

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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2026

or

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

Commission File Number: 001-39613



ARRAY TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

83-2747826

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

3901 Midway Place NE

Albuquerque

New Mexico

87109

(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number, including area code)

(505) 881-7567

(Former name, former address and former fiscal year, if changed since last report) **N/A**

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

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common stock, \$0.001 par value

ARRY

Nasdaq Global Market

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

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

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

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

As of July 31, 2026, there were 154,007,692 shares of common stock, par value \$0.001 per share, issued and outstanding.

Array Technologies, Inc.
Index to Form 10-Q

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Array Technologies, Inc.
Condensed Consolidated Balance Sheets (unaudited)
(in thousands, except per share and share amounts)

	June 30, 2026	December 31, 2025
ASSETS		
Current assets		
Cash and cash equivalents	\$ 307,302	\$ 244,388
Restricted cash	—	1,596
Accounts receivable, net of allowance of \$5,895 and \$6,245, respectively	323,439	271,578
Inventories, net	156,469	150,374
Prepaid expenses and other	104,576	201,108
Total current assets	891,786	869,044
Property, plant and equipment, net	68,180	58,225
Lease assets	92,380	97,088
Goodwill	135,173	135,173
Other intangible assets, net	212,472	238,579
Deferred income tax assets	24,843	23,965
Other assets	109,202	29,718
Total assets	\$ 1,534,036	\$ 1,451,792
LIABILITIES, REDEEMABLE PERPETUAL PREFERRED STOCK AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 161,092	\$ 143,994
Accrued expenses	101,501	54,289
Income tax payable	3,839	4,687
Current portion of deferred revenue	105,103	128,433
Current portion of contingent consideration	10,975	14,551
Current portion of warranty liability	12,390	10,844
Current portion of lease liabilities	7,411	7,662
Current portion of debt	—	10,315
Other current liabilities	3,451	2,237
Total current liabilities	405,762	377,012
Deferred income tax liabilities	20,374	22,133
Deferred revenue, net of current portion	45,385	16,794
Contingent consideration, net of current portion	13,596	12,739
Warranty liability, net of current portion	5,863	5,466

Array Technologies, Inc.
Condensed Consolidated Balance Sheets (unaudited) (continued)
(in thousands, except per share and share amounts)

	June 30, 2026	December 31, 2025
Lease liabilities, net of current portion	87,726	89,552
Long-term debt, net of current portion	657,749	658,664
Other long-term liabilities	1,488	9,044
Total liabilities	1,237,943	1,191,404
Commitments and contingencies (Note 12)		
Series A Redeemable Perpetual Preferred Stock of \$0.001 par value; 500,000 authorized; 400,000 ¹ and 490,829 shares issued as of June 30, 2026 and December 31, 2025, respectively; liquidation preference of \$506.4 million and \$493.1 million at each date, respectively		
	498,173	466,728
Stockholders' equity		
Preferred stock of \$0.001 par value - 4,500,000 shares authorized; none issued at respective dates	—	—
Common stock of \$0.001 par value - 1,000,000,000 shares authorized; 153,972,487 and 152,779,614 shares issued at respective dates	155	152
Additional paid-in capital	203,156	226,848
Accumulated deficit	(396,516)	(422,859)
Accumulated other comprehensive loss	(8,875)	(10,481)
Total stockholders' equity	(202,080)	(206,340)
Total liabilities, redeemable perpetual preferred stock and stockholders' equity	\$ 1,534,036	\$ 1,451,792

¹ Adjusted to reflect the increase in Liquidation Preference rather than the number of shares.

See accompanying Notes to Condensed Consolidated Financial Statements.

Array Technologies, Inc.
Condensed Consolidated Statements of Operations (unaudited)
(in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenue	\$ 342,065	\$ 362,243	\$ 565,477	\$ 664,606
Cost of revenue				
Cost of product and service revenue	236,846	261,479	391,640	483,775
Amortization of developed technology and backlog	5,615	3,640	11,229	7,279
Total cost of revenue	242,461	265,119	402,869	491,054
Gross profit	99,604	97,124	162,608	173,552
Operating expenses				
General and administrative	54,325	44,954	104,729	88,899
Change in fair value of contingent consideration	2,441	150	(145)	—
Depreciation and amortization	8,073	5,644	16,150	10,993
Total operating expenses	64,839	50,748	120,734	99,892
Income from operations	34,765	46,376	41,874	73,660
Interest income	2,402	3,800	4,789	7,119
Interest expense	(5,786)	(8,768)	(11,349)	(16,803)
Foreign currency gain, net	529	1,343	690	2,032
Gain on extinguishment of debts, net	—	14,207	—	14,207
Other expense, net	(187)	(79)	(156)	(56)
Total other (expense) income, net	(3,042)	10,503	(6,026)	6,499
Income before income tax expense	31,723	56,879	35,848	80,159
Income tax expense	7,377	13,617	9,505	20,151
Net income	24,346	43,262	26,343	60,008
Preferred dividends and accretion	15,908	14,788	31,445	29,231
Net income (loss) to common stockholders	\$ 8,438	\$ 28,474	\$ (5,102)	\$ 30,777
Income (loss) per common share				
Basic	\$ 0.05	\$ 0.19	\$ (0.03)	\$ 0.20
Diluted	\$ 0.05	\$ 0.19	\$ (0.03)	\$ 0.20
Weighted average number of common shares outstanding				
Basic	153,866	152,584	153,414	152,331
Diluted	155,685	153,068	153,414	152,958

See accompanying Notes to Condensed Consolidated Financial Statements.

Array Technologies, Inc.
Condensed Consolidated Statements of Comprehensive Income (*unaudited*)
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net income	\$ 24,346	\$ 43,262	\$ 26,343	\$ 60,008
Foreign currency translation ⁽¹⁾	(716)	21,439	1,606	36,716
Comprehensive income	\$ 23,630	\$ 64,701	\$ 27,949	\$ 96,724

⁽¹⁾ There are no tax effects on foreign currency adjustments.

See accompanying Notes to Condensed Consolidated Financial Statements.

Array Technologies, Inc.
Condensed Consolidated Statements of Changes in Redeemable Perpetual Preferred Stock and Stockholders' Equity
(unaudited)
(in thousands)

Three Months Ended June 30, 2026

	Temporary Equity		Permanent Equity							
	Series A Redeemable Perpetual Preferred Stock		Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at March 31, 2026	498	\$482,265	—	\$ —	153,734	\$ 155	\$ 214,485	\$ (420,862)	\$ (8,159)	\$ (214,381)
<i>Shares issued in connection with:</i>										
Vesting of restricted stock units	—	—	—	—	238	—	—	—	—	—
Employee purchase plan	—	—	—	—	—	—	39	—	—	39
Equity-based compensation	—	—	—	—	—	—	4,540	—	—	4,540
Tax withholding related to vesting of equity-based compensation	—	—	—	—	—	—	—	—	—	—
Preferred dividends plus accretion	—	15,908	—	—	—	—	(15,908)	—	—	(15,908)
Adjustment ¹	(98)	—	—	—	—	—	—	—	—	—
Net income	—	—	—	—	—	—	—	24,346	—	24,346
Foreign currency translation	—	—	—	—	—	—	—	—	(716)	(716)
Balance at June 30, 2026	<u>400</u>	<u>\$498,173</u>	<u>—</u>	<u>\$ —</u>	<u>153,972</u>	<u>\$ 155</u>	<u>\$ 203,156</u>	<u>\$ (396,516)</u>	<u>\$ (8,875)</u>	<u>\$ (202,080)</u>

¹Adjusted to reflect the increase in Liquidation Preference rather than the number of shares.

Array Technologies, Inc.

Condensed Consolidated Statements of Changes in Redeemable Perpetual Preferred Stock and Stockholders' Equity
(unaudited)
(in thousands)

Three Months Ended June 30, 2025

	Temporary Equity		Permanent Equity							
	Series A Redeemable Perpetual Preferred Stock		Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at March 31, 2025	468	\$421,374	—	\$ —	152,513	\$ 151	\$ 286,079	\$ (353,878)	\$ (30,126)	\$ (97,774)
Shares issued in connection with:										
Vesting of restricted stock units	—	—	—	—	148	—	—	—	—	—
Employee purchase plan	—	—	—	—	—	—	81	—	—	81
Equity-based compensation	—	—	—	—	—	—	3,817	—	—	3,817
Tax withholding related to vesting of equity-based compensation	—	—	—	—	—	—	(215)	—	—	(215)
Purchase of 2031 Capped Calls, net of tax effect	—	—	—	—	—	—	(26,689)	—	—	(26,689)
Preferred dividends plus accretion	8	14,788	—	—	—	—	(14,788)	—	—	(14,788)
Net income	—	—	—	—	—	—	—	43,262	—	43,262
Foreign currency translation	—	—	—	—	—	—	—	—	21,439	21,439
Balance at June 30, 2025	476	\$436,162	—	\$ —	152,661	\$ 151	\$ 248,285	\$ (310,616)	\$ (8,687)	\$ (70,867)

Array Technologies, Inc.
Condensed Consolidated Statements of Changes in Redeemable Perpetual Preferred Stock and Stockholders' Equity
(unaudited)
(in thousands)

Six Months Ended June 30, 2026

	Temporary Equity		Permanent Equity							
	Series A Redeemable Perpetual Preferred Stock		Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2025	490	\$466,728	—	\$ —	152,780	\$ 152	\$ 226,848	\$ (422,859)	\$ (10,481)	\$ (206,340)
<i>Shares issued in connection with:</i>										
Vesting of restricted stock units	—	—	—	—	1,150	3	(3)	—	—	—
Employee purchase plan	—	—	—	—	42	—	337	—	—	337
Equity-based compensation	—	—	—	—	—	—	8,421	—	—	8,421
Tax withholding related to vesting of equity-based compensation	—	—	—	—	—	—	(1,002)	—	—	(1,002)
Preferred dividends plus accretion	—	31,445	—	—	—	—	(31,445)	—	—	(31,445)
Adjustment ¹	(90)	—	—	—	—	—	—	—	—	—
Net income	—	—	—	—	—	—	—	26,343	—	26,343
Foreign currency translation	—	—	—	—	—	—	—	—	1,606	1,606
Balance at June 30, 2026	<u>400</u>	<u>\$498,173</u>	<u>—</u>	<u>\$ —</u>	<u>153,972</u>	<u>\$ 155</u>	<u>\$ 203,156</u>	<u>\$ (396,516)</u>	<u>\$ (8,875)</u>	<u>\$ (202,080)</u>

¹Adjusted to reflect the increase in Liquidation Preference rather than the number of shares.

Array Technologies, Inc.
Condensed Consolidated Statements of Changes in Redeemable Perpetual Preferred Stock and Stockholders' Equity
(unaudited)
(in thousands)

Six Months Ended June 30, 2025

	Temporary Equity		Permanent Equity							
	Series A Redeemable Perpetual Preferred Stock		Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2024	460	\$406,931	—	\$ —	151,952	\$ 151	\$ 297,780	\$ (370,624)	\$ (45,403)	\$ (118,096)
<i>Shares issued in connection with:</i>										
Vesting of restricted stock units	—	—	—	—	666	—	—	—	—	—
Employee purchase plan	—	—	—	—	43	—	303	—	—	303
Equity-based compensation	—	—	—	—	—	—	6,615	—	—	6,615
Tax withholding related to vesting of equity-based compensation	—	—	—	—	—	—	(493)	—	—	(493)
Purchase of 2031 Capped Calls, net of tax effect	—	—	—	—	—	—	(26,689)	—	—	(26,689)
Preferred dividends plus accretion	16	29,231	—	—	—	—	(29,231)	—	—	(29,231)
Net income	—	—	—	—	—	—	—	60,008	—	60,008
Foreign currency translation	—	—	—	—	—	—	—	—	36,716	36,716
Balance at June 30, 2025	<u>476</u>	<u>\$436,162</u>	<u>—</u>	<u>\$ —</u>	<u>152,661</u>	<u>\$ 151</u>	<u>\$ 248,285</u>	<u>\$ (310,616)</u>	<u>\$ (8,687)</u>	<u>\$ (70,867)</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

Array Technologies, Inc.
Condensed Consolidated Statements of Cash Flows (unaudited)
(in thousands)

	Six Months Ended June 30,	
	2026	2025
Operating activities		
Net income	\$ 26,343	\$ 60,008
Adjustments to reconcile net income to cash provided by operating activities:		
Provision for bad debts	3	1,910
Deferred tax benefit	(2,637)	(246)
Depreciation and amortization	19,851	12,188
Amortization of developed technology and backlog	11,229	7,279
Amortization of debt discount and issuance costs	1,768	3,457
Gain on extinguishment of debts, net	—	(14,207)
Equity-based compensation	8,520	6,696
Change in fair value of contingent consideration	(145)	—
Warranty provision	7,013	5,336
Inventory reserve	1,197	2,682
Other non-cash	690	10
Changes in operating assets and liabilities	18,026	(54,331)
Net cash provided by operating activities	91,858	30,782
Investing activities		
Purchase of property, plant and equipment	(15,144)	(8,983)
Net cash used in investing activities	(15,144)	(8,983)
Financing activities		
Proceeds from issuance of other debt	38,254	57,064
Proceeds from issuance of convertible notes	—	345,000
Premium paid on capped call	—	(35,087)
Fees paid on issuance of convertible notes	—	(10,434)
Repayments of other debt	(51,003)	(54,754)
Repayments of term loan facility	—	(233,875)
Repayments of convertible notes	—	(78,363)
Contingent consideration payments	(2,574)	(1,204)
Other financing	(1,806)	(1,123)
Net cash used in financing activities	(17,129)	(12,776)
Effect of exchange rate changes on cash and cash equivalent balances	1,733	5,606
Net change in cash and cash equivalents and restricted cash	61,318	14,629
Cash and cash equivalents, and restricted cash beginning of period	245,984	364,141
Cash and cash equivalents and restricted cash, end of period	\$ 307,302	\$ 378,770

See accompanying Notes to Condensed Consolidated Financial Statements.

1. Organization and Business

Headquartered in Albuquerque, New Mexico, Array Technologies, Inc. (the “Company”) is a leading global provider of solar tracking technology and fixed-tilt systems to utility-scale and distributed generation customers who construct, develop, and operate solar photovoltaic (“PV”) sites. With solutions engineered to withstand harsh weather conditions, the Company’s high-quality solar trackers, fixed-tilt systems, software platforms, foundation solutions, and field services combine to optimize energy production and deliver value to our customers for the entire lifecycle of a project.

On August 14, 2025, the Company acquired 100% of the issued and outstanding equity interests of APA Solar, LLC (“APA”), the terms of which are discussed in [Note 3 – Acquisition](#) (the “APA Acquisition”). APA designs, engineers and manufactures solar racking, mounting and foundation systems, and the integration of such systems into the Company’s business model through the APA Acquisition supports the Company’s strategic expansion in the solar energy market and expands its operational footprint.

2. Summary of Significant Accounting Policies

Basis of Accounting and Presentation

The accompanying unaudited condensed consolidated financial statements in this Quarterly Report have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and pursuant to the instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission (the “SEC”). Accordingly, these interim financial statements do not include all of the information and footnotes required by U.S. GAAP for annual financial statements. In the opinion of the Company’s management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement of results for the interim periods reported have been included. These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 25, 2026.

Certain prior period balances have been reclassified to conform to the current period presentation in the condensed consolidated financial statements and the accompanying notes.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Although management believes its estimates are reasonable, actual results could differ from those estimates.

