroll expense	456,754	368,360			
Equipment and fuel expense	73,105	58,378			
Subcontractor expense	110,803	73,204			
Other segment expenses ^(a)	349,523	299,611		65,565	
Income (loss) from operations, reportable segments	<u>\$ 76,986</u>	<u>\$ 77,985</u>	<u>\$ 154,971</u>	<u>\$ (62,305)</u>	92,666
Unallocated costs ^(b)					(20,473)
Income from operations					72,193
Interest expense					(21,764)
Interest income					2,733
Other income (expense), net					(5,441)
Income before income taxes					<u>\$ 47,721</u>
Depreciation	\$ 27,207	\$ 34,507	\$ 61,714	\$ 11,654 ^(c)	\$ 73,368
Amortization	1,421	3,663	5,084	—	5,084
Capital expenditures	33,996	43,686	77,682	41,346 ^(d)	119,028
Segment assets, total	<u>397,086</u>	<u>408,240</u>	<u>805,326</u>	<u>691,474 ^(e)</u>	<u>1,496,800</u>

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	Utility Services	Residential Commercial Services	Total Reportable Segments	All Other	Consolidated
Fiscal Year 2024					
Revenues	\$ 1,012,957	\$ 820,375	1,833,332	\$ 8,355	\$ 1,841,687
Less:					
Payroll expense	436,080	345,797			
Equipment and fuel expense	67,297	55,539			
Subcontractor expense	95,406	64,355			
Other segment expenses ^(a)	335,800	276,749		30,641	
Income (loss) from operations, reportable segments	<u>\$ 78,374</u>	<u>\$ 77,935</u>	<u>\$ 156,309</u>	<u>\$ (22,286)</u>	134,023
Unallocated costs ^(b)					(19,339)
Income from operations					114,684
Interest expense					(20,331)
Interest income					3,216
Other income (expense), net					(8,378)
Income before income taxes					<u>\$ 89,191</u>
Depreciation	\$ 23,140	\$ 32,366	\$ 55,506	\$ 9,056 ^(c)	\$ 64,562
Amortization	1,536	3,896	5,432	—	5,432
Capital expenditures	28,817	66,157	94,974	50,543 ^(d)	145,517
Segment assets, total	<u>409,554</u>	<u>372,041</u>	<u>781,595</u>	<u>625,956</u> ^(e)	<u>1,407,551</u>
Fiscal Year 2023					
Revenues	\$ 934,977	\$ 754,455	\$ 1,689,432	\$ 4,049	\$ 1,693,481
Less:					
Payroll expense	419,242	323,325			
Equipment and fuel expense	69,105	53,151			
Subcontractor expense	68,491	58,805			
Other segment expenses ^(a)	314,725	247,352		16,260	
Income (loss) from operations, reportable segments	<u>\$ 63,414</u>	<u>\$ 71,822</u>	<u>\$ 135,236</u>	<u>\$ (12,211)</u>	123,025
Unallocated costs ^(b)					(8,818)
Income from operations					114,207
Interest expense					(13,745)
Interest income					1,894
Other income (expense), net					(5,120)
Income before income taxes					<u>\$ 97,236</u>
Depreciation	\$ 21,565	\$ 29,843	\$ 51,408	\$ 2,163 ^(c)	\$ 53,571
Amortization	1,873	3,199	5,072	—	5,072
Capital expenditures	21,716	43,147	64,863	22,459 ^(d)	87,322
Segment assets, total	<u>399,059</u>	<u>367,745</u>	<u>766,804</u>	<u>514,256</u> ^(e)	<u>1,281,060</u>

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

- (a) Other segment expenses include occupancy costs, travel, insurance, depreciation and amortization, selling expenses and all other operating expenses.
- (b) Unallocated costs include unallocated corporate expenses.
- (c) Adjustments to declining-balance method depreciation expense from straight-line method and depreciation and amortization of corporate assets.
- (d) Capital expenditures for corporate facilities and enterprise-wide information systems.
- (e) Corporate assets include cash, prepaid expenses, corporate facilities, enterprise-wide information systems and other nonoperating assets.