Business Combinations

The Company accounts for its business acquisitions under the acquisition method of accounting in accordance with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 805 *Business Combinations* ("ASC 805"). The excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Determining the fair value of assets acquired and liabilities assumed requires management's judgment and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, asset lives, and market multiples, amongst other items.

Inventories, net

The Company values inventory using costing methods that approximate a first-in, first-out basis. The majority of the Company's inventory balance is concentrated in finished goods.

Inflation Reduction Act Vendor Rebates

On August 16, 2022, the Inflation Reduction Act of 2022 ("IRA") was enacted into law, which includes numerous green energy credits. The 45X advanced manufacturing production tax credit ("45X Credit") was established as part of the IRA. The section 45X Credit is a per-unit tax credit that is earned over time for each clean energy component domestically produced and sold by a manufacturer. The Company has, and will continue to enter into, arrangements with manufacturing vendors that produce section 45X Credit eligible parts, in which the vendors agree to share a portion of the benefit received related to Array purchases ("Vendor Rebates").

The Company accounts for Vendor Rebates as a reduction of the purchase prices of the vendors' products and therefore a reduction in the cost of inventory until the inventory is sold, at which time the Company recognizes such rebates as a reduction of Cost of product and service revenue on the condensed consolidated statements of operations. For Vendor Rebates related to past purchases that are owed to the Company upon execution of the agreement, the Company defers recognition of this portion of the rebate and recognizes the amounts as a reduction to Cost of product and service revenue as future purchases occur.

As of June 30, 2026, the Company had outstanding receivables for Vendor Rebates of \$51.4 million and \$91.3 million included in Prepaid expenses and other and Other assets, respectively. As of December 31, 2025 the Company had outstanding Vendor Rebate receivables of \$152.0 million and \$10.9 million, included in Prepaid expenses and other and Other assets, respectively.

Inflation Reduction Act Section 45X Credits

As it relates to Manufacturing Production Tax Credits under the IRA, the Company accounts for the section 45X Credit under International Accounting Standard 20 - Accounting for Government Grants and Disclosure of Government Assistance ("IAS 20"), as a reduction to Cost of product and service revenue in the condensed consolidated statements of operations. The tax credit is included as an offset in Income tax payable in the condensed consolidated balance sheets as of June 30, 2026 and December 31, 2025.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill represents the excess of the consideration transferred over the estimated fair value of assets acquired and liabilities assumed in a business combination. Intangible assets are measured at their respective fair values as of the acquisition date and may be subject to adjustment within the measurement period, which

may be up to one year from the acquisition date. The Company does not amortize goodwill but instead tests goodwill for impairment annually, or more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. Such triggering events potentially warranting an annual or interim goodwill impairment assessment include, among other factors, declines in historical or projected revenue, operating income or cash flows, and sustained decreases in the Company's stock price or market capitalization.

Goodwill is assessed for impairment using either a qualitative assessment or quantitative approach to determine whether it is more likely than not that the fair value of the reporting unit is less than the carrying amount. The qualitative assessment evaluates factors including macroeconomic conditions, industry-specific and company-specific considerations, legal and regulatory environments, and historical performance. If the Company cannot determine if it is more likely than not that the fair value of a reporting unit is greater than its carrying value, a quantitative assessment is performed. The quantitative approach compares the estimated fair value of the reporting unit to its carrying amount, including goodwill. Impairment is indicated if the estimated fair value of the reporting unit is less than the carrying amount of the reporting unit, and an impairment charge is recognized for the differential.

When determining the fair value of a reporting unit using the quantitative approach, we determine the fair value of the reporting unit using an income approach based on discounted cash flows. The fair value determined under the income approach is then compared to guideline publicly-traded companies' marketplace EBITDA multiples to corroborate the fair value of the reporting unit determined under the income approach.

The Company has not identified any indicators of impairment that would require the Company to test its goodwill for impairment as of June 30, 2026.

The Company has one indefinite-lived intangible asset for a Trade name that it acquired as part of a past acquisition associated with the Array Legacy Operations reporting unit. The Company performs an annual impairment test on its Trade name indefinite-lived intangible asset, utilizing a qualitative or quantitative impairment analysis during the fourth quarter of each year. There were no indicators of impairment associated with this Trade name as of June 30, 2026.

Equity Investment

On November 6, 2024, the Company invested \$3.0 million through a Simple Agreement for Future Equity ("SAFE") with a technology company. On June 2, 2025, the SAFE investment converted into 182,669 preferred shares of the technology company at the predetermined price. The conversion did not result in the recognition of a gain or loss.

In the fourth quarter of 2025, the same technology company achieved certain defined milestones, upon which the Company invested an additional \$1.0 million through another SAFE. At the next equity financing round of the technology company, the SAFE investment will convert into preferred shares of the technology company, subject to certain conditions.

The Company's equity investment of \$3.0 million and additional investment of \$1.0 million are recorded as investments at cost and are included within Other assets in the condensed consolidated balance sheet. The investment will be carried at cost and remeasured to fair value if impaired or if there are observable changes in transaction prices.

The Company invested \$1.0 million in additional future SAFEs subsequent to June 30, 2026, upon the technology company's achievement of defined milestones. Refer to [Note 18 – Subsequent Events](#) for additional details. As of June 30, 2026, no additional commitments have been recognized, and no impairment indicators have been identified.

Long-Lived Assets

In testing long-lived assets and goodwill for impairment, the Company first tests its long-lived assets for impairment, and then tests the goodwill of a reporting unit that includes the long-lived assets covered under the long-lived asset test for impairment. If an asset group includes only a portion of a reporting unit, the carrying amount of goodwill is not included in the asset group. The carrying values are adjusted, if necessary, for the result of each impairment test prior to performing the next test.

When events, circumstances or operating results indicate that the carrying values of long-lived assets might not be recoverable through future operations, the Company prepares projections of the undiscounted future cash flows expected to be generated from the underlying asset group and the cash flows resulting from the asset grouping's eventual disposition. If the projections indicate that the underlying asset grouping is not expected to be recoverable, the estimated fair value of the asset group is determined. An impairment loss is recognized based on the difference between the carrying value of the asset group and its estimated fair value. The loss is allocated to the long-lived assets.

The Company has not identified indicators of impairment that would require the Company to test its long-lived assets for impairment as of June 30, 2026.

Revenue Recognition

A majority of our revenue is recognized over time as work progresses, and for single performance obligations, we use an input measure, the cost-to-cost method, to determine progress. We review and update the contract related estimates on an ongoing basis and recognize adjustments for any project specific facts and circumstances that could impact the measurement of the extent of progress such as the total costs to complete the contracts, under the cumulative catch-up method. Due to the relatively short duration of our outstanding performance obligations, and our ability to estimate the remaining costs to be incurred, which are substantially all material costs covered under our material supply agreements with our suppliers, we have not recorded any material catch-up adjustments for the periods presented that would have impacted revenues or earnings per share ("EPS") related to revisions in our measurement of remaining progress of our performance obligations.

Research and Development

The Company incurs research and development ("R&D") costs while researching and developing new products and significant enhancements to existing products. R&D costs consist primarily of personnel-related costs associated with the Company's internal engineers, third-party consultants, materials and overhead. The Company expenses these costs as incurred prior to a respective product being ready for commercial production. R&D expense was \$5.0 million and \$2.5 million during the three months ended June 30, 2026 and 2025, respectively, and \$8.0 million and \$4.9 million during the six months ended June 30, 2026 and 2025, respectively.

Recently Issued Accounting Pronouncements

In November 2024, the Financial Accounting Standards Board (the “FASB”) issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures*, which requires public entities to disclose additional information about specific expense categories in the notes to the financial statements on an interim and annual basis. ASU 2024-03 is effective for fiscal years beginning after December 31, 2026, and for interim periods beginning after December 31, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2024-03.

In September 2025, the FASB issued ASU 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software*, which updates the accounting for internal-use software by removing project stage references and introduces a new capitalization threshold based on management authorization and project completion probability. The guidance requires evaluation of significant development uncertainty, including novel functionality and unresolved performance requirements. ASU 2025-06 also requires website-specific development costs to be evaluated under the same framework as other internal-use software and clarifies that capitalized internal-use software costs are subject to the property, plant and equipment disclosure requirements under ASC Topic 360 *Property, Plant, and Equipment*. The amendments are effective for fiscal years beginning after December 15, 2027, and interim periods within those fiscal years. ASU 2025-06 may be applied prospectively, retrospectively or on a modified transition approach with early adoption permitted. The Company is currently evaluating the impact of ASU 2025-06 on its financial statement disclosures.

In December 2025, the FASB issued ASU No. 2025-10, *Government Grants: Accounting for Government Grants Received by Business Entities*, which establishes authoritative guidance on how to recognize, measure, and present government grants received by business entities. This ASU defines a government grant, establishes when and how a grant related to an asset or income is recognized and measured, and includes presentation and disclosure requirements. ASU 2025-10 is effective for annual periods beginning after December 15, 2028, and interim reporting periods within those annual reporting periods. The Company is currently evaluating the impact of ASU 2025-10 on its financial statement disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting: Narrow-Scope Improvements*, which provides clarity and navigability of interim reporting requirements, requiring the entities to provide interim financial statements and notes in accordance with U.S. GAAP and added a comprehensive list of interim disclosures required by U.S. GAAP. The new standard is effective for the Company beginning in fiscal year 2029 with early adoption permitted. The Company is currently evaluating the impact of ASU 2025-11 on its financial statement disclosures.

In May 2026, the FASB issued ASU 2026-02, *Environmental Credits and Environmental Credit Obligations* (Topic 818). The standard establishes guidance for the recognition, measurement, presentation, and disclosure of environmental credits and environmental credit obligations. ASU 2026-02 is effective for annual periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. The Company is currently evaluating the impact of ASU 2026-02 on its financial statement disclosures.

3. Acquisition

On August 14, 2025 (the “Closing Date”), the Company, through its indirect wholly owned subsidiary STINorland USA, Inc., a California corporation (“APA Buyer”), completed the APA Acquisition, pursuant to the terms of the equity purchase agreement, dated as of June 17, 2025, by and among the Company, APA Buyer, APA, SunHoldings, LLC, an Ohio limited liability company (“APA Seller”) and the guarantors party thereto (as

amended, the “APA Purchase Agreement”). The cash consideration paid was approximately \$166.1 million. The APA Purchase Agreement also includes an earnout provision estimated to have a fair value of approximately \$19.3 million as of the Closing Date (the “Earnout Consideration”), under which APA Seller may receive shares of Company common stock, or equivalent cash value at the Company’s discretion, based upon APA’s achievement of certain financial performance targets during the three-year period ending on September 30, 2028. As a result, the purchase consideration approximates \$185.4 million. Subject to the terms and conditions set forth in the APA Purchase Agreement, the Company has also agreed to pay aggregate deferred purchase price consideration of approximately \$40.0 million payable in three installments over a two-year period based on service within five business days after the first and second anniversaries from the Closing Date and as set forth below (the “Deferred Consideration”). Each of the Earnout Consideration and Deferred Consideration are described in more detail below. The Company is currently finalizing the valuation of the acquired assets and liabilities and assessing the related accounting impacts.

The purchase consideration to acquire APA consisted of the following:

Cash consideration paid	\$	166,135
Earn-out		19,256
Purchase consideration	\$	<u>185,391</u>

Earnout Consideration

The APA Purchase Agreement includes an earnout provision pursuant to which APA Seller may be granted shares of the Company’s common stock, or equivalent cash value at the Company’s discretion, based upon APA’s achievement of certain financial performance targets during the three-year period ending September 30, 2028. The maximum number of shares payable as Earnout Consideration is 4,686,530 shares of common stock, which was determined by dividing \$40 million by the volume weighted average price of the Company’s common stock for the 10 trading days immediately following the Closing Date. The number of shares payable will be subject to reduction if the cumulative value of the Earnout Consideration earned (measured on each date such shares are issued) exceeds \$90 million. The APA Purchase Agreement provides that, to the extent the issuance of any Earnout Consideration or Deferred Consideration Shares (as defined below) would require stockholder approval under Nasdaq Listing Rule 5635(a), the Company will pay cash in lieu of issuing such shares, unless such stockholder approval has been obtained. The principal APA Seller continues to assume the managerial responsibilities of APA.

The Earnout Consideration is accounted for as contingent consideration, and the fair value is estimated each reporting period. As of the Closing Date, the Earnout Consideration was estimated to have a fair value of approximately \$19.3 million using a Monte-Carlo simulation method. Changes in fair value of the contingent liability are recognized in Change in fair value of contingent consideration on the condensed consolidated statements of operations. Refer to Note [12 - Commitments and Contingencies](#) for additional details. Estimating the amount of payments that may be made under the Earnout Consideration is by nature imprecise. The significant fair value inputs used to estimate the future expected Earnout Consideration payments to APA Seller include a discount rate, earnings forecasts, and actual and estimated future volatility in the Company’s stock price.

Deferred Consideration Installments

The Deferred Consideration which will be payable to APA Seller in three installments (each, a “Deferred Consideration Installment”): (i) within five business days after the first anniversary of the Closing Date, an

amount equal to 50% of the Deferred Consideration; (ii) on December 31, 2026, an amount equal to (A) 50% of the Deferred Consideration multiplied by (B) the proportion of the two-year period from the Closing Date to the second anniversary of the Closing Date that has elapsed as of December 31, 2026; and (iii) within five business days after the second anniversary of the Closing Date, an amount equal to the remaining balance of the Deferred Consideration. As more fully described in the APA Purchase Agreement, the Deferred Consideration Installments are subject to reduction if certain equity holders of APA Seller cease to be employees of the Company under certain circumstances. Each Deferred Consideration Installment will, at the Company's election, be paid (x) in cash; (y) through the issuance of shares of Company common stock, par value \$0.001 per share (the "Common Stock"), valued at the closing price on the trading day immediately preceding the applicable Deferred Consideration anniversary (if any such shares are issued, the "Deferred Consideration Shares"); or (z) by any combination of the foregoing. As the Deferred Consideration Installments are tied to future service to the Company, they are considered compensatory and not included in purchase consideration.

Purchase Price Allocation

The APA Acquisition was accounted for as a business combination applying ASC 805. The allocation of the purchase price to the tangible and identifiable intangible assets acquired and liabilities assumed was based on their estimated fair values as of the date of acquisition. Goodwill was calculated as the excess of the consideration transferred over the net assets recognized and represents the estimated future economic benefits arising from other assets acquired that could not be individually identified and separately recognized. The factors contributing to the recognition of goodwill were the expected synergies of the combined entities that are expected to be realized from the APA Acquisition. The goodwill is deductible for tax purposes.

The following table summarizes the fair values of the assets acquired and liabilities assumed, including measurement period adjustments as of June 30, 2026 (in thousands). No measurement period adjustments have been recognized since December 31, 2025.

Fair Value of Net Assets Acquired and Liabilities Assumed:	Acquisition Date Including Remeasurements
Cash and cash equivalents	\$ 1,219
Accounts receivable	29,124
Inventories	25,136
Prepaid expenses and other	466
Property, plant and equipment	14,256
Other intangible assets	88,000
Other assets	27,244
Total assets acquired	\$ 185,445
Accounts payable	12,540
Deferred revenue	22,329
Other liabilities	4,138
Other long-term liabilities	26,493
Total liabilities assumed	\$ 65,500
Fair value of net assets acquired	119,945
Allocation to goodwill	65,446
Purchase consideration	\$ 185,391

The amounts recorded as of June 30, 2026 are preliminary, as the Company is finalizing working capital, post closing, and other customary adjustments. These preliminary estimates are subject to change within the measurement period (defined as the twelve months following the Closing Date) and related accounting adjustments may be materially different, as the Company obtains additional information on these matters and as additional information is made known during the post-acquisition measurement period. As a result of further refining its estimates and assumptions since the date of the acquisition, the Company has recorded measurement period adjustments to the initial opening balance sheet. There were no measurement period adjustments materially impacting earnings that would have been recorded in previous reporting periods if the adjustments had been recognized as of the acquisition date.