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Geographic Information--The following presents revenues, based on where the service was performed, and long-lived assets by geographic territory:

	Year Ended December 31,		
	2025	2024	2023
Revenues			
United States	\$ 1,838,806	\$ 1,741,143	\$ 1,594,546
Canada	109,163	100,544	98,935
	<u>\$ 1,947,969</u>	<u>\$ 1,841,687</u>	<u>\$ 1,693,481</u>
	December 31,		
	2025	2024	2023
Long-lived assets, net			
United States	\$ 940,563	\$ 835,648	\$ 741,294
Canada	36,530	32,950	33,086
	<u>\$ 977,093</u>	<u>\$ 868,598</u>	<u>\$ 774,380</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 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

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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, 2025, December 31, 2024 and December 31, 2023 by major sources:

Year Ended December 31, 2025	Utility	Residential and Commercial	All Other	Consolidated
Type of service:				
Tree and plant care	\$ 689,490	\$ 458,481	\$ (1,854)	\$ 1,146,117
Grounds maintenance	—	225,981	60	226,041
Storm damage services	35,506	28,349	—	63,855
Consulting and other	342,175	164,727	5,054	511,956
Total revenues	<u>\$ 1,067,171</u>	<u>\$ 877,538</u>	<u>\$ 3,260</u>	<u>\$ 1,947,969</u>

Geography:

United States	\$ 1,010,218	\$ 825,328	\$ 3,260	\$ 1,838,806
Canada	56,953	52,210	—	109,163
Total revenues	<u>\$ 1,067,171</u>	<u>\$ 877,538</u>	<u>\$ 3,260</u>	<u>\$ 1,947,969</u>

Year Ended December 31, 2024	Utility	Residential and Commercial	All Other	Consolidated
Type of service:				
Tree and plant care	\$ 626,960	\$ 431,681	\$ (93)	\$ 1,058,548
Grounds maintenance	—	200,096	—	200,096
Storm damage services	49,267	31,903	—	81,170
Consulting and other	336,730	156,695	8,448	501,873
Total revenues	<u>\$ 1,012,957</u>	<u>\$ 820,375</u>	<u>\$ 8,355</u>	<u>\$ 1,841,687</u>

Geography:

United States	\$ 959,976	\$ 772,812	\$ 8,355	\$ 1,741,143
Canada	52,981	47,563	—	100,544
Total revenues	<u>\$ 1,012,957</u>	<u>\$ 820,375</u>	<u>\$ 8,355</u>	<u>\$ 1,841,687</u>

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>

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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 \$2,890 and \$3,808 of revenue for the twelve months ended December 31, 2025 and December 31, 2024, respectively, that was included in the contract liability balance at December 31, 2024 and December 31, 2023, respectively. Net contract liabilities consisted of the following:

	December 31, 2025	December 31, 2024
Contract liabilities - current	\$ 3,032	\$ 3,756
Contract liabilities - noncurrent	7,320	4,655
Net contract liabilities	<u>\$ 10,352</u>	<u>\$ 8,411</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, 2025 and December 31, 2024, were as follows:

Description	Total Carrying Value at December 31, 2025	Fair Value Measurements at December 31, 2025 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				
Available-for-sale debt securities:				
United States Government and agency securities	\$ 34,910	\$ 34,910	\$ —	\$ —
Total available-for-sale debt securities	34,910	34,910	—	—
Marketable equity securities:				
Mutual funds	20,383	20,383	—	—
Exchange traded funds	16,030	16,030	—	—
Total marketable equity securities	36,413	36,413	—	—
Liabilities:				
Deferred compensation	\$ 863	\$ —	\$ —	\$ 863

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Description	Total Carrying Value at December 31, 2024	Fair Value Measurements at December 31, 2024 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				
Available-for-sale debt securities:				
United States Government and agency securities	\$ 46,180	\$ 46,180	\$ —	\$ —
Total available-for-sale debt securities	46,180	46,180	—	—
Marketable equity securities:				
Mutual funds	19,491	19,491	—	—
Exchange traded funds	1,727	1,727	—	—
Total marketable equity securities	21,218	21,218	—	—
Liabilities:				
Deferred compensation	\$ 1,482	\$ —	\$ —	\$ 1,482

The assets invested for self-insurance are 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. Management has evaluated the classification of the deferred compensation liability and determined that due to significant unobservable inputs used in the independent stock valuation, the liability is categorized as a Level 3 fair value measure.

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, 2025 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 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).

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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, 2025		December 31, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets:				
Available-for-sale debt securities	\$ 34,910	\$ 34,910	\$ 46,180	\$ 46,180
Marketable equity securities	36,413	36,413	21,218	21,218
Liabilities:				
Revolving credit facility, noncurrent	125,431	125,431	213,873	213,873
Senior unsecured notes, noncurrent	190,000	191,070	120,000	117,486
Term loans, noncurrent	2,886	2,937	6,072	6,065
Total	<u>\$ 318,317</u>	<u>\$ 319,438</u>	<u>\$ 339,945</u>	<u>\$ 337,424</u>

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 and are adjusted regularly to reflect current market rates. 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.

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, 2025, we were contingently liable to our principal banks in the amount of \$101,659 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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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 paid \$3,984 as part of the settlement agreement, including civil penalties, forfeiture and restitution. 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 closed the investigation by the United States Attorney and DHS. The settlement is not an admission of liability by the Company or Wolf Tree.

During the pendency of the criminal cases, the civil cases were stayed. Once the individual defendants' criminal matters were resolved, the State Court permitted limited additional discovery and amended motions for summary judgment. On March 6, 2024, the State Court granted the plaintiff's motion to drop less than all parties from the lawsuit. As a result, Davey Tree was the only remaining defendant in the State Court case. The State Court had also set a civil jury trial for the week of July 29 to August 2, 2024. The Company filed a Third Motion for Summary Judgment after the dismissal of the other defendants, and the Court granted the Company's Third Motion for Summary Judgment in part and denied it in part on June 25, 2024. Due to the significant change to the claims in the case, the Court further vacated the previously set trial date of July 29, 2024. A new trial date was set for June 2, 2025. The trial was held and eight days later, on June 11, 2025, the jury rendered its verdict. Specifically, the jury returned a verdict in favor of the Plaintiff and against the Company and awarded damages for the wrongful death of the Plaintiff in the amount of \$3,100, along with expenses of litigation pursuant to O.C.G.A. § 13-6-11 for bad faith in the amount of \$2,351. The jury also apportioned fault between the Company and the Plaintiff, and specifically apportioned 90% of the fault to the Company and 10% of the fault to the Plaintiff's Decedent. On June 23, 2025, based on the jury's findings and Georgia law, the Court entered a verdict against the Company in the amount of \$4,906, which the Company has fully accrued for as of December 31, 2025. On July 9, 2025, Plaintiff filed a Combined Motion to Set Aside Judgment, Motion for New Trial and Motion for Judgment Notwithstanding the Verdict. The Company also filed its own Motion Notwithstanding the Verdict on July 23, 2025. A hearing was held on Plaintiff's and the Company's post judgment motions on January 14, 2026. On February 24, 2026, the Court denied the Company's Motion for Judgment Notwithstanding the Verdict and Plaintiff's Motion to Set Aside Judgment and Motion for New Trial but partially granted Plaintiff's Motion for Judgment Notwithstanding the Verdict. Specifically, the Court found that there was no evidence presented at trial to support the jury's apportionment of 10% fault to the Plaintiff's Decedent. Accordingly, the Court entered an Amended

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Judgment on February 24, 2026 against the Company in the amount of \$5,451. The Company is currently evaluating its appellate options. The deadline for filing a notice of appeal is March 25, 2026.

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. On March 27, 2024, the Federal Court ordered the plaintiff to refile a deficient RICO statement, dismissed the Company's motion to dismiss without prejudice and leave to refile once the plaintiff's RICO statement has been refiled, and set a briefing schedule. The Company then refiled its Motion to Dismiss in early summer 2024 and that Motion to Dismiss was granted on March 3, 2025, dismissing all RICO related claims against the moving defendants. Plaintiffs have since filed a Motion for Reconsideration of its Motion to Dismiss, a Motion to Stay pending the outcome of the Motion to Dismiss, and a Motion to Remand the case to State Court. Davey filed responses to the motions. The Federal Court denied Plaintiff's Motion to Stay, and Plaintiff's Motion for Reconsideration and Motion for Remand remain pending. The Federal Court has not yet set a trial date.

The Company and Wolf Tree have denied all liability and are vigorously defending against all allegations and claims in the remaining pending actions in both civil cases.

Northern California Wildfires

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

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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.

On November 10, 2022, the Court authorized the plaintiffs to contact Napa County Superior Court for the purpose of setting a trial date in the *Walker* case for claims related to the Patrick burn location. On December 15, 2022, the Court in the *Walker* case set a trial date of March 4, 2024. Pursuant to the parties' stipulation, that trial date was continued to August 19, 2024. On April 30, 2024 the parties filed a joint stipulation to continue the trial date for 90 days. The trial was later set for December 4, 2024. On October 9, 2024, the parties filed a joint stipulation mutually requesting that the trial and all related dates be continued approximately 45 days after the December 4, 2024 trial date, or thereafter, as convenient to the court. The *Walker* trial date was later set for February 18, 2025. The *Walker* trial date was then continued to July 14, 2025 and later reset for October 6, 2025. On July 31, 2025, the Court vacated the trial date and set a status conference date for April 17, 2026.

On September 22, 2025, the Court in JCCP No. 4955 set a trial date in all of the coordinated actions for June 8, 2026 and reserved the month of June for the trial. The parties entered into a Settlement Agreement in the amount of \$208,000 on November 25, 2025. Parties filed a good faith motion for approval of parties settlement the week of January 20, 2026. The parties continue to resolve any remaining outstanding procedures needed for final resolution of claims pursuant to the settlement agreement and California law requirements.