The purchase price allocation includes \$88.0 million of acquired identifiable intangible assets as follows:

(in thousands, except useful lives)	Estimated Fair Value (in USD)	Estimated Weighted Average Useful Life in Years
Developed technology	\$ 22,000	5
Computer software and other	13,000	5
Customer relationships	39,500	5-9
Backlog	3,500	1
Trade name	10,000	10
Total	<u>\$ 88,000</u>	

The fair value of the identifiable intangible assets has been estimated using the Multi-Period Excess Earnings Method (Customer relationships and Backlog), Relief from Royalty Method (Trade name), and Replacement Cost Method (Developed technology and Computer software and other). The intangible assets are being amortized over their estimated useful lives on a straight-line basis that reflects the economic benefit of the asset. The determination of the useful lives is based upon various industry studies, historical acquisition experience, economic factors, and future forecasted cash flows of the Company following the APA Acquisition.

Pro Forma Financial Information (Unaudited)

The following unaudited pro forma financial information presents the combined results of operations of the Company and APA as if the acquisition had occurred on January 1, 2024, after giving effect to certain unaudited pro forma adjustments. The unaudited pro forma adjustments reflected herein include only those adjustments that are directly attributable to the APA Acquisition and factually supportable. The unaudited pro forma financial information does not reflect any adjustments for anticipated expense savings resulting from the APA Acquisition and is not necessarily indicative of the operating results that would have actually occurred had the APA Acquisition been consummated on January 1, 2024. These results are prepared in accordance with U.S. GAAP (in thousands).

	Three Months Ended June 30, 2025	Six Months Ended June 30, 2025
Revenue	\$ 397,021	\$ 725,261
Net income	44,992	57,962
Pro forma adjustments ⁽¹⁾	\$ (6,789)	\$ (13,577)

⁽¹⁾ Pro forma adjustments represent re-casting of incremental expenses, net of estimated taxes, resulting from the APA Acquisition, including Deferred Consideration expense, intangible asset amortization, and the impacts of lease re-measurements and increases to the fair value of inventories and property, plant and equipment.

4. Condensed Consolidated Balance Sheet Details

Prepaid expenses and other

The following table shows the components of Prepaid expenses and other (in thousands):

	June 30, 2026	December 31, 2025
Current portion of IRA vendor rebates	\$ 51,380	\$ 152,036
Prepaid taxes	27,841	27,319
Other	25,355	21,753
Total prepaid expenses and other	<u>\$ 104,576</u>	<u>\$ 201,108</u>

Other assets

The following table shows the components of Other assets (in thousands):

	June 30, 2026	December 31, 2025
IRA vendor rebates, net of current portion	\$ 91,313	\$ 10,922
Other	17,889	18,796
Total other assets	<u>\$ 109,202</u>	<u>\$ 29,718</u>

Contingent consideration

The following table shows the components of contingent consideration (in thousands):

	June 30, 2026	December 31, 2025
Current portion of contingent consideration		
TRA	\$ 1,622	\$ 2,757
Earnout Consideration	9,353	11,794
Total current portion of contingent consideration	<u>\$ 10,975</u>	<u>\$ 14,551</u>
Contingent consideration, net of current portion		
TRA	\$ 4,565	\$ 5,495
Earnout Consideration	9,031	7,244
Total contingent consideration, net of current portion	<u>\$ 13,596</u>	<u>\$ 12,739</u>

See [Note 12 – Commitments and Contingencies](#) for discussion and analysis of the TRA (as defined below) and Earnout Consideration.

Accrued Expenses

Accrued expenses consisted of the following (in thousands):

	June 30, 2026	December 31, 2025
Accrued payables	\$ 44,721	\$ 14,185
Accrued payroll expenses	31,850	17,135
Accrued interest	5,282	5,564
Other accrued expenses	19,648	17,405
Accrued expenses	<u>\$ 101,501</u>	<u>\$ 54,289</u>

During the fourth quarter of 2025, the Company approved a plan to resize certain aspects of its international operations to better align its cost structure with future business needs. The Company's severance liabilities totaled \$0.8 million and \$1.2 million as of June 30, 2026 and December 31, 2025, respectively, and are included in Accrued expenses in the Company's condensed consolidated balance sheets. The Company utilized \$0.4 million thereby reducing the accrual during the three and six months ended June 30, 2026. The Company expects the reorganization to be substantially complete in 2026.

Leases

The following table summarizes the Company's right-of-use ("ROU") assets and lease liabilities (in thousands):

	June 30, 2026	December 31, 2025
Lease assets		
Finance lease ROU assets	\$ 48,300	\$ 48,791
Operating lease ROU assets, including \$24,645 and \$26,419, respectively, from leases with related parties	44,080	48,297
Lease assets	<u>\$ 92,380</u>	<u>\$ 97,088</u>
Current portion of lease liabilities		
Finance lease liabilities, current portion	\$ 506	\$ 188
Operating lease liabilities, current portion, including \$630 and \$592, respectively, from leases with related parties	6,905	7,474
Current portion of lease liabilities	<u>\$ 7,411</u>	<u>\$ 7,662</u>
Lease liabilities, net of current portion		
Finance lease liabilities, long-term portion	\$ 43,172	\$ 42,264
Operating lease liabilities, long-term portion, including \$24,900 and \$26,050, respectively, from leases with related parties	44,554	47,288
Lease liabilities, net of current portion	<u>\$ 87,726</u>	<u>\$ 89,552</u>

5. Property, Plant and Equipment, Net

Property, plant and equipment, net consisted of the following (in thousands, except useful lives):

	Estimated Useful Lives (Years)	June 30, 2026	December 31, 2025
Land	N/A	\$ 1,638	\$ 1,674
Buildings and land improvements	15-39	29,657	12,482
Manufacturing equipment	7	47,499	43,650
Furniture, fixtures and equipment	5-7	6,455	6,088
Vehicles	5	1,275	1,287
Hardware	3-5	5,843	5,186
Construction in progress	N/A	9,047	18,178
Total		101,414	88,545
Less: accumulated depreciation		(33,234)	(30,320)
Property, plant and equipment, net		\$ 68,180	\$ 58,225

Depreciation expense was \$2.7 million and \$1.1 million for the three months ended June 30, 2026 and 2025, respectively, of which \$2.0 million and \$0.6 million, respectively, was included in Cost of product and service revenue and \$0.7 million and \$0.5 million, respectively, was included in Depreciation and amortization on the accompanying condensed consolidated statements of operations.

Depreciation expense was \$5.1 million and \$2.2 million for the six months ended June 30, 2026 and 2025, respectively, of which \$3.7 million and \$1.2 million, respectively, was included in Cost of product and service revenue and \$1.4 million and \$1.0 million, respectively, was included in Depreciation and amortization on the accompanying condensed consolidated statements of operations.

6. Goodwill and Other Intangible Assets, Net

Goodwill

As of June 30, 2026, the aggregate carrying value of goodwill was \$135.2 million, all attributable to the Array Legacy Operations segment, net of cumulative impairments of \$51.9 million. There were no changes in the carrying amount of goodwill by segment during six months ended June 30, 2026.

The Company tests goodwill for impairment annually or more frequently if facts or circumstances indicate that it is more likely than not that the fair value of its reporting units is less than its carrying value, which would require the Company to perform an interim goodwill impairment test. The Company did not identify any indicators of impairment as of June 30, 2026.

Long Lived Assets

The Company assesses long-lived assets classified as “held and used,” including property, plant and equipment, lease assets and intangible assets for impairment whenever events or changes in circumstances arise, including consideration of technological obsolescence, that may indicate that the carrying amount of such assets may not be recoverable.

As of June 30, 2026, no events or circumstances were noted that would indicate that the carrying amount of any of Array Legacy Operations or STI Operations assets may not be recoverable.

Other Intangible Assets, Net

Other intangible assets, net consisted of the following (in thousands, except useful lives):

	Estimated Useful Lives (Years)	June 30, 2026	December 31, 2025
Amortizable:			
Developed technology	5-14	\$ 225,800	\$ 225,800
Computer software and other	3-5	31,060	29,285
Customer relationships	5-10	227,897	230,660
Backlog	1	22,115	22,635
Trade name	10-20	26,673	27,139
Total amortizable intangibles		533,545	535,519
Accumulated amortization:			
Developed technology		149,148	139,669
Computer software and other		17,548	16,046
Customer relationships		138,399	127,301
Backlog		21,677	20,447
Trade name		4,601	3,777
Total accumulated amortization		331,373	307,240
Total amortizable intangibles, net		202,172	228,279
Non-amortizable:			
Trade name		10,300	10,300
Total other intangible assets, net		\$ 212,472	\$ 238,579

Amortization expense related to intangible assets was \$13.0 million and \$8.7 million for the three months ended June 30, 2026 and 2025, respectively, of which \$5.6 million and \$3.6 million, respectively, was included in Amortization of developed technology and backlog, a component of cost of revenue, and \$7.4 million and \$5.1 million, respectively, was included in Depreciation and amortization, on the accompanying condensed consolidated statements of operations.

Amortization expense related to intangible assets was \$26.0 million and \$17.3 million for the six months ended June 30, 2026 and 2025, respectively, of which \$11.2 million and \$7.3 million, respectively, was included in Amortization of developed technology and backlog, a component of cost of revenue, and \$14.8 million and \$10.0 million, respectively, was included in Depreciation and amortization, on the accompanying condensed consolidated statements of operations.

Estimated future amortization expense of intangible assets as of June 30, 2026, is as follows (in thousands):

	Amount
Remainder of 2026	\$ 22,723
2027	38,914
2028	38,829
2029	38,829
2030	28,262
Thereafter	34,615
	<u>\$ 202,172</u>

7. Income Taxes

The Company follows guidance under ASC Topic 740-270 *Income Taxes*, which requires that an estimated annual effective tax rate is applied to year-to-date ordinary income (loss). At the end of each interim period, the Company estimates the effective tax rate expected to be applicable for the full fiscal year. The tax effect of discrete items is recorded in the quarter in which the discrete events occur.

The Company recorded income tax expense of \$7.4 million and \$13.6 million for the three months ended June 30, 2026 and 2025, respectively, and \$9.5 million and \$20.2 million for the six months ended June 30, 2026 and 2025, respectively.

The income tax expense for the three and six months ended June 30, 2026 was impacted favorably by a higher mix of U.S. profits and tax credits recorded during the periods. Additionally, discrete tax items for the three and six months ended June 30, 2026 resulted in a \$0.5 million and \$1.8 million, respectively, of net tax expense related to equity-based compensation, tax reserve releases, deferred tax true ups, and a change in state deferred tax assets.

The income tax expense for the three and six months ended June 30, 2025 was impacted favorably by a higher mix of US profits and tax credits recorded during the periods. Additionally, tax expense of \$0.1 million and \$1.2 million related to equity-based compensation was recorded discretely for the three and six months ended June 30, 2025, respectively.

As of June 30, 2026 and December 31, 2025, the balance of reserves for uncertain tax positions was \$0.8 million for both periods.

8. Debt

The following table summarizes the Company's total debt (in thousands):

	June 30, 2026	December 31, 2025
Revolving credit facility	\$ —	\$ —
2028 Convertible notes	325,000	325,000
2031 Convertible notes	345,000	345,000
Other debt	—	12,802
Total principal	670,000	682,802
Unamortized discount and issuance costs, total	(12,251)	(13,823)
Current portion of debt	—	(10,315)
Total long-term debt, net of current portion	\$ 657,749	\$ 658,664

Senior Secured Credit Facility

On October 14, 2020, Array Tech, Inc., the Company's operating subsidiary (the "Borrower") entered into a credit agreement (as amended, the "Credit Agreement") governing the Company's senior secured credit facility, consisting of (i) a \$575 million senior secured seven-year term loan facility (the "Term Loan Facility") and (ii) a \$200 million senior secured five-year revolving credit facility (the "Revolving Credit Facility" and, together with the Term Loan Facility, the "Senior Secured Credit Facility"). The Credit Agreement was amended on February 23, 2021, February 26, 2021, March 2, 2023, and May 1, 2025 (the "Fourth Amendment").

On February 18, 2026, the Borrower entered into an amendment to the Credit Agreement (the "Fifth Amendment"), by and among the Borrower, the Company's wholly-owned subsidiary ATI Investment Sub, Inc., as guarantor ("Holdings"), Goldman Sachs Bank USA, as administrative agent and collateral agent, and the Lenders (as defined in the Fifth Amendment). The Fifth Amendment: (i) increases the revolving credit facility commitments under the Fourth Amendment from \$166 million to \$370.0 million; (ii) extends the maturity of the revolving credit facility from October 14, 2028 to February 18, 2031; (iii) removes the credit spread adjustment with respect to Term SOFR (as defined in the Credit Agreement); and (iv) expands the number of currencies under which the Borrower can request revolving credit loans and letters of credit.

Term Loan Facility

During the second quarter of 2025, the Company repaid in full the remaining balance of the Term Loan Facility using proceeds from the issuance of the 2031 Convertible Notes (as defined below). As a result, the Term Loan Facility was fully extinguished and no longer outstanding as of June 30, 2026 and December 31, 2025. The \$5.9 million in unamortized debt discount and issuance costs were written off in connection with the extinguishment and recorded in Gain on extinguishment of debts, net during the three and six months ended June 30, 2025.

Revolving Credit Facility

The Company had no outstanding balance under the Revolving Credit Facility at both June 30, 2026 and December 31, 2025. At June 30, 2026 and December 31, 2025 the Company had \$37.1 million and \$28.1 million, respectively, in standby letters of credit, and \$332.9 million and \$137.9 million, respectively, available to withdraw against total commitments under the Revolving Credit Facility of \$370.0 million and \$166.0 million,

respectively. The Revolving Credit Facility incurs interest at the Company's election, at either (x) for SOFR Loans at Adjusted Term SOFR (as defined in the Credit Agreement) plus 3.25% or (y) for Base Rate Loans at the higher of the Prime Rate (each as defined in the Credit Agreement), one half of 1.00% above the Federal Funds Rate (as defined in the Credit Agreement) or the Adjusted Term SOFR for one-month interest period, after giving effect to any floor plus 1.00%, plus 2.25%.

Convertible Notes

On December 3, 2021 and December 9, 2021, the Company completed a \$425.0 million private offering (\$375.0 million and \$50.0 million, respectively), of its 1.00% Convertible Senior Notes due 2028 (the "2028 Convertible Notes"), resulting in net proceeds of \$413.3 million (\$364.7 million and \$48.6 million, respectively), after deducting the original issue discount of 2.75% but before deducting initial purchasers' discounts and offering expenses. The 2028 Convertible Notes were issued pursuant to an indenture, dated December 3, 2021, between the Company and U.S. Bank National Association, as trustee. The 2028 Convertible Notes are senior unsecured obligations of the Company and will mature on December 1, 2028, unless earlier converted, redeemed, or repurchased. Interest is payable semiannually in arrears at a rate of 1.00% per year on June 1 and December 1 of each year, beginning on June 1, 2022.