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. We believe that any losses would be recovered through our self-insurance and third party insurance providers and have accrued a corresponding insurance receivable within our Consolidated Balance Sheet as of December 31, 2025.

Vehicle Accident Lawsuit

In January 2023, a wrongful death lawsuit was brought against Davey Tree and a Davey Tree employee in the Circuit Court of the Fifth Judicial Circuit, Citrus County, Florida related to a vehicle accident that occurred on January 7, 2022. The vehicle accident occurred when, in an attempt to avoid a rear-end collision with a stopped vehicle, the Davey Tree driver swerved to the left over the centerline into oncoming traffic and struck Decedent's oncoming vehicle. The Decedent sustained severe injuries and ultimately passed away. Plaintiff, individually and on behalf of Decedent's Estate, brought suit against Davey Tree and its driver for wrongful death. The case was tried

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before a jury commencing on December 1, 2025. The jury returned a verdict on December 9, 2025, finding that the Davey Tree driver's negligence caused Plaintiff's Decedent's death, and that Plaintiff's Decedent was not negligent. The jury awarded total damages of \$54,128 to Plaintiff. Following the verdict, the parties engaged in post-trial motions and Davey Tree continues to deny and vigorously defend the claims brought in this action. The Company is fully accrued up to our self-insurance limit of \$11,000 and we believe that any losses in excess of our self-insurance limit would be recovered through our third-party insurance providers and have accrued a corresponding insurance receivable within our Consolidated Balance Sheet.

**SECOND AMENDMENT TO FIFTH AMENDED AND RESTATED
CREDIT AGREEMENT**

SECOND AMENDMENT TO FIFTH AMENDED AND RESTATED CREDIT AGREEMENT (this “**Second Amendment**”), dated as of January 30, 2026, by and among **THE DAVEY TREE EXPERT COMPANY**, an Ohio corporation (the “**Borrower**”), the various lending institutions party hereto and **KEYBANK NATIONAL ASSOCIATION**, as Administrative Agent for the Banks (in such capacity, the “**Agent**”). Unless otherwise indicated, all capitalized terms used herein and not otherwise defined shall have the respective meanings provided such terms in the Credit Agreement or the Amended Credit Agreement referred to below, as applicable.

PRELIMINARY STATEMENTS

WHEREAS, the Borrower, the Agent, the various lending institutions party thereto from time to time (each, a “**Bank**” and, collectively, the “**Banks**”), **KEYBANC CAPITAL MARKETS, INC.**, **PNC CAPITAL MARKETS LLC** and **WELLS FARGO SECURITIES, LLC**, each as a Joint Lead Arranger and Joint Bookrunner, **PNC BANK, NATIONAL ASSOCIATION** and **WELLS FARGO BANK, NATIONAL ASSOCIATION**, each as a Co-Syndication Agent, have entered into that certain Fifth Amended and Restated Credit Agreement, dated as of July 29, 2024 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “**Credit Agreement**”; and the Credit Agreement as amended by this Second Amendment, the “**Amended Credit Agreement**”);

WHEREAS, the Borrower has requested that the Banks party hereto make the amendment to the Credit Agreement as provided herein; and

WHEREAS, the parties hereto have agreed, subject to the satisfaction of the conditions precedent to effectiveness set forth in Section 3 hereof, to amend certain terms of the Credit Agreement as hereinafter provided to give effect to the amendment contemplated hereby.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is acknowledged by each party hereto, it is agreed that:

AMENDMENT.

- (a) The definition of “Consolidated EBIT” set forth in Section 1.1 of the Credit Agreement is hereby amended and restated to read in its entirety as follows:

“Consolidated EBIT” shall mean, for any period, on a Consolidated basis and in accordance with GAAP, Consolidated Net Earnings for such period (exclusive of nonrecurring noncash gains or losses recorded in accordance with SFAS 133, Accounting for Derivatives), plus (i) costs, expenses, penalties, fines, amounts paid in settlement of claims and other amounts incurred and/or paid in connection with or relating to civil and criminal investigations in an aggregate amount not to exceed Fifty-Five Million Dollars (\$55,000,000) and (ii) the aggregate amounts deducted in determining such Consolidated Net Earnings in respect of (a) income taxes, and (b) Consolidated Interest Expense.

REPRESENTATIONS & WARRANTIES. The Borrower hereby represents and warrants to the Banks party hereto and the Agent that, as of the Second Amendment Effective Date (as defined below):

(a) it has the right and power and is duly authorized and empowered to enter into, execute and deliver this Second Amendment, and the transactions contemplated hereby have been duly authorized and approved by all necessary organizational actions and, if required, actions by equity holders;

(b) this Second Amendment has been duly executed and delivered by the Borrower and constitutes a legal, valid and binding obligation of the Borrower, enforceable in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors' rights generally and subject to general principles of equity, regardless of whether considered in a proceeding in equity or at law;

(c) the execution, delivery and performance of this Second Amendment, (i) does not require any consent or approval of, registration or filing with, or any other action by, any Governmental Authority, except such as have been obtained or made and are in full force and effect and except for filings necessary to perfect Liens created pursuant to the Loan Documents, (ii) will not violate any Requirement of Law of the Borrower, (iii) will not violate or result in a default under any indenture, agreement or other instrument in respect of any Material Indebtedness Agreement binding upon the Borrower or any of its Subsidiaries or its assets (other than the Loan Documents), or give rise to a right thereunder to require any payment to be made by the Borrower or any of its Subsidiaries, and (iv) will not result in the creation or imposition of any Lien on any asset of the Borrower or any of its Subsidiaries, other than Liens created under the Loan Documents;

(d) both immediately before and immediately after giving effect to this Second Amendment, the representations and warranties of the Borrower contained in the Amended Credit Agreement and in the other Loan Documents are true and correct in all material respects (except for those representations and warranties that are conditioned by materiality, Material Adverse Effect or dollar amount threshold, which are true and correct in all respects) on and as of the Second Amendment Effective Date to the same extent as though made on and as of the Second Amendment Effective Date, except to the extent such representations and warranties specifically relate to an earlier date, in which case such representations and warranties have been true and correct in all material respects (except for those representations and warranties that are conditioned by materiality, Material Adverse Effect or dollar amount threshold, which have been true and correct in all respects) on and as of such earlier date; and

(e) No Default or Event of Default exists on the date hereof immediately before or immediately after giving effect to this Second Amendment.

SECTION 3. CONDITIONS PRECEDENT. This Second Amendment shall become effective as of the first date (the "***Second Amendment Effective Date***") when each of the conditions set forth in this Section 3 shall have been satisfied to the satisfaction of the Administrative Agent:

(a) the Administrative Agent's receipt of counterparts of this Second Amendment executed by the Borrower, the Agent and the Banks;

(b) no Default or Event of Default exists hereunder, nor will any begin to exist immediately after the execution and delivery hereof;

(c) the representations and warranties of the Credit Parties set forth in Section 2 of this Second Amendment are true and correct; and

(d) the Agent shall have received all other amounts due and payable by the Borrower to the Agent pursuant to any Loan Document on or prior to the date hereof, including, to the extent invoiced, reimbursement or payment of all out of pocket expenses required pursuant to the terms of the Credit Agreement to be reimbursed or paid by the Borrower in connection herewith.

SECTION 4. MISCELLANEOUS PROVISIONS.

(a) Ratification. This Second Amendment is limited to the matters expressly specified herein and shall not constitute a modification, acceptance or waiver of any other provision of the Credit Agreement or any other Loan Document. Nothing herein contained shall be construed as a substitution or novation of the obligations outstanding under the Credit Agreement or any other Loan Document or instruments securing the same, which shall remain in full force and effect as modified hereby or by instruments executed concurrently herewith.

(b) Governing Law; Submission to Jurisdiction; Jury Trial Waiver. **THIS SECOND AMENDMENT AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSE OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS SECOND AMENDMENT AND THE TRANSACTIONS CONTEMPLATED HEREBY SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF OHIO. SECTIONS 10.16 AND 10.20 OF THE CREDIT AGREEMENT ARE INCORPORATED BY REFERENCE HEREIN AS IF SUCH SECTIONS APPEARED HEREIN, *MUTATIS MUTANDIS*.**

(c) Severability. Section 10.13 of the Credit Agreement is incorporated by reference herein as if such Section appeared herein, *mutatis mutandis*.

(d) Counterparts. This Second Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement. Delivery of an executed counterpart of a signature page of this Second Amendment by facsimile or in electronic format (e.g., .pdf or .tif), or any other electronic means that reproduces an image of the actual executed signature page, shall be effective as delivery of a manually executed counterpart of this Second Amendment. The words "execution," "signed," "signature," "delivery," and words of like import in or related to any Loan Document or other document to be signed in connection with this Second Amendment and the transactions contemplated hereby shall be deemed to include Electronic Signatures, the electronic matching of assignment terms and contract formations on electronic platforms approved by Agent, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable

Law, including the Federal Electronic Signatures in Global and National Commerce Act, the Uniform Electronic Transactions Act of the State of Ohio and any other similar state laws based on the Uniform Electronic Transactions Act.