On June 27, 2025, the Company issued aggregate principal amount of \$345.0 million of its 2.875% Convertible Senior Notes due 2031 (the "2031 Convertible Notes" and, together with the 2028 Convertible Notes, the "Convertible Notes") in a private placement. The Company incurred \$10.4 million of initial purchasers' discounts and offering expenses, resulting in net proceeds of \$334.6 million. The 2031 Convertible Notes were issued pursuant to an indenture, dated June 27, 2025, between the Company and U.S. Bank Trust Company, National Association, as trustee. The 2031 Convertible Notes are senior unsecured obligations of the Company and will mature on July 1, 2031, unless earlier converted, redeemed, or repurchased. Interest is payable semiannually in arrears at a rate of 2.875% per year on January 1 and July 1 of each year, beginning on January 1, 2026.

The Company used approximately \$78.4 million of the proceeds from the 2031 Convertible Notes to repurchase \$100.0 million aggregate principal amount of the 2028 Convertible Notes. The repurchased 2028 Convertible Notes had a net carrying value of \$98.5 million, inclusive of unamortized debt discount, resulting in a gain on extinguishment of debt of approximately \$20.1 million. This gain is recorded in Gain on extinguishment of debts, net in the Company's condensed consolidated statements of operations for the three and six months ended June 30, 2025.

The net carrying amount of the Convertible Notes was as follows (in thousands):

	June 30, 2026		December 31, 2025	
	2028 Convertible Notes	2031 Convertible Notes	2028 Convertible Notes	2031 Convertible Notes
Principal	\$ 325,000	\$ 345,000	\$ 325,000	\$ 345,000
Unamortized issuance costs	(3,546)	(8,705)	(4,267)	(9,556)
Net carrying amount	\$ 321,454	\$ 336,295	\$ 320,733	\$ 335,444

The 2031 Convertible Notes were convertible during three months ended June 30, 2026 because the Company's stock price exceeded 130% of the conversion price during the applicable measurement period in the prior quarter. As of June 30, 2026, none of the 2031 Convertible Notes have been converted. The 2028

Convertible Notes were not convertible during the three and six months ended June 30, 2026. As of June 30, 2026, none of the 2028 Convertible Notes have been converted.

Capped Calls

In connection with the issuances of the Convertible Notes, the Company entered into separate capped call transactions with certain financial institutions. The capped calls are designed to reduce potential dilution to the Company's common stockholders upon conversion of the related series of Convertible Notes and/or offset any cash payments the Company may be required to make in excess of the principal amount of the 2028 Convertible Notes or 2031 Convertible Notes, as applicable.

The following table summarizes the key terms of the capped calls issued in connection with the 2028 Convertible Notes (the "2028 Capped Calls") and the capped calls issued in connection with the 2031 Convertible Notes (the "2031 Capped Calls" and, together with the 2028 Capped Calls, the "Capped Calls"):

	Premium Paid (In Millions)	Number of Shares Covered (In Millions)	Initial Strike Price	Cap Price
2028 Capped Calls	\$ 52.9	17.8	\$ 23.86	\$ 36.02
2031 Capped Calls	\$ 35.1	42.5	\$ 8.12	\$ 12.74

The initial strike and cap prices are subject to customary anti-dilution adjustments. The 2028 Capped Calls are scheduled to expire on December 1, 2028 and the 2031 Capped Calls are scheduled to expire on July 1, 2031. In connection with the early extinguishment of a portion of the 2028 Convertible Notes, none of the 2028 Capped Calls were settled, and the Company has not unwound, terminated, or otherwise adjusted any portion of these instruments.

At issuance of each of the Capped Calls, the Company concluded that the Capped Calls met the criteria for equity classification because they are indexed to the Company's common stock and the Company has discretion to settle the Capped Calls in shares or cash. As a result, the amount paid for the Capped Calls was recorded as a reduction to Additional paid-in capital on the Company's condensed consolidated balance sheets.

If the Convertible Notes are converted, the number of shares to be issued by the Company would be effectively partially offset by the shares of common stock received by the Company under the Capped Calls, thereby mitigating dilution. The Capped Calls are subject to termination or adjustment upon the occurrence of certain events, including mergers, tender offers, nationalization, insolvency, delisting of the Company's common stock, events of default, changes in law, failure to deliver, stock splits, combinations, dividends, repurchases, or early conversion of the Convertible Notes.

Other Debt

During the second quarter of 2026, the Company repaid in full the remaining balances of the debt obligations of STI Operations ("Other Debt"). As a result, Other Debt was fully extinguished and no longer outstanding as of June 30, 2026.

9. Redeemable Perpetual Preferred Stock

Series A Redeemable Perpetual Preferred Stock

The Company entered into a Securities Purchase Agreement (the “Series A Purchase Agreement”), dated August 10, 2021, pursuant to which the Company issued 400,000 shares of its Series A Redeemable Perpetual Preferred Stock (the “Series A Shares”) and 9,000,000 shares of the Company’s common stock for an aggregate purchase price of approximately \$395.4 million (the “Closing”). The Series A Shares have no maturity date.

The Company has classified the Series A Shares as temporary equity and is accreting the carrying amount to its full redemption amount from the date of issuance to the earliest redemption date using the effective interest method. Such accretion totaled \$8.0 million and \$7.4 million for the three months ended June 30, 2026 and 2025, respectively, and \$15.9 million and \$14.6 million for the six months ended June 30, 2026 and 2025, respectively.

At issuance, the Company evaluated the accounting for the instruments issued pursuant to the Series A Purchase Agreement and determined the Series A Shares and common stock issued in the Closing are freestanding instruments that are classified in equity.

Dividends

On or prior to August 10, 2026, the fifth anniversary of the Closing, the Company may pay dividends on the Series A Shares either in: (i) cash at the then-applicable Cash Regular Dividend Rate (as defined below); (ii) through accrual to the Liquidation Preference at the Accrued Regular Dividend Rate of 6.25%; or (iii) a combination thereof. Following August 10, 2026, dividends are payable only in cash. To the extent the Company does not declare such dividends and pay in cash following August 10, 2026, the dividends accrue to the Liquidation Preference (“Default Accrued Dividends”) at the then-applicable Cash Regular Dividend Rate plus 200 basis points. In the event there are Default Accrued Dividends outstanding for six consecutive quarters, the Company, at the option of the holders of the Series A Shares, will pay 100% of the amount of Default Accrued Dividends by delivering to such holder a number of shares of the Company’s common stock equal to the quotient of: (A) the amount of Default Accrued Dividends divided by (B) 95% of the 30-day VWAP of the Company’s common stock.

The “Cash Regular Dividend Rate” of the Series A Shares means: (i) initially, 5.75% per annum on the Liquidation Preference; and (ii) increased by (A) 50 basis points on each of the fifth, sixth and seventh anniversaries of the Closing and (B) 100 basis points on each of the eighth, ninth and tenth anniversaries of the Closing. The “Accrued Regular Dividend Rate” on the Series A Shares means 6.25% per annum on the Liquidation Preference.

As used herein, “Liquidation Preference” means, with respect to the Series A Shares, the initial liquidation preference of \$1,000 per share, plus accrued non-cash dividends of such share at the time of the determination.

During the three months ended June 30, 2026 and 2025, the Company accrued dividends on the Series A Shares at the Accrued Regular Dividend rate of 6.25%, totaling \$7.8 million and \$7.4 million, respectively. During the six months ended June 30, 2026 and 2025, the Company accrued dividends of \$15.5 million and

\$14.6 million, respectively. As of June 30, 2026 and December 31, 2025, total accrued and unpaid dividends were \$106.4 million and \$90.8 million, respectively.

As of June 30, 2026 and December 31, 2025, the Liquidation Preference, net of unamortized discounts, as presented on the condensed consolidated balance sheets was \$498.2 million and \$466.7 million, respectively.

The Series A Shares have similar characteristics of an “Increasing Rate Security” as described by SEC Staff Accounting Bulletin Topic 5Q, *Increasing Rate Preferred Stock*. As a result, the discount on Series A Shares is considered an unstated dividend cost that is amortized over the period preceding commencement of the perpetual dividend using the effective interest method, by charging imputed dividend cost against retained earnings, or additional paid-in capital in the absence of retained earnings, and increasing the carrying amount of the Series A Shares by a corresponding amount. Accordingly, the discount is amortized over five years using the effective yield method.

10. Revenue

The Company disaggregates its revenue from contracts with customers by sales recorded over time and sales recorded at a point in time. The following table presents the Company’s disaggregated revenues (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Over-time revenue	\$ 259,751	\$ 322,545	\$ 431,802	\$ 584,167
Point in time revenue	82,314	39,698	133,675	80,439
Total revenue	<u>\$ 342,065</u>	<u>\$ 362,243</u>	<u>\$ 565,477</u>	<u>\$ 664,606</u>

Contract Balances

The timing of revenue recognition, billings and cash collections result in billed accounts receivable, unbilled receivables (“contract assets”), and deferred revenue (“contract liabilities”) on the condensed consolidated balance sheets. The majority of the Company’s contract amounts are billed as work progresses, in accordance with agreed-upon contractual terms, which generally coincide with the shipment of one or more phases of the project. For certain customer contracts, billing can occur in advance of shipment, resulting in contract liabilities. Billing sometimes occurs subsequent to revenue recognition, resulting in contract assets. The changes in contract assets and the corresponding amounts recorded in Revenue relate to fluctuations in the timing and volume of billings.

Contract assets consisting of unbilled receivables are recorded within Accounts receivable, net on the condensed consolidated balance sheets on a contract-by-contract basis at the end of the reporting period. As of June 30, 2026 and December 31, 2025, unbilled receivables totaled \$98.2 million and \$92.8 million, respectively.

The Company also receives advances or deposits from its customers prior to the recognition of revenue, resulting in contract liabilities (deferred revenue). Contract liabilities, which include customer advances and deposits and are recorded on a contract-by-contract basis, totaled \$105.1 million and \$128.4 million as of June 30, 2026 and December 31, 2025, respectively, for the current portion, and are presented within Current portion of deferred revenue on the condensed consolidated balance sheets. The long-term portion of deferred

revenue was \$45.4 million and \$16.8 million as of June 30, 2026 and December 31, 2025, respectively, and is presented within Deferred revenue, net of current portion.

During the six months ended June 30, 2026, the Company converted \$71.5 million in deferred revenue to revenue, which represented 49% of the prior year's deferred revenue balance. Included in Current portion of deferred revenue, as of December 31, 2025, are cash advances for signed contracts that begin several months subsequent to receiving the advance. In addition, Current portion of deferred revenue includes paid extended warranty, which can be recognized upon expiration of the warranty.

Remaining Performance Obligations

As of June 30, 2026, the Company had \$413.7 million of remaining performance obligations. The Company expects to recognize revenue on 99% of these performance obligations in the next twelve months.

11. Earnings (Loss) Per Share

The following table sets forth the computation of basic and diluted income per share (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net income	\$ 24,346	\$ 43,262	\$ 26,343	\$ 60,008
Less: preferred dividends and accretion	15,908	14,788	31,445	29,231
Net income (loss) to common stockholders	\$ 8,438	\$ 28,474	\$ (5,102)	\$ 30,777
Basic:				
Weighted average shares	153,866	152,584	153,414	152,331
Income (loss) per share	\$ 0.05	\$ 0.19	\$ (0.03)	\$ 0.20
Diluted:				
Effect of restricted stock and performance awards	1,819	484	—	627
Weighted average shares	155,685	153,068	153,414	152,958
Income (loss) per share	\$ 0.05	\$ 0.19	\$ (0.03)	\$ 0.20

Potentially dilutive common shares issuable pursuant to equity-based awards of 349,803 were excluded from the computation of diluted earnings per share for the three months ended June 30, 2026, as their effect would have been anti-dilutive. Since the Company had a net loss to common stockholders for the six months ended June 30, 2026, basic net loss per share to common stockholders is the same as diluted net loss per share to common stockholders, as the inclusion of all potential shares of common stock outstanding would have been anti-dilutive. As such, 6,591,117 shares of common stock equivalents were excluded from the calculation of diluted net loss per share during the six months ended June 30, 2026, as they had an anti-dilutive effect.

In addition, there were no potentially dilutive common shares issuable pursuant to the Convertible Notes for both the three and six months ended June 30, 2026 and 2025, as the average market price of the Company's common stock did not exceed the applicable conversion price during those periods.

12. Commitments and Contingencies

Legal Proceedings

The Company, in the normal course of business, is subject to claims and litigation. The Company reviews the status of each matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, the Company would accrue a liability for the estimated loss.

Derivative Complaints

Southern District of New York

On July 16, 2021, a verified derivative complaint was filed in the U.S. District Court for the Southern District of New York (the “District Court”) against certain officers and directors of the Company. The complaint alleged: (i) violations of Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) for misleading proxy statements; (ii) breach of fiduciary duty; (iii) unjust enrichment; (iv) abuse of control; (v) gross mismanagement; (vi) corporate waste; (vii) aiding and abetting breach of fiduciary duty; and (viii) contribution under Sections 10(b) and 21D of the Exchange Act.

On July 30, 2021, a second verified derivative complaint was filed in the Southern District of New York against certain officers and directors of the Company. The complaint alleged: (i) violations of Section 14(a) of the Exchange Act for causing the issuance of a false/misleading proxy statement; (ii) breach of fiduciary duty; and (iii) aiding and abetting breaches of fiduciary duty.

On August 24, 2021, the Southern District of New York derivative actions were consolidated, the court appointed co-lead counsel, and the consolidated case was stayed pending the resolution of a related putative federal securities class action that was previously filed in the District Court against the Company and certain officers and directors (the “Plymouth Action”). On March 24, 2026, the Second Circuit Court of Appeals affirmed the dismissal of the Plymouth Action with prejudice. On April 28, 2026, the District Court entered a stipulation and order submitted by the parties voluntarily dismissing the consolidated New York derivative action without prejudice in light of the Second Circuit’s affirmance of the Plymouth Action’s dismissal.

Delaware Court of Chancery

On August 3, 2022, a verified derivative complaint was filed in the Court of Chancery of the State of Delaware against certain officers and directors of the Company, asserting claims for: (i) breach of fiduciary duty; and (ii) unjust enrichment. The derivative plaintiff in this action sought: an award of compensatory damages in favor of the Company; restitution from the defendants and disgorgement of profits, benefits, and other compensation obtained by the defendants; an order directing the Company to reform its corporate governance and internal procedures; equitable or injunctive relief as permitted by law and equity; and the costs and disbursements of the action, including attorneys’ fees.

On August 11, 2022, a second verified derivative complaint was filed with the Court of Chancery against certain officers and directors of the Company, asserting claims for: (i) breach of fiduciary duty; (ii) aiding and abetting breaches of fiduciary duty; (iii) waste of corporate assets; (iv) unjust enrichment; (v) insider selling; and (vi) aiding and abetting insider selling. The derivative plaintiff in this action sought: declaratory relief; an award of compensatory damages in favor of the Company; disgorgement of profits obtained from certain sales of

Company stock by certain of the defendants; establishment of a constructive trust over certain amounts obtained by certain of the defendants; and the costs and disbursements of the action, including attorneys' fees.

On September 2, 2022, the Delaware Court of Chancery derivative actions were consolidated, the court appointed co-lead counsel, and the consolidated case was stayed pending the resolution of the Plymouth Action. On May 12, 2026, the Court of Chancery of the State of Delaware granted the derivative plaintiff's request for voluntary dismissal of the Delaware derivative action without prejudice in light of the Second Circuit's affirmance of the Plymouth Action's dismissal.