[Remainder of page intentionally blank; signatures begin next page]

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute and deliver this Second Amendment as of the date first above written.

Address: 1500 North Mantua Street
Kent, Ohio 44240
Attention: Chief Financial Officer

THE DAVEY TREE EXPERT COMPANY

By: /s/Christopher J. Bast
Name: Christopher J. Bast
Title: SVP, Treasurer & Ops Support

Address: Key Center
127 Public Square
Attention: Large Corporate Group

KEYBANK NATIONAL ASSOCIATION,
as a Bank and as Agent

By: /s/ Michael G. Kousaie

Name: Michael G. Kousaie

Title: Senior Vice President

Address: 1900 E. 9th St.
Cleveland, OH 44114
Attention: Martin Hale

PNC BANK, NATIONAL ASSOCIATION

By: /s/ Martin Hale

Name: Martin Hale

Title: Vice President

Address: 950 Main Ave Ste. 301
Cleveland, OH 44113
Attention: Heather Curtis

WELLS FARGO BANK, NATIONAL
ASSOCIATION

By: /s/ Heather Curtis

Name: Heather Curtis

Title: Vice President

Address: 50 S Main St
Akron, OH 44308
Attention: Valerie Geiger

JPMORGAN CHASE BANK, N.A.

By: /s/Rebecca Herendeen

Name: Rebecca Herendeen

Title: Vice President

January 30, 2026

The Davey Tree Expert Company
1500 North Mantua Street
Kent, Ohio 44240

Re: Amendment No. 4 to Note Purchase and Private Shelf Agreement

Ladies and Gentlemen:

Reference is made to the Note Purchase and Private Shelf Agreement, dated as of September 21, 2018 (as amended by the Amendment No. 1 to Note Purchase and Private Shelf Agreement dated as of September 20, 2021, Amendment No. 2 to Note Purchase and Private Shelf Agreement dated as of August 15, 2024 and Amendment No. 3 to Note Purchase and Private Shelf Agreement dated as of May 21, 2025, the **“Note Agreement”**), by and among The Davey Tree Expert Company, an Ohio corporation (the **“Issuer”**), on the one hand, and PGIM, Inc. (**“Prudential”**), the Initial Purchasers party thereto, and each Prudential Affiliate (as therein defined) which has become or hereafter becomes a party thereto, on the other. Capitalized terms used herein that are not otherwise defined herein shall have the meaning specified in the Note Agreement.

The Issuer has requested that Prudential and the holders of Notes agree to amend the Note Agreement, as more particularly described below. Subject to the terms and conditions hereof, Prudential and the Required Holder(s) are willing to agree to such request.

Accordingly, in accordance with the provisions of Section 17.1 of the Note Agreement, and in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Amendments to the Note Agreement. Effective upon the Effective Date (as defined in Section 3 below), the parties hereto agree that the Note Agreement is amended as follows:

1.1. The definition of “Consolidated EBIT” contained in Schedule A to the Note Agreement is hereby amended and restated in its entirety to read as follows:

“Consolidated EBIT” means, for any period, on a Consolidated basis and in accordance with GAAP, Consolidated Net Earnings for such period (exclusive of nonrecurring noncash gains or losses recorded in accordance with SFAS 133, Accounting for Derivatives) plus (i) costs, expenses, penalties, fines, amounts paid in settlement of claims and other amounts incurred and/or paid in connection with or relating to civil and criminal investigations in an aggregate amount not to exceed Fifty-Five Million Dollars (\$55,000,000) during the life of this Agreement and (ii)

the aggregate amounts deducted in determining such Consolidated Net Earnings in respect of (a) income taxes, and (b) Consolidated Interest Expense.

1.2. The Information Schedule attached to the Note Agreement is hereby amended and restated in its entirety to read as set forth on Exhibit I hereto.

SECTION 2. Representations and Warranties. The Issuer and each Subsidiary Guarantor represents and warrants that (a) the execution and delivery of this letter agreement has been duly authorized by all requisite corporate action on behalf of the Issuer and such Subsidiary Guarantor, this letter agreement has been duly executed and delivered by an authorized officer of the Issuer and such Subsidiary Guarantor, and the Issuer and such Subsidiary Guarantor have obtained all authorizations, consents, and approvals necessary for the execution, delivery and performance by the Issuer and such Subsidiary Guarantor of this letter agreement and such authorizations, consents and approvals are in full force and effect, (b) each representation and warranty set forth in Section 5 of the Note Agreement and the other Financing Documents is true and correct in all material respects as of the date of execution and delivery of this letter agreement by the Issuer and the Subsidiary Guarantors with the same effect as if made on such date (except to the extent such representations and warranties expressly refer to an earlier date, in which case they were true and correct as of such earlier date), (c) after giving effect to the amendments in Section 1 of this letter agreement, no Event of Default or Default exists and (d) neither the Issuer nor any Subsidiary Guarantor has paid or agreed to pay, any fees or other consideration for or with respect to the amendment to the Credit Agreement described in Section 3.1(b) below.