Sterling and Wilson Solar Solutions, Inc. ("SWSS") vs. Array Technologies, Inc.

On September 16, 2025, SWSS served an arbitration demand on the Company asserting contractual and negligence claims purportedly arising out of the Company's provision of goods for use in a solar project in Bickleton, Washington. The Company filed its Answer on October 30, 2025, and asserted defenses, including that (i) SWSS's claims are barred by applicable contractual limitations provisions and statutes of limitations, and (ii) are otherwise unsupported. In February 2026, SWSS filed a statement of claims and damages, specifying that it is seeking contractual damages from the Company, and further adding a claim seeking indemnification by the Company for any damages incurred by SWSS relating to counterclaims brought against SWSS in another litigation concerning the same solar project. The Company is not a party to that litigation. The amount of potential damages to SWSS, if any, is unknown because the Company understands the underlying litigation to be in its early and preliminary stages. On March 5, 2026, the Company sought leave to file a dispositive motion concerning all of SWSS' claims. On March 24, 2026, that request was denied, but the arbitration panel noted that it would consider additional requests at a later date. On April 29, 2026, the parties jointly requested that the panel stay the arbitration pending the resolution of the underlying New York litigation. On May 12, 2026, the arbitration panel entered an order staying the matter until resolution of the underlying New York case. The Company is vigorously defending the arbitration.

The Company has not recorded any material loss contingency in the condensed consolidated balance sheets as of June 30, 2026.

The Company is party to various other legal proceedings, claims, governmental and/or regulatory inspections, inquiries and investigations arising out of the ordinary course of its business. The Company believes that there are no other proceedings or claims pending against it, the ultimate resolution of which could have a material adverse effect on its financial condition or results of operations. In all cases, at each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under ASC 450, Contingencies. Legal costs are expensed as incurred. It is possible that future results for any particular quarter or annual period may be materially affected by changes in our assumption or the effectiveness of the Company's strategies relating to these proceedings.

Contingent Consideration

Tax Receivable Agreement

On July 8, 2016, the Company's operating subsidiary, Array Tech, Inc. (f/k/a Array Technologies, Inc.), entered into a tax receivable agreement (the "TRA") with the former majority stockholder of Array Tech, Inc. The TRA is valued based on the future expected payments under the agreement. The TRA provides for the payment by Array Tech, Inc., to the former owners for certain federal, state, local and non-U.S. tax benefits deemed realized in post-closing taxable periods by Array Tech, Inc., from the use of certain deductions generated by the increase in the tax value of the developed technology. The TRA is accounted for as contingent consideration

and subsequent changes in fair value of the contingent liability are recognized in Change in fair value of contingent consideration on the condensed consolidated statements of operations. As of June 30, 2026 and December 31, 2025, the fair value of the TRA was \$6.2 million and \$8.3 million, respectively.

Estimating the amount of payments that may be made under the TRA is by nature imprecise. The significant fair value inputs used to estimate the future expected TRA payments to the former owners include the timing of tax payments, a discount rate, book income projections, timing of expected adjustments to calculate taxable income and the projected rate of use for attributes defined in the TRA.

Payments made under the TRA consider tax positions taken by the Company and are due within 125 days following the filing of the Company's U.S. federal and state income tax returns under procedures described in the agreement. The current portion of the TRA liability is based on tax returns. The TRA will continue until all tax benefit payments have been made or the Company elects early termination under the terms described in the TRA.

The following table summarizes the activity related to the estimated TRA liability (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Beginning balance	\$ 5,774	\$ 7,707	\$ 8,252	\$ 9,061
Payments	—	—	(2,574)	(1,204)
Fair value adjustment	413	150	509	—
Ending balance	<u>\$ 6,187</u>	<u>\$ 7,857</u>	<u>\$ 6,187</u>	<u>\$ 7,857</u>

The TRA liability requires significant judgment and is classified as Level 3 in the fair value hierarchy. See [Note 4 – Condensed Consolidated Balance Sheet Details](#) for additional information regarding the current and noncurrent classification of the TRA liability.

Earnout Consideration

As discussed in [Note 3 – Acquisition](#), the APA Purchase Agreement includes an earnout provision pursuant to which APA Seller may be granted shares of the Company's common stock, or equivalent cash value at the Company's discretion, based upon APA's achievement of certain financial performance targets during the three-year period ending September 30, 2028 (the "Earnout Consideration"). The maximum number of shares payable as Earnout Consideration is 4,686,530 shares of common stock, which was determined by dividing \$40 million by the volume weighted average price of the Company's common stock for the 10 trading days immediately following the Closing Date. The number of shares payable will be subject to reduction if the cumulative value of the Earnout Consideration earned (measured on each date such shares are issued) exceeds \$90 million. The APA Purchase Agreement provides that, to the extent the issuance of any Earnout Consideration or Deferred Consideration Shares would require stockholder approval under Nasdaq Listing Rule 5635(a), the Company will pay cash in lieu of issuing such shares, unless such stockholder approval has been obtained. The principal APA Seller continues to assume the managerial responsibilities of APA.

Upon the Closing Date, the Earnout Consideration was accounted for as contingent consideration, and the fair value is estimated each reporting period. As of June 30, 2026 and December 31, 2025, the Earnout Consideration was estimated to have a fair value of approximately \$18.4 million and \$19.0 million, respectively, using a Monte-Carlo simulation method. Changes in fair value of the contingent liability are recognized in

Change in fair value of contingent consideration in the condensed consolidated statements of operations. Estimating the amount of payments that may be made under the Earnout Consideration is by nature imprecise. The significant fair value inputs used to estimate the future expected Earnout Consideration payments to APA Seller include a discount rate, earnings forecasts, and actual and estimated future volatility in the Company's stock price.

The following table summarizes the activity related to the estimated Earnout Consideration liability (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026		2026	
Beginning balance	\$	16,356	\$	19,038
Additions		—		—
Payments		—		—
Fair value adjustment		2,028		(654)
Ending balance	\$	18,384	\$	18,384

The Earnout Consideration liability requires significant judgment and is classified as Level 3 in the fair value hierarchy. See [Note 4 – Condensed Consolidated Balance Sheet Details](#) for additional information regarding the current and noncurrent classification of the Earnout Consideration liability.

Surety Bonds

The Company is required to provide surety bonds to various parties as required for certain transactions initiated during the ordinary course of business to guarantee the Company's performance in accordance with contractual or legal obligations. These off-balance sheet arrangements do not adversely impact the Company's liquidity or capital resources. As of June 30, 2026, the Company had surety bonds outstanding in the total amount of \$238.7 million.

13. Fair Value of Financial Instruments

The carrying values and estimated fair values of the Company's debt financial instruments were as follows (in thousands):

	June 30, 2026		December 31, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
2028 Convertible Notes	\$ 321,454	\$ 302,250	\$ 320,733	\$ 299,796
2031 Convertible Notes	336,295	426,772	335,444	501,006

The fair value of the Convertible Notes is estimated using Level 2 inputs, as they are not registered securities nor listed on any securities exchange but may be traded by qualified institutional buyers.

14. Equity-Based Compensation

2020 Equity Incentive Plan

On October 14, 2020, the Company's 2020 Long-Term Incentive Plan (the "2020 Plan") became effective. On December 17, 2024, the Company's Amended and Restated 2020 Long-Term Incentive Plan (the "A&R 2020

Plan”), which amended and restated the 2020 Plan in its entirety, became effective. The A&R 2020 Plan authorized 6,683,919 new shares, subject to adjustments pursuant to the A&R 2020 Plan.

Restricted Stock Units

Pursuant to the A&R 2020 Plan, the Company grants time-based restricted stock units (“RSUs”) to employees and members of the Company’s board of directors. The fair value of the RSUs is determined using the market value of the Company’s common stock on the grant date and is recognized on a straight-line basis over the vesting term of the awards.

RSU activity under the A&R 2020 Plan was as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding non-vested, December 31, 2025	4,322,377	\$ 7.58
Shares granted	1,841,167	7.03
Shares vested	(1,292,714)	8.64
Shares forfeited/canceled	(257,022)	7.76
Outstanding non-vested, June 30, 2026	4,613,808	\$ 7.06

Performance Stock Units

The Company has granted performance-based restricted stock units (“PSUs”) to certain employees. The PSUs generally cliff vest after three years and upon meeting certain revenue and adjusted EPS targets. The PSUs also contain a modifier based on the total stock return compared to a certain index which modifies the number of PSUs that vest. PSUs were valued using a Monte-Carlo simulation method on the date of grant based on the U.S. Treasury Constant Maturity rates, and the assigned fair value on grant date is recognized on a straight-line basis over the vesting term of the awards. The probability of the awards meeting the performance related vested conditions is not included in the grant date fair value, but rather is estimated quarterly and the expense recognition is trued-up accordingly upon any probability to vest revision.

PSU awards that were awarded during 2025 and 2026 do not yet have a grant date because not all of the performance criteria is known at inception. These awarded shares have been included in Shares granted in the table below. Until the grant date is established, these awards are remeasured at fair value each reporting period using a Monte Carlo simulation, and the associated expense is recognized and trued-up quarterly based on the updated fair value and estimated probability of vesting.

The following weighted-average assumptions were used in the Monte Carlo simulation for computing the fair value of the PSUs issued during the six months ended June 30, 2026 and 2025:

	2026	2025
Volatility	86 %	76 %
Risk-free interest rate	4.05 %	4.04 %
Dividend yield	— %	— %

PSU activity under the A&R 2020 Plan was as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding non-vested, December 31, 2025	1,510,848	\$ 11.22
Shares granted ⁽¹⁾	516,590	7.79
Shares vested	—	—
Shares forfeited/canceled	(50,129)	8.48
Outstanding non-vested, June 30, 2026	1,977,309	\$ 8.45

⁽¹⁾ Number of PSUs granted is based on the attainment level of performance metric(s), by key executive officers and employees of the Company, estimated to be probable at the grant date. The actual number of shares to be issued will depend on the relative attainment of the performance metrics.

For the three months ended June 30, 2026 and 2025, the Company recognized \$4.6 million and \$3.9 million, respectively, in equity-based compensation costs. For the six months ended June 30, 2026 and 2025, the Company recognized \$8.5 million and \$6.7 million, respectively, in equity-based compensation costs, which is included in General and administrative expense in the condensed consolidated statements of operations. These amounts include equity-based compensation related to RSUs, PSUs, and the Company's Employee Stock Purchase Plan.

At June 30, 2026, the Company had \$32.5 million of unrecognized compensation costs related to RSUs and PSUs, which are expected to be recognized over 2.0 years and 2.2 years, respectively.

15. Supplemental Cash Flow Information

Supplemental cash flow information consists of the following (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Cash paid for interest	\$ 2,178	\$ 9,370	\$ 7,957	\$ 16,191
Cash paid for income taxes	2,812	19,379	3,369	17,588
Non-cash investing and financing activities				
Property, plant and equipment acquisitions funded by liabilities	3,053	1,746	3,053	1,746
Preferred Series A dividends and accretion	15,908	14,789	31,445	29,232
Finance lease acquired in exchange for lease liabilities	571	—	571	—

16. Segment Reporting

ASC Topic 280 *Segment Reporting* establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker ("CODM") in deciding how to allocate resources and in assessing performance. The CODM is the Chief Executive Officer of the Company.

The Company works with customers to design a solar array to achieve the project's desired power output. The Company provides the solar tracking system components, which include standard and nonstandard parts. The Company delivers the fully functioning tracker systems for the project sites and provides commissioning services. Although the solar array may use different components and technology depending on the geography and type of system, the Company conducts its operations in the United States and internationally, primarily in Spain and Brazil and is expanding into other international markets through STI Operations.

The Company has two separate operating segments, Array Legacy Operations and STI Operations, which are also reportable segments. Array Legacy Operations consists primarily of amounts earned from the design and delivery of solar arrays in the United States, and STI Operations consists primarily of amounts earned from the design and delivery of solar arrays outside of the United States. APA is a component of the Array Legacy Operations reportable segment.

The Company's CODM assesses the performance of each operating segment by using gross profit. This measure is also predominantly used in the annual budget and forecasting process. The CODM primarily uses the annual operating plan and the monthly financial results for Array Legacy Operations and STI Operations when making decisions about the allocation of operating and capital resources to each segment.

The following tables summarize the financial results by segment during the periods presented (in thousands):

	Three Months Ended June 30, 2026		
	Array Legacy Operations	STI Operations	Consolidated
Segment revenue	\$ 320,308	\$ 21,757	\$ 342,065
Less:			
Product cost ⁽¹⁾	189,565	20,305	209,870
Amortization of developed technology and backlog	5,615	—	5,615
Depreciation	2,026	1	2,027
Other costs ⁽²⁾	24,617	332	24,949
Gross profit	98,485	1,119	99,604
Total operating expenses	—	—	(64,839)
Total other expense, net	—	—	(3,042)
Income before income taxes			\$ 31,723
Segment assets	1,306,579	227,457	1,534,036
Capital expenditures	7,633	—	7,633
Depreciation and amortization	12,774	2,941	15,715
Interest income	1,972	430	2,402
Interest expense	5,493	293	5,786

Three Months Ended June 30, 2025						
	Array Legacy Operations		STI Operations		Consolidated	
Segment revenue	\$	291,886	\$	70,357	\$	362,243
Less:						
Product cost ⁽¹⁾		193,620		53,215		246,835
Amortization of developed technology and backlog		3,640		—		3,640
Depreciation		578		34		612
Other costs ⁽²⁾		10,043		3,989		14,032
Gross profit		84,005		13,119		97,124
Total operating expenses		—		—		(50,748)
Total other expense, net		—		—		10,503
Income before income taxes					\$	56,879
Segment assets		1,090,094		452,064		1,542,158
Capital expenditures		6,497		134		6,631
Depreciation and amortization		7,024		2,872		9,896
Interest income		3,600		200		3,800
Interest expense		8,021		747		8,768

Six Months Ended June 30, 2026						
	Array Legacy Operations		STI Operations		Consolidated	
Segment revenue	\$	537,689	\$	27,788	\$	565,477
Less:						
Product cost ⁽¹⁾		324,324		28,412		352,736
Amortization of developed technology and backlog		11,229		—		11,229
Depreciation		3,700		1		3,701
Other costs ⁽²⁾		34,694		509		35,203
Gross profit		163,742		(1,134)		162,608
Total operating expenses		—		—		(120,734)
Total other expense, net		—		—		(6,026)
Income before income taxes					\$	35,848
Segment assets		1,306,579		227,457		1,534,036
Capital expenditures		14,651		493		15,144
Depreciation and amortization		25,177		5,903		31,080
Interest income		4,160		629		4,789
Interest expense		10,873		476		11,349

Six Months Ended June 30, 2025						
	Array Legacy Operations		STI Operations		Consolidated	
Segment revenue	\$	505,100	\$	159,506	\$	664,606
Less:						
Product cost ⁽¹⁾		326,960		129,973		456,933
Amortization of developed technology and backlog		7,279		—		7,279
Depreciation		1,128		67		1,195
Other costs ⁽²⁾		20,047		5,600		25,647
Gross profit		149,686		23,866		173,552
Total operating expenses		—		—		(99,892)
Total other expense, net		—		—		6,499
Income before income taxes					\$	80,159
Segment assets		1,090,094		452,064		1,542,158
Capital expenditures		8,711		272		8,983
Depreciation and amortization		13,925		5,542		19,467
Interest income		6,647		472		7,119
Interest expense		15,543		1,260		16,803

⁽¹⁾ Includes 45X benefits realized.