SECTION 3. Effectiveness. The amendments described in Section 1 above shall become effective on the date (the “**Effective Date**”) when each of the following conditions has been satisfied:

3.1. **Documents.** Prudential and each holder of a Note shall have received original counterparts or, if satisfactory to such holder, certified or other copies of all of the following, each duly executed and delivered by the party or parties thereto, in form and substance satisfactory to such holders, dated the date hereof unless otherwise indicated, and on the date hereof in full force and effect with no event having occurred and being then continuing that would constitute a default thereunder or constitute or provide the basis of the termination thereof:

(a) this letter agreement duly executed by Prudential, the holders of the Notes, the Issuer and the Subsidiary Guarantors; and

(b) an executed copy of an amendment to the Credit Agreement in form and substance satisfactory to the Required Holder(s).

3.2. **Representations.** All representations set forth in Section 2 of this letter agreement shall be true and correct as of the Effective Date, except for such representations and warranties that speak of an earlier date, in which case such representations and warranties shall be true and correct as of such earlier date.

3.3. Proceedings. All corporate and other proceedings taken or to be taken in connection with the transactions contemplated by this letter agreement shall be satisfactory to the Required Holder(s), and the Required Holder(s) shall have received all such counterpart originals or certified or other copies of such documents as they may reasonably request.

3.4. Fees and Expenses. The Issuer shall have paid the reasonable fees, charges and disbursements of the special counsel of Prudential and the holders of Notes to the extent reflected in a statement of such counsel rendered to the Issuer at least one Business Day before the Effective Date.

SECTION 4. Reference to and Effect on Note Agreement and Notes; Ratification of Financing Documents. Upon the effectiveness of the amendments in Section 1 of this letter agreement, each reference to the Note Agreement in any other Financing Document shall mean and be a reference to the Note Agreement, as modified by this letter agreement. Except as specifically set forth in Section 1 hereof, the Note Agreement, the Notes in existence as of the Effective Date and each other Financing Document shall remain in full force and effect and are hereby ratified and confirmed in all respects. Except as specifically stated in this letter agreement, the execution, delivery and effectiveness of this letter agreement shall not (a) amend the Note Agreement, any Note or any other Financing Document, (b) operate as a waiver of any right, power or remedy of any holder of the Notes, or (c) constitute a waiver of, or consent to any departure from, any provision of the Note Agreement, any Note or any other Financing Document at any time. The execution, delivery and effectiveness of this letter agreement shall not be construed as a course of dealing or other implication that any holder of the Notes has agreed to or is prepared to grant any consents or agree to any amendment to the Note Agreement in the future, whether or not under similar circumstances.

SECTION 5. Expenses. The Issuer hereby confirms its obligations under the Note Agreement, whether or not the transactions hereby contemplated are consummated, to pay all reasonable out-of-pocket costs and expenses, including reasonable out-of-pocket attorneys' fees and expenses, incurred by any holder of the Notes in connection with this letter agreement or the transactions contemplated hereby, in enforcing any rights under this letter agreement, or in responding to any subpoena or other legal process or informal investigative demand issued in connection with this letter agreement or the transactions contemplated hereby. The obligations of the Issuer under this Section 5 shall survive transfer by any holder of any Note and payment of any Note.

SECTION 6. Reaffirmation. Each Subsidiary Guarantor hereby consents to the foregoing amendments to the Note Agreement and hereby ratifies and reaffirms all of their payment and performance obligations, contingent or otherwise, under the Subsidiary Guaranty after giving effect to such amendments. Each Subsidiary Guarantor hereby acknowledges that, notwithstanding the foregoing amendments, that the Subsidiary Guaranty remains in full force and effect and is hereby ratified and confirmed. Without limiting the generality of the foregoing, each of the Subsidiary Guarantors agrees and confirms that the Subsidiary Guaranty continues to guaranty the Guaranteed Obligations (as defined in the Subsidiary Guaranty) arising under or in connection with the Note Agreement, as amended by this letter agreement.

SECTION 7. Governing Law. THIS LETTER AGREEMENT SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, AND THE RIGHTS OF THE PARTIES SHALL BE GOVERNED BY, THE LAW OF THE STATE OF NEW YORK EXCLUDING CHOICE OF LAW PRINCIPLES OF THE LAW OF SUCH STATE THAT WOULD PERMIT THE APPLICATION OF THE LAWS OF A JURISDICTION OTHER THAN SUCH STATE.

SECTION 8. Counterparts; Section Titles; Electronic Contracting. This letter agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which when taken together shall constitute but one and the same instrument. Delivery of an executed counterpart of a signature page to this letter agreement by facsimile or electronic transmission shall be effective as delivery of a manually executed counterpart of this letter agreement. The section titles contained in this letter agreement are and shall be without substance, meaning or content of any kind whatsoever and are not a part of the agreement between the parties hereto. The parties agree to electronic contracting and signatures with respect to this letter agreement. Delivery of an electronic signature to, or a signed copy of, this letter agreement by facsimile, email or other electronic transmission shall be fully binding on the parties to the same extent as the delivery of the signed originals and shall be admissible into evidence for all purposes. Notwithstanding the foregoing, if Prudential or any holder of Notes shall request manually signed counterpart signatures to this letter agreement, the Company and the Subsidiary Guarantors hereby agree to use its reasonable endeavors to provide such manually signed signature pages as soon as reasonably practicable.

[signature page follows]

Very truly yours,

PGIM, Inc.

By: /s/ Joshua Shipley
Vice President

PICA Hartford Life & Annuity Comfort Trust

By: The Prudential Insurance Company of America, as Grantor

By: PGIM, Inc. (as Investment Manager)

By: /s/ Joshua Shipley
Vice President

**THE PRUDENTIAL INSURANCE COMPANY OF AMERICA
PRUCO LIFE INSURANCE COMPANY OF NEW JERSEY
PRUCO LIFE INSURANCE COMPANY
PRUDENTIAL LEGACY INSURANCE COMPANY OF NEW
JERSEY**

By: /s/ Joshua Shipley
Vice President

**PRUDENTIAL ARIZONA REINSURANCE CAPTIVE
COMPANY** (as Successor by Merger to Prudential Arizona
Reinsurance Term Company)

By: PGIM Inc., as investment manager

By: /s/ Joshua Shipley
Vice President

**THE INDEPENDENT ORDER OF FORESTERS
ZURICH AMERICAN INSURANCE COMPANY
FARMERS INSURANCE EXCHANGE
MID CENTURY INSURANCE COMPANY
PHYSICIANS MUTUAL INSURANCE COMPANY
HMO MINNESOTA DBA BLUE PLUS**

By: PGIM Private Placement Investors, L.P. (as Investment Advisor)

By: PGIM Private Placement Investors, Inc. (as its General Partner)

By: /s/ Joshua Shipley
Vice President

**THE PRUDENTIAL GIBRALTAR FINANCIAL LIFE
INSURANCE CO., LTD.**

By: PGIM Japan Co., Ltd., as investment manager

By: PGIM, Inc., as sub-advisor

By: /s/ Joshua Shipley
Vice President

The foregoing letter agreement is
hereby accepted as of the
date first above written:

THE DAVEY TREE EXPERT COMPANY

By: By: /s/Christopher J. Bast
Name: Christopher J. Bast
Title: SVP, Treasurer & Ops Support

DAVEY TREE SURGERY COMPANY

By: By: /s/Christopher J. Bast
Name: Christopher J. Bast
Title: Vice President & Treasurer

WOLF TREE, INC.

By: By: /s/Christopher J. Bast
Name: Christopher J. Bast
Title: Vice President & Treasurer

DAVEY RESOURCE GROUP, INC.

By: By: /s/Christopher J. Bast
Name: Christopher J. Bast
Title: Vice President & Treasurer

WETLAND STUDIES AND SOLUTIONS, INC.

By: By: /s/Christopher J. Bast
Name: Christopher J. Bast
Title: Vice President & Treasurer

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, Form S-8 No. 333-259875, and Form S-8 No. 333-282427) pertaining to The Davey 401KSOP and ESOP;
- c. Registration Statement (Form S-8 No. 333-196224) pertaining to The Davey Tree Expert Company 2014 Omnibus Stock Plan; and
- d. Registration Statement (Form S-8 No. 333-279678) pertaining to The Davey Tree Expert Company 2024 Omnibus Stock Plan, which supersedes the previous 2004 and 2014 Omnibus Stock Plans.

of our report dated March 9, 2026, relating to the financial statements of The Davey Tree Expert Company appearing in this Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Cleveland, Ohio

March 9, 2026

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 9, 2026

/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 9, 2026

/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, 2025 (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 9, 2026

/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, 2025 (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 9, 2026

/s/ Joseph R. Paul

Joseph R. Paul

Executive Vice President, Chief Financial Officer and Assistant Secretary