⁽²⁾ Other is primarily comprised of outbound freight and certain overhead costs. Outbound freight for the three months ended June 30, 2026 and 2025 for Array Legacy Operations was \$24.1 million and \$9.9 million, respectively. Outbound freight for the six months ended June 30, 2026 and 2025 for Array Legacy Operations was \$33.6 million and \$19.8 million, respectively.

17. Related Party Transactions

In connection with the acquisition of APA, the Company has four lease agreements with related parties owned by certain members of APA's management team.

Expenses related to these operating lease agreements are allocated based on usage to Cost of product and service revenue and General and administrative expenses in the consolidated statements of operations. Total costs related to these operating lease agreements were \$0.7 million and \$1.4 million for the three and six months ended June 30, 2026, respectively.

18. Subsequent Events

Held for sale classification

The Company approved a plan to sell its former manufacturing and office facility in Albuquerque, New Mexico during the third quarter of 2026. The asset met the held-for-sale criteria in ASC 360 subsequent to June 30, 2026, and the Company will carry the asset at the lower of the asset's carrying value or market value, net of expected costs to sell. A sale is expected to close within the next year.

Equity Investment

In July 2026, the technology company in which the Company has invested through a SAFE achieved certain defined milestones, upon which the Company invested an additional \$1.0 million through another SAFE. At the next equity financing round of the technology company, the SAFE investment will convert into preferred shares of the technology company, subject to certain conditions.

Proposed Business Combination

On July 16, 2026, the Company and STINorland USA, Inc., a California corporation and an indirect wholly-owned subsidiary of the Company (the "AWM Buyer"), entered into an equity purchase agreement (the "AWM Purchase Agreement") with AWM, DS Equity Holdings LLC, a Delaware limited liability company, Scott R. Rand and Daniel R. Smith, pursuant to which the AWM Buyer will acquire all of the issued and outstanding equity interests of AWM, a company that designs, manufactures, markets and sells wire management products for the utility scale photovoltaic or battery storage system industries.

Under the terms of the AWM Purchase Agreement, the AWM Buyer has agreed to pay a base purchase price of \$153.0 million, plus performance-based earn-out payments of up to \$40.0 million and up to \$10.0 million of deferred payments to Scott R. Rand and Daniel R. Smith contingent on their continued employment.

The transaction is expected to close in the third quarter of 2026, subject to receiving any required regulatory approvals and the satisfaction of other customary closing conditions.

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

The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements and related notes and other financial information included in Part I, "Item 1. Financial Statements" of this Quarterly Report on Form 10-Q (this "Quarterly Report"), as well as our audited financial statements and notes thereto as of and for the year ended December 31, 2025, and the related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2025 ("2025 Annual Report"). Each of the terms the "Company," "Array," "we," or "us" as used herein refers collectively to Array Technologies, Inc. and its wholly owned subsidiaries, unless otherwise stated. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under the sections captioned "Forward-Looking Statements" and "Risk Factors" in this Quarterly Report, our 2025 Annual Report, and our other documents on file with the U.S. Securities and Exchange Commission (the "SEC").

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, technology or product developments, financing and investment plans, dividend policy, competitive position, industry and regulatory environment, including potential regulatory reform related to energy credits, uncertainty relating to the implementation of tariffs and changes in trade policy, including the reduction or elimination of certain government incentives, ability to provide 100% domestic content trackers, expectations regarding the macroeconomic environment and geopolitical developments, including the effects of tariffs and changes in trade policy, potential growth opportunities and the effects of competition. Forward-looking statements include statements that are not historical facts and can be identified by terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "seek," "should," "will," "would," "positioned," "designed to" or similar expressions and the negatives of those terms.

Our actual results and the timing of events could materially differ from those anticipated in such forward-looking statements as a result of certain risks, uncertainties and other factors, including without limitation: changes in growth or the rate of growth in demand for solar energy projects; factors outside of our control affecting the variability and demand for solar energy, including but not limited to, the retail price of electricity, availability of in-demand components like high-voltage breakers, various policies related to the permitting and interconnection costs of solar plants, and the availability of incentives for solar energy and solar energy production systems, which makes it difficult to predict our future prospects; competitive pressures within our industry; competition from conventional and renewable energy sources; a loss of one or more of our significant customers, their inability to perform under their contracts, or their default in payment; a drop in the price of electricity derived from the utility grid or from alternative energy sources; fluctuations in our results of operations across fiscal periods, which could make our future performance difficult to predict and could cause our results of operations for a particular period to fall below expectations; any increase in interest rates, or a reduction in the availability of tax equity or project debt capital in the global financial markets, which could make it difficult for customers to finance the cost of a solar energy system and reduce the demand for our products; existing electric utility industry policies and regulations, and any subsequent changes or new related policies and regulations, including as a result of the One Big Beautiful Bill Act ("OBBB"), which may present technical, regulatory and economic barriers to the purchase and use of solar energy systems and may significantly reduce demand for our products or harm our ability to compete; the interruption of the flow of materials from international vendors, which could disrupt our supply chain, including as a result of the imposition of new and/or additional duties, tariffs and other charges or restrictions on imports and exports;

changes in the global trade environment, including the continuation or imposition of import tariffs or other import restrictions; geopolitical, macroeconomic and other market conditions unrelated to our operating performance including but not limited to a pandemic, the Russia-Ukraine war, attacks on shipping in the Red Sea and Strait of Hormuz, conflict in the Middle East (including, but not limited to, the war in Iran), changing trade policies, inflation and interest rates; our ability to convert our orders in backlog into revenue; the reduction, elimination or expiration, or our failure to optimize the benefits of government incentives for, or regulations mandating the use of, renewable energy and solar energy, particularly in relation to our competitors, which could reduce demand for solar energy systems; failure to, or incurrence of significant costs in order to, obtain, maintain, protect, defend or enforce, our intellectual property and other proprietary rights; delays in construction projects and any failure to manage our inventory; significant changes in the cost of raw materials; disruptions to transportation and logistics, including increases in shipping costs; defects or performance problems in our products, which could result in loss of customers, reputational damage and decreased revenue; delays, disruptions or quality control problems in our product development operations; the development, deployment and commercialization of new products, including DuraTrack D2S™, OmniTrack 2.0, the 60 degree variant of DuraTrack, and our ARRAY Atlas™ suite of foundation-to-tracker solutions; our ability to retain our key personnel or failure to attract additional qualified personnel; additional business, financial, regulatory and competitive risks due to our continued planned expansion into new markets; cybersecurity or other data incidents, including unauthorized disclosure of personal or sensitive data or theft of confidential information and the use of artificial intelligence by cyber threat actors; a failure to maintain an effective system of integrated internal controls over financial reporting, which may impair our ability to report our financial results accurately; our substantial indebtedness, risks related to actual or threatened public health epidemics, pandemics, outbreaks or crises; changes to laws and regulations, including changes to tax laws and regulations, that are applied adversely to us or our customers; our ability to complete the acquisition of Affordable Wire Management, LLC (“AWM”) on the anticipated terms and timetable, including the possibility that closing conditions may not be satisfied or waived; our ability to successfully integrate APA Solar, LLC (“APA”) and AWM into our existing operations, realize the anticipated benefits or synergies of the acquisitions of APA and AWM and achieve strategic and other objectives relating to the acquisitions; risks related to any unforeseen liabilities of AWM; and other factors listed and described in more detail in the section captioned “Risk Factors” in this Quarterly Report, our 2025 Annual Report, and our other documents on file with the SEC.

Given these uncertainties, you should not place undue reliance on forward-looking statements. Also, forward-looking statements represent our management’s beliefs and assumptions only as of the date of this report. You should read this report with the understanding that our actual future results may be materially different from what we expect.

Except as required by law, we assume no obligation to update these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

Overview

We are a leading global provider of solar tracking technology and fixed-tilt systems to utility-scale and distributed generation customers who construct, develop, and operate solar PV sites. With solutions engineered to withstand harsh weather conditions, Array’s high-quality solar trackers, fixed-tilt systems, software platforms, foundation solutions, and field services combine to optimize energy production and deliver value to our customers for the entire lifecycle of a project.

Trackers move solar panels throughout the day to maintain an optimal orientation to the sun, which significantly increases energy production. Solar energy projects that use trackers typically generate more energy and deliver a lower levelized cost of energy than projects that use “fixed tilt” mounting systems, which do not move.

Hybrid sites utilizing trackers and fixed-tilt can be utilized to optimize productivity based on the topography, geography, and environment. The vast majority of ground mounted solar systems in the U.S. use trackers.

Our flagship tracker, DuraTrack®, uses a patented design that allows one motor to drive multiple rows of solar panels through articulated driveline joints. To avoid infringing on our U.S. patent, our competitors must use designs that we believe are inherently less efficient and reliable. For example, our largest competitor's design requires one motor for each row of solar panels. As a result, we believe our products have greater reliability, lower installation costs, reduced maintenance requirements and competitive manufacturing costs. Our core U.S. patent is on a linked-row, single-driving apparatus that rotates multiple tracker rows connected by an articulating drive shaft. This patent does not expire until February 5, 2030.

With our acquisition of Soluciones Técnicas Integrales Norland, S.L.U. and its subsidiaries (collectively, "STI") in January 2022, we added a dual-row tracker design to our product portfolio, the Array STI H250. This tracker uses one motor to drive two connected rows and is ideally suited for sites with irregular and highly angled boundaries or fragmented project areas.

Our third tracker product, OmniTrack®, which was introduced in September 2022, requires significantly less grading and civil works permitting prior to installation in addition to accommodating uneven terrain.

With the APA Acquisition (as defined below) in August 2025, we added a portfolio of fixed-tilt and foundation solutions, including the APA Titan and APA Titan Duo™ racking systems and the APA A-Frame™ Interface foundation. These products deliver adaptable designs for utility-scale projects, offering flexibility for challenging terrain, high snow loads, and large-format modules while streamlining installation and reducing material costs.

In May 2026, we introduced DuraTrack D2S™, which is our next-generation dual-row tracker designed for key international markets, which combines patented passive wind stow technology, the terrain adaptability of OmniTrack®, and optimized control through SmarTrack® into a single flexible platform. In July 2026, we introduced Atlas™, a new suite of foundation-to-tracker solutions designed exclusively for ARRAY trackers and APA foundations to enhance their technical interoperability.

Our corporate headquarters are located in Albuquerque, New Mexico. We sell our products to solar developers, independent power producers, utilities, and engineering, procurement and construction companies ("EPCs") that build solar energy projects, often under master supply agreements or multi-year procurement contracts. During the six months ended June 30, 2026, we derived 94% and 6% of our revenues from customers in the U.S. and the rest of the world, respectively. From the founding of Array through June 30, 2026, we have shipped approximately 102 gigawatts of trackers to customers worldwide.

Acquisition of APA Solar

On August 14, 2025 (the "Closing Date"), the Company, through its indirect wholly owned subsidiary STINorland USA, Inc., a California corporation ("APA Buyer"), completed the acquisition of 100% of the issued and outstanding equity interests of APA (such acquisition, the "APA Acquisition"), pursuant to the terms of the equity purchase agreement, dated as of June 17, 2025, by and among the Company, APA Buyer, APA, SunHoldings, LLC, an Ohio limited liability company ("APA Seller") and the guarantors party thereto (as amended, the "APA Purchase Agreement"). The cash paid as of the Closing Date was \$159.9 million, net of \$10.1 million in preliminary and customary purchase price adjustments, which includes \$6.2 million to retire debt. For U.S. GAAP purposes, the aggregate cash consideration paid was approximately \$166.1 million, subject to final post-closing adjustment. We expect to finalize customary post-closing adjustments by August 2026. The APA Purchase Agreement also includes an earnout provision estimated to have a fair value of approximately \$19.3 million as of the Closing Date (the "Earnout Consideration"), which is included in the

purchase consideration, under which the APA Seller may receive shares of Company common stock, or equivalent cash value at the Company's discretion, based upon APA's achievement of certain financial performance targets during the three-year period ending on September 30, 2028. As a result, the purchase consideration for the APA Acquisition totaled approximately \$185.4 million. Subject to the terms and conditions set forth in the APA Purchase Agreement, the Company has also agreed to pay aggregate deferred purchase price consideration of approximately \$40.0 million payable in three installments over a two-year period based on service within five business days after the first and second anniversaries from the Closing Date and as set forth in [Note 3 - Acquisition](#) (the "Deferred Consideration"). Each of the Earnout Consideration and Deferred Consideration are described in more detail below. The Company is currently finalizing the valuation of the acquired assets and liabilities and assessing the related accounting impacts.

The amounts recorded as of June 30, 2026 are preliminary, as the Company is finalizing working capital, post-closing, and other customary adjustments. These preliminary estimates are subject to change within the measurement period (defined as the twelve months following the Closing Date) and related accounting adjustments may be materially different, as the Company obtains additional information on these matters and as additional information is made known during the post-acquisition measurement period. As a result of further refining its estimates and assumptions since the date of the acquisition, the Company recorded measurement period adjustments to the initial opening balance sheet. There were no measurement period adjustments materially impacting earnings that would have been recorded in previous reporting periods if the adjustments had been recognized as of the acquisition date.

In connection with the APA Acquisition, the Company has lease agreements for offices, manufacturing facilities and warehouses located in Ohio and Connecticut. Of these lease agreements, four are with related parties owned by certain members of APA's management team.

Expenses related to these operating lease agreements are allocated based on usage to Cost of product and service revenue or General and administrative expenses in the consolidated statements of operations. Total costs related to these operating lease agreements were \$0.7 million and \$1.4 million for the three and six months ended June 30, 2026, respectively.

APA designs, engineers, and manufactures solar racking, mounting and foundation systems. Integrating such systems into our business model through the acquisition of APA expands our product portfolio to better serve the evolving needs of the solar industry and our customers.

2.875% Convertible Senior Notes due 2031

On June 27, 2025, we completed a private placement of \$345 million in aggregate principal amount of 2.875% Convertible Senior Notes due 2031 (the "2031 Convertible Notes"), resulting in net proceeds of \$334.6 million after deducting initial purchasers' discounts and offering expenses. The 2031 Convertible Notes were issued pursuant to an indenture, dated June 27, 2025, between the Company and U.S. Bank Trust Company, National Association, as trustee.

The 2031 Convertible Notes are senior unsecured obligations of the Company and will mature on July 1, 2031, unless earlier converted redeemed or repurchased. Interest is payable semiannually in arrears at a rate of 2.875% per year on January 1 and July 1 of each year, beginning on January 1, 2026.

Proposed Business Combination

On July 16, 2026, the Company and STINorland USA, Inc., a California corporation and an indirect wholly-owned subsidiary of the Company (the "AWM Buyer"), entered into an equity purchase agreement (the "AWM Purchase Agreement") with Affordable Wire Management, LLC, a Delaware limited liability company ("AWM"),

DS Equity Holdings LLC, a Delaware limited liability company, Scott R. Rand and Daniel R. Smith, pursuant to which the AWM Buyer will acquire all of the issued and outstanding equity interests of AWM, a company that designs, manufactures, markets and sells wire management products for the utility scale photovoltaic or battery storage system industries (the “AWM Transaction”).

Under the terms of the AWM Purchase Agreement, the AWM Buyer has agreed to pay a base purchase price of \$153.0 million, plus performance-based earn-out payments of up to \$40.0 million and up to \$10.0 million of deferred payments to Scott R. Rand and Daniel R. Smith contingent on their continued employment.

The AWM Transaction is expected to close in the third quarter of 2026, subject to receiving any required regulatory approvals and the satisfaction of other customary closing conditions.

Research and Development

We incur research and development (“R&D”) costs during our process of researching and developing new products and significant enhancements to existing products. R&D costs consist primarily of personnel-related costs associated with our internal engineers, third-party consultants, materials and overhead. We expense these costs as incurred prior to a respective product being ready for commercial production. R&D expense was \$5.0 million and \$2.5 million during the three months ended June 30, 2026 and 2025, respectively, and \$8.0 million and \$4.9 million during the six months ended June 30, 2026 and 2025, respectively.

Factors Affecting Results of Operations

Project Timing

Because we recognize revenue on projects as legal title to equipment is transferred from us to the customer, any delays in large projects from one quarter to another for any reason may cause our results of operations for a particular period to fall below expectations and make the timing of revenue difficult to forecast. Our end-users’ ability to install solar energy systems can be affected by a number of factors including:

- *Weather.* Inclement weather can affect our customers’ ability to install their systems, particularly in the northeastern U.S., Europe and Brazil. In addition, weather delays can adversely affect our logistics and operations by causing delays in the shipping and delivery of our materials.
- *The U.S. interest rate environment.* We have had customers delay planned installations or look to renegotiate power purchase agreements (“PPAs”) to improve project returns based on various rate environments. While the Federal Reserve began lowering interest rates in the second half of 2024, the timing and impact of subsequent rate adjustments during 2025 and 2026 continued to create additional considerations for our customers, and there are varying outlooks on whether additional rate cuts may occur. Customers must weigh this uncertainty in conjunction with other macroeconomic factors when assessing the returns and timing for relevant projects.
- *Availability of necessary equipment.* We have a broad portfolio of customer relationships including presence with Tier 1 utilities in the U.S. Each utility has unique specifications for access to its grid, which is generally not consistent across the industry. As the supply of renewables projects has increased, shortages and long lead-times in the supply of switches, transformers and high voltage breakers used in the interconnection of utility scale solar power plants to the grid, has historically affected the timing and completion of these projects, including for some of our customers.
- *Macroeconomic factors.* There had been a rapid depreciation of the Brazilian Real in prior periods; however, in 2026 there has been significant appreciation of the Brazilian Real compared to the U.S. Dollar. Exchange rate volatility can have a significant impact on the economic cases for the PPAs for many solar projects. In addition, our results will also be impacted by tax incentives we can recognize,

for example the Brazil value-added tax benefit, Imposto sobre Circulação de Mercadorias e Serviços, which will be fully phased out in 2033. As a result, we are focused on reducing costs and better aligning our organization, including the size thereof, in Brazil with the current market conditions.

It is uncertain what impact new or existing tariffs, trade restrictions or retaliatory actions may have on us, the solar industry and our customers. An escalation in trade tensions or the implementation of broader tariffs, trade restrictions or retaliatory measures on our products or components originating from countries outside the U.S. could adversely impact our ability to source necessary components, manufacture products at competitive cost, or sell our products at prices customers are willing to pay. Any such developments could materially and adversely affect our business operations, results of operations and cash flows.

- *Local permitting.* If our customers cannot receive permits for their projects, they are unable to begin and ultimately complete them in a timely manner. A dramatic increase in solar and battery storage sites has increased the average permitting time in many geographies in which our customers operate.

Impact of OBBB

While solar power is cost-competitive with conventional forms of generation in many U.S. states even without the Federal Investment Tax Credit (“ITC”), we believe previous step-downs in the ITC in past years have influenced the timing and quantity of some customers’ orders. On July 4, 2025, President Trump signed into law the OBBB, which includes changes to the energy tax credits. Specifically, the solar ITC now terminates for facilities that are placed in service after December 31, 2027, but that termination does not apply if the taxpayer begins construction on the facility before July 4, 2026. In addition, the OBBB imposes new foreign entity of concern limitations on the ITC before it expires, which could impact the ability of solar facilities to claim the ITC. Specifically, taxpayers cannot claim the credit in taxable years beginning after enactment of the OBBB if they are prohibited foreign entities (which are generally entities that are formed in or controlled by covered nations, including China, Russia, Iran, and North Korea, as well as entities determined to be under effective control as a result of contracts entered into with such entities). The credit is also disallowed for solar facilities that begin construction after December 31, 2025 that receive material assistance from a prohibited foreign entity. On February 13, 2026, guidance from the U.S. Department of the Treasury (“Treasury”) was released clarifying methods for calculating material assistance from a prohibited foreign entity and requesting comments.

On August 15, 2025, Treasury and the Internal Revenue Service (the “IRS”) issued Notice 2025-42 which eliminates the 5% safe harbor for utility-scale solar projects and only allows the physical work test to determine when a project begins construction. If solar developers are unable to satisfy the physical work test, our business, financial condition, and results of operations could be adversely affected.

The Company expects certain tax provisions of the OBBB, including the reinstatement of 100% bonus depreciation for qualified property and the immediate expensing of U.S.-based R&D activities, to reduce our 2026 taxable income. These accelerated deductions are expected to lower current-year cash taxes and improve near-term operating cash flows. The favorable impact primarily represents a timing difference. As assets subject to bonus depreciation become fully depreciated and as expensed R&D activities normalize, we expect cash taxes to increase in future periods. The Company continues to evaluate additional guidance expected to be issued by Treasury related to the OBBB.

Section 45X Credit

The Section 45X manufacturing production tax credit applies to eligible components, including torque tube and structural fasteners. We have determined that the statutory definitions for these components (which are reiterated in final regulations) apply to our tracker components. We have successfully negotiated, and we continue to successfully negotiate, agreements with key suppliers around sharing the economic benefits of

section 45X credits associated with torque tube and structural fasteners. We continue to pursue additional agreements for splitting the economic benefits of section 45X with suppliers for parts we do not manufacture internally. In addition, during the second quarter of 2024, we concluded that certain parts manufactured by the Company qualify for the section 45X advanced production credits. Refer to [Note 2 – Summary of Significant Accounting Policies](#) in the accompanying notes to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for a discussion on how we account for these incentives and amounts recognized for the periods presented. If these financial benefits vary significantly from our assumptions, our business, financial condition, and results of operations could be adversely affected.

The OBBB did not modify the phase-out of the section 45X credit or the definitions of eligible components relating to solar trackers; however, the OBBB did impose foreign entity of concern limitations on taxpayers claiming the section 45X credit. Specifically, taxpayers cannot claim the credit in taxable years beginning after enactment of the OBBB if they are prohibited foreign entities (which are generally entities that are formed in or controlled by covered nations, including China, Russia, Iran, and North Korea, as well as entities determined to be under effective control as a result of contracts entered into with such entities). The credit is also disallowed in taxable years beginning after enactment of the OBBB for eligible components that receive material assistance from a prohibited foreign entity. On February 13, 2026, Treasury guidance was released that further clarified methods for calculating material assistance, and included a request for comments by March 30, 2026. We anticipate forthcoming Treasury proposed rules will further clarify the potential impact that the foreign entity of concern limitations may have for credits claimed in 2026 and future years.

Domestic Content Safe Harbor Guidance

The IRS issued Notice 2023-38 in May 2023 setting forth guidance on the domestic content bonus tax credits under the IRA. Uncertainties existed under this guidance, like whose costs would be used (the manufacturer's cost, a vendor's cost to acquire, etc.) and how to define manufactured product components associated with trackers. In May 2024, the IRS issued Notice 2024-41 setting forth further guidance on the domestic content bonus tax credits, including a safe harbor method for calculating domestic content percentages. On January 16, 2025, the IRS released Notice 2025-08, which modified Notice 2023-38 and Notice 2024-41, as well as introduced an updated elective safe harbor method for use in lieu of provisions of the adjusted percentage rule provided in Notice 2023-38 for calculating the domestic content bonus credit amounts applicable for certain qualified facilities and energy projects. Notice 2024-41 and Notice 2025-08 and the updated definitions described therein clarified certain pre-existing uncertainty in the industry, but also introduced new uncertainties. These uncertainties have and could continue to cause our customers to delay projects as they navigate the existing guidance in qualifying for the tax credit and possibly wait for further clarity. If these financial benefits vary significantly from our assumptions, our business, financial condition, and results of operations could be adversely affected.

The OBBB increased the domestic content threshold for solar facilities that begin construction after June 16, 2025 to claim the domestic content bonus credit, however, the OBBB did not otherwise amend the requirements for claiming a domestic content bonus credit or the guidance previously issued by the government. As domestic content guidance is not a final rule, it could be further modified by the Trump Administration.

Structured Cost Management

We actively manage the risk from certain types of customer contracts, including, for example, multi-year contracts that require fixed pricing or pricing tied to certain commodity indices. Depending on the totality of the circumstances and our ability to mitigate risk, we may or may not pursue such contractual arrangements. Where we decline, this may have the effect of driving certain customers or projects to our competitors. We believe this is the right way to manage a high-quality portfolio and drive consistent margins over time.

Impact of the Ongoing Russian-Ukraine War

The ongoing Russia-Ukraine war has reduced the availability of material that can be sourced in Europe and, as a result, increased logistics costs for the procurement of certain inputs and materials used in our products. We do not know the ultimate severity or duration of the conflict, but we continue to monitor the situation and evaluate our procurement strategy and supply chain to reduce any negative impact on our business, financial condition, and results of operations.

Impact of the Iran War

In March 2026, the United States and Israel initiated military actions against targets in Iran. In response, Iran retaliated with a series of attacks on key infrastructure in neighboring countries across the Middle East. Further, Iran has committed to utilizing military intervention to close the Strait of Hormuz, which impacts a significant portion of global oil and natural gas supply. An escalation by the United States, Israel, Iran, or other countries, and any retaliatory measures by the United States, Israel, Iran, or other countries, as applicable, in response, such as broader attacks on regional infrastructure, may impact costs, reduce our sales and earnings, or otherwise have an adverse effect on our operations. For example, the disruption of the global oil supply through the Strait of Hormuz and the conflict between the United States and Iran have driven up commodity prices and increased inflationary pressures, potentially affecting our transportation, manufacturing, distribution and other costs. Furthermore, these events may also cause shipping delays, rerouted freight, port congestion, or higher logistics and insurance costs, which could disrupt the movement of, limit the availability of, or increase the cost of sourcing raw materials. We do not know the ultimate severity or duration of the conflict, but we are monitoring developments with respect to the ongoing military conflict with Iran including the impact on global commodity prices and potential shipping and logistics disruptions.

Impact of Disruption of Key Shipping Lanes

We have seen disruptions of container shipping traffic through the Red Sea create port congestion, especially in Asia, and cause many shipping companies to pause shipments through the Suez Canal and the Red Sea as a result of attacks against commercial vessels in the area, affecting transit times, capacity, and shipping costs for routes connecting the rest of the world with Asia. To address the persisting challenges arising from prolonged transit times, we have increased our local sourcing efforts where feasible within certain regions. These measures aim to reduce delays to get the product to project sites on time. There is still uncertainty on how long disruptions and the severity of their impact on our operations may last, but we continue to monitor such situations and evaluate our procurement and supply chain strategies, to reduce any negative impact on our business, financial condition, and results of operations.

Inflation

Inflationary pressure may continue to negatively impact our results of operations in the near-term. To mitigate these pressures on our business, and the volatility in steel and aluminum prices, we have continued to accelerate our productivity initiatives, expand our supplier base, and execute on our overhead cost-containment practices.

Impact of AD/CVD Petitions and Determinations

On July 17, 2025, the Alliance for American Solar Manufacturing and Trade, a coalition of U.S.-based solar manufacturers, filed a petition with the U.S. Department of Commerce ("USDOC") and U.S. International Trade Commission ("USITC") seeking the imposition of antidumping and countervailing duty ("AD/CVD") tariffs on imports of crystalline solar photovoltaic ("CSPV") cells and modules from India, Indonesia, and Laos. In February 2026, USDOC issued preliminary affirmative CVD determinations and in April 2026, USDOC

announced preliminary AD determinations. When combined, total preliminary AD/CVD rates now stand at approximately 234% for India, 121% to 178% for Indonesia, and 103% for Laos. Final USDOC determinations are expected in September 2026.

On May 12, 2026, a group of U.S. solar manufacturers filed a petition with USDOC for an anti-circumvention investigation regarding cells and modules from Ethiopia. On June 18, 2026, a group of U.S. solar manufacturers filed a petition with USDOC for an anti-circumvention investigation regarding imports of CSPV cells from Korea.

While we do not sell solar modules, the degree of our exposure is dependent on, among other things, the impact of the AD/CVD orders on the projects that are also intended to use our products, with such impact being largely out of our control. Successive rounds of AD/CVD and anti-circumvention actions have the potential to constrain the supply of solar cells and modules available to U.S. project developers, contribute to rising module prices, and create an increasingly complex procurement environment for our customers. To the extent that trade actions lead to project delays, cancellations, or reductions in the pace of U.S. solar installations, demand for our tracker systems could be adversely impacted.

Section 232 Polysilicon Investigation

On July 1, 2025, USDOC initiated an investigation under Section 232 of the Trade Expansion Act of 1962 into the effects on national security of imports of polysilicon and its derivatives. USDOC's report has been transmitted to the President, and a determination as to whether to impose tariffs, quotas, or other import restrictions remains pending.

While we do not manufacture or sell polysilicon, wafers, cells, or modules, the scope of any action taken could affect the cost and availability of solar components used on projects that are also intended to use our products. Any such action would be layered on top of existing AD/CVD orders, Section 301 tariffs, and pending anti-circumvention proceedings, further increasing the cost and complexity of procurement for U.S. project developers. To the extent that these measures lead to project delays, cancellations, or reductions in the pace of U.S. solar installations, demand for our tracker systems could be adversely impacted.

U.S. Trade Policy and Executive Orders

On February 20, 2026, the U.S. Supreme Court ruled in *Learning Resources, Inc. v. Trump* that the International Emergency Economic Powers Act ("IEEPA") does not authorize the President to impose tariffs. The Court only ruled on IEEPA tariffs and did not invalidate or address tariffs imposed under other statutory authorities. Following the ruling, the U.S. Court of International Trade issued an order directing U.S. Customs and Border Protection ("CBP") to formalize a process for refunds. On April 20, 2026, CBP launched an online portal ("CAPE") that can be used to submit IEEPA tariff refund requests and began issuing refunds in mid-May. All requests will be reviewed by CBP to determine validity prior to the issuance of refunds. Although, CAPE is now available for most entries and refunds are issuing, CBP and the Department of Justice appealed the Court of International Trade's order as applied to a subset of entries. That appeal is currently pending. As the situation continues to develop, we will continue to monitor developments regarding any remaining unrefunded entries.

After the Supreme Court's ruling, the Trump Administration implemented various tariffs, invoking other statutory authorities. On February 20, 2026, President Trump imposed a 10% ad valorem import surcharge under Section 122 of the Trade Act of 1974 that became effective on February 24, 2026. That tariff was limited by statute to 150 days and expired on July 24, 2026. After an accelerated investigation under Section 301 of the Trade Act of 1974, targeting forced labor practices across dozens of economies, the U.S. Trade Representative ("USTR") announced new Section 301 tariffs targeting forced labor practices of 10% or 12.5% on the majority

of imports from 59 countries and the European Union, effective July 24, 2026. Other Section 301 investigations that could lead to further tariffs remain ongoing.

Separately, on April 2, 2026, the President issued a proclamation significantly restructuring how Section 232 tariffs on steel, aluminum, and copper products are assessed. Effective April 6, 2026, the prior methodology, through which Section 232 duties on derivative articles were calculated based on the value of the metal content within a product, was replaced with a framework in which duties apply to the full customs value of the imported article. Under the new structure, articles made entirely or predominantly of steel, aluminum, or copper, with limited exceptions, are subject to a 50% duty on their full customs value, while derivative articles with significant metal content are subject to a 25% duty on their full customs value. Products in which the applicable metal content constitutes less than 15% of the aggregate weight of the imported product are no longer subject to Section 232 duties.

We are continuing to evaluate the potential impact of the imposition of the announced tariffs, the new classification and duty treatment scheme, and any additional or retaliatory tariffs, to our business and financial condition. While we do not believe that the tariffs announced by the United States in 2025 and through the date of filing this Quarterly Report on Form 10-Q in 2026 will have a material adverse effect upon our results of operations, financial condition, or liquidity, the actual impact of new tariffs is subject to a number of factors, including the effective date and duration of such tariffs, changes in the amount, scope and nature of the tariffs in the future, any countermeasures that the target countries may take and any mitigating actions that may become available.

Section 337 Investigation

On March 25, 2026, the USITC instituted a Section 337 investigation following a complaint by First Solar, Inc. alleging that imports of tunnel oxide passivated contact ("TOPCon") solar cells, modules, and panels infringe a U.S. patent. The complainant has requested a general exclusion order, which, if granted, could direct U.S. Customs and Border Protection to block imports of any TOPCon products found to infringe the asserted patent. An initial determination date is set for July 15, 2027.

TOPCon represents a significant share of the modules being procured by U.S. project developers. Should the USITC ultimately issue a general exclusion order, a substantial portion of the module supply available to the U.S. market could be impacted. Any sustained disruption to module availability as a result of this case could adversely affect our business, financial condition, and results of operations.

Foreign Currency Translation

For non-U.S. subsidiaries that operate in a local currency environment, assets and liabilities are translated into U.S. dollars at period-end exchange rates. Income, expense, and cash flow items are translated at average exchange rates prevailing during the period. For non-U.S. subsidiaries that operate in a U.S. dollar functional currency, local currency inventories and property, plant and equipment are translated into U.S. dollars at rates prevailing when acquired, and all other assets and liabilities are translated at period-end exchange rates. Income and expense items are translated at average exchange rates prevailing during the period. Gains and losses which result from remeasurement are included in earnings.

Performance Measures

In managing our business and assessing financial performance, we supplement the information provided by the financial statements with other operating metrics. These operating metrics are utilized by our management to evaluate our business, measure our performance, identify trends affecting our business, and formulate projections. The primary operating metric we use to evaluate our sales performance and to track market

acceptance of our products is megawatts (“MWs”) shipped and specifically the change in MWs shipped from period to period. MWs are measured for each individual project and are calculated based on the respective project’s expected megawatt output once installed and fully operational.

We also utilize metrics related to price and cost of goods sold per MW, including average selling price (“ASP”) and cost per watt (“CPW”). ASP is calculated by dividing total applicable revenues by total applicable MWs, whereas CPW is calculated by dividing total applicable costs of goods sold by total applicable MWs. These metrics enable us to evaluate trends in pricing, manufacturing cost, and customer profitability.

Key Components of Our Results of Operations

The following discussion describes certain line items in our condensed consolidated statements of operations.

Revenue

We primarily generate revenue from the sale of solar tracking systems, fixed tilt systems, foundation solutions, parts, software, and services. Our customers include EPCs, utilities, solar developers, and independent power producers. For each individual solar project, we enter into a contract with our customers covering the price, specifications, delivery dates, and warranty for the products being purchased, among other things. Our contractual delivery period for the tracker system and parts can vary from days to several months. Contracts can range in value from hundreds of thousands to tens of millions of dollars.

Our revenue is affected by changes in the volume and ASPs of solar tracking systems purchased by our customers. The quarterly volume and ASP of our systems is driven by the supply of, and demand for, our products, changes in project mix between module type and wattage, geographic mix of our customers, strength of competitors’ product offerings, commodity prices and availability of government incentives to the end-users of our products.

Our revenue growth is dependent on continued growth in the size and number of solar energy projects installed each year, as well as our ability to maintain market share in each geography where we compete, expand our global footprint to new and evolving markets, grow our production capabilities to satisfy demand, and continue to develop and introduce new innovative products that integrate emerging technologies and the performance requirements of our customers.

A majority of our revenue is recognized over time as work progresses, and for single performance obligations, we use an input measure, the cost-to-cost method, to determine progress. We review and update the contract related estimates on an ongoing basis and recognize adjustments for any project specific facts and circumstances that could impact the measurement of the extent of progress, such as the total costs to complete the contracts, under the cumulative catch-up method. Due to the relatively short duration of our outstanding performance obligations, and our ability to estimate the remaining costs to be incurred, which are substantially all material costs covered under our material supply agreements with our suppliers, we have not recorded any material catch-up adjustments for the periods presented that would have impacted revenues or earnings per share related to revisions in our measurement of remaining progress of our performance obligations.

Cost of Revenue and Gross Profit

Cost of product and service revenue consists primarily of product costs, including raw materials, purchased components, net of any incentives or rebates earned from our suppliers, salaries, wages and benefits of manufacturing personnel, freight, tariffs, customer support, product warranty, amortization of developed technology and backlog, and depreciation of manufacturing and testing equipment. Our product costs are

affected by: (i) the underlying cost of raw materials, including steel and aluminum; (ii) component costs, including electric motors and gearboxes; (iii) technological innovation; and (iv) economies of scale and improvements in production processes and automation. We may experience disruptions to our supply chain and increased material and freight costs. When possible, we modify our production schedules and processes to mitigate the impact of these disruptions and cost increases on our margins. We do not currently hedge against changes in the price of our raw materials.

Gross profit may vary from quarter to quarter and is primarily affected by our volume, ASPs, product costs, project mix, customer mix, geographical mix, commodity prices, logistics rates, warranty costs, and seasonality.

Operating Expenses

General and administrative expense consists primarily of salaries, benefits, and equity-based compensation related to our executive, sales, engineering, finance, human resources, information technology, and legal personnel, as well as travel, facility costs, marketing, provision for credit losses, professional fees, and third-party services. The majority of our sales during the six months ended June 30, 2026 and 2025, were in the United States; however, we also have a sales presence in Spain, Brazil, and Australia. We intend to continue to expand our sales presence and marketing efforts to additional countries.

Contingent consideration consists of the changes in fair value of the TRA entered into with a former indirect stockholder, as well as the Earnout Consideration associated with the APA Purchase Agreement. The TRA liability and Earnout Consideration were recorded at fair value and subsequent changes in the fair values are recognized in earnings. See [Note 12 – Commitments and Contingencies](#) for discussion and analysis of the TRA and Earnout Consideration.

Depreciation consists of costs associated with property, plant and equipment not used in manufacturing of our products. We expect that as we continue to grow both our revenue and our general and administrative personnel, we may require some additional property, plant and equipment to support this growth resulting in additional depreciation expense.

Amortization consists of the expense recognized over the expected period of use of our Customer relationships, Trade name, and Computer software and other intangible assets. Amortization related to certain acquired intangible assets is recorded as Total cost of revenue under Amortization of developed technology and backlog.

Non-Operating Expenses

Interest income consists of interest earned on our cash and cash equivalents balance.

Interest expense consists of interest and other charges paid in connection with our senior secured credit facility (the “Senior Secured Credit Facility”), which included a \$575 million term loan (the “Term Loan Facility”) and includes a \$370.0 million revolving credit facility (the “Revolving Credit Facility”); the 1.00% Convertible Senior Notes due 2028 (the “2028 Convertible Notes” and, together with the 2031 Convertible Notes, the “Convertible Notes”); the 2031 Convertible Notes; and other debt held by our STI Operations (“Other Debt”).

Gain on extinguishment of debts, net consists of the difference between the cash paid and the carrying value of repurchased 2028 Convertible Notes and the fully repaid Term Loan Facility. We repurchased \$100 million aggregate principal amount of the 2028 Convertible Notes and repaid the Term Loan Facility during the second quarter of 2025.

We are subject to U.S. federal, state and non-U.S. income taxes. As we expand into additional foreign markets, we may be subject to additional foreign tax.

Reportable Segments

We report our results of operations in two segments: the Array Legacy Operations segment and the acquired STI Operations segment. The segment amounts included in this [Item 2. Management's Discussion and Analysis](#) are presented on a basis consistent with our internal management reporting. Additional information on our reportable segments is contained in [Note 16 – Segment Reporting](#) in the accompanying notes to the condensed consolidated financial statements.

Results of Operations

The following table sets forth our consolidated statement of operations (in thousands, except percentages):

	Three Months Ended June 30,		Increase/(Decrease)		Six Months Ended June 30,		Increase/(Decrease)	
	2026	2025	\$	%	2026	2025	\$	%
Revenue	\$ 342,065	\$ 362,243	\$ (20,178)	(6)%	\$ 565,477	\$ 664,606	\$ (99,129)	(15)%
Cost of revenue								
Cost of product and service revenue	236,846	261,479	(24,633)	(9)%	391,640	483,775	(92,135)	(19)%
Amortization of developed technology and backlog	5,615	3,640	1,975	54 %	11,229	7,279	3,950	54 %
Total cost of revenue	242,461	265,119	(22,658)	(9)%	402,869	491,054	(88,185)	(18)%
Gross profit	99,604	97,124	2,480	3 %	162,608	173,552	(10,944)	(6)%
Operating expenses								
General and administrative	54,325	44,954	9,371	21 %	104,729	88,899	15,830	18 %
Change in fair value of contingent consideration	2,441	150	2,291	1527 %	(145)	—	(145)	100 %
Depreciation and amortization	8,073	5,644	2,429	43 %	16,150	10,993	5,157	47 %
Total operating expenses	64,839	50,748	14,091	28 %	120,734	99,892	20,842	21 %
Income from operations	34,765	46,376	(11,611)	(25)%	41,874	73,660	(31,786)	(43)%
Interest income	2,402	3,800	(1,398)	(37)%	4,789	7,119	(2,330)	(33)%
Interest expense	(5,786)	(8,768)	2,982	(34)%	(11,349)	(16,803)	5,454	(32)%

Foreign currency gain, net	529	1,343	(814)	(61)%	690	2,032	(1,342)	(66)%
Gain on extinguishment of debts, net	—	14,207	(14,207)	(100)%	—	14,207	(14,207)	(100)%
Other expense, net	(187)	(79)	(108)	137 %	(156)	(56)	(100)	179 %
Total other (expense) income, net	(3,042)	10,503	(13,545)	(129)%	(6,026)	6,499	(12,525)	(193)%
Income before income tax expense	31,723	56,879	(25,156)	(44)%	35,848	80,159	(44,311)	(55)%
Income tax expense	7,377	13,617	(6,240)	(46)%	9,505	20,151	(10,646)	(53)%
Net income	<u>\$ 24,346</u>	<u>\$ 43,262</u>	<u>\$ (18,916)</u>	<u>(44)%</u>	<u>\$ 26,343</u>	<u>\$ 60,008</u>	<u>\$ (33,665)</u>	<u>(56)%</u>

The following table provides details on our operating results by reportable segment for the respective periods (in thousands, except percentages):

	Three Months Ended June 30,		Increase/(Decrease)		Six Months Ended June 30,		Increase/(Decrease)	
	2026	2025	\$	%	2026	2025	\$	%
Revenue								
Array Legacy Operations	\$ 320,308	\$ 291,886	\$ 28,422	10 %	\$ 537,689	\$ 505,100	\$ 32,589	6 %
STI Operations	21,757	70,357	(48,600)	(69)%	27,788	159,506	(131,718)	(83)%
Total	<u>\$ 342,065</u>	<u>\$ 362,243</u>	<u>\$ (20,178)</u>	<u>(6)%</u>	<u>\$ 565,477</u>	<u>\$ 664,606</u>	<u>\$ (99,129)</u>	<u>(15)%</u>
Gross profit (loss)								
Array Legacy Operations	\$ 98,485	\$ 84,005	\$ 14,480	17 %	\$ 163,742	\$ 149,686	\$ 14,056	9 %
STI Operations	1,119	13,119	(12,000)	(91)%	(1,134)	23,866	(25,000)	(105)%
Total	<u>\$ 99,604</u>	<u>\$ 97,124</u>	<u>\$ 2,480</u>	<u>3 %</u>	<u>\$ 162,608</u>	<u>\$ 173,552</u>	<u>\$ (10,944)</u>	<u>(6)%</u>

Comparison of the three and six months ended June 30, 2026 and 2025

Revenue

Consolidated revenue decreased by \$20.2 million, or 6%, for the three months ended June 30, 2026, compared to the three months ended June 30, 2025, primarily driven by decreased revenue from STI Operations of 69%, partially offset by increased revenue from Array Legacy Operations of 10%.

Revenue from Array Legacy Operations, inclusive of incremental contributions from APA, increased by \$28.4 million, or 10%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025, primarily driven by an increase of approximately 25% in ASPs, partially offset by a 12% decrease in volume.

Revenue from STI Operations decreased by \$48.6 million, or 69% for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. The decrease was primarily driven by a decrease of approximately 60% in volume and a decrease of approximately 26% in ASPs.

Consolidated revenue decreased \$99.1 million, or 15%, for the six months ended June 30, 2026, compared to the six months ended June 30, 2025, primarily driven by decreased revenue from STI Operations of 83%, partially offset by increased revenue from Array Legacy Operations of 6%.

Revenue from Array Legacy Operations, inclusive of incremental contributions from APA, increased by \$32.6 million, or 6%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025, primarily driven by an increase of approximately 15% in ASPs, partially offset by a 7% reduction in volume.

Revenue from STI Operations decreased by \$131.7 million, or 83% for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. The decrease was primarily driven by a decrease of approximately 82% in volume, as well as an approximately 4% reduction in ASPs.

Cost of Revenue and Gross Profit

Consolidated cost of revenue decreased by \$22.7 million, or 9%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025, in line with lower volume.

Consolidated gross profit increased by \$2.5 million, or 3%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. Gross margin increased to 29.1% for the three months ended June 30, 2026, as compared to 26.8% during the same period in the prior year.

Array Legacy Operations gross profit, inclusive of incremental contributions from APA, increased by \$14.5 million, or 17%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025, while gross margin increased to 30.7% from 28.8% for the three months ended June 30, 2026 and 2025, respectively. The increase in gross margin was driven by a 25% increase in ASPs, partially offset by a 21% increase in CPW.

STI Operations gross profit decreased by \$12.0 million, or 91%, for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. Gross margin for STI Operations decreased to 5.1% from 18.6% for the three months ended June 30, 2026 and 2025, respectively, driven by a 26% decrease in ASPs, partially offset by a 11% decrease in CPW.

Consolidated cost of revenue decreased by \$88.2 million, or 18%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025, in line with lower volume.

Consolidated gross profit decreased by \$10.9 million, or 6%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. Gross margin increased to 28.8% for the six months ended June 30, 2026, as compared to 26.1% during the same period in the prior year.

Array Legacy Operations gross profit, inclusive of incremental contributions from APA, increased by \$14.1 million, or 9%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025, while gross margin increased to 30.5% from 29.6% for the six months ended June 30, 2026 and 2025, respectively. The increase in gross margin was driven by a 15% increase in ASPs, partially offset by a 14% increase in CPW.

STI Operations gross profit decreased by \$25.0 million, or 105%, for the six months ended June 30, 2026 compared to the six months ended June 30, 2025. Gross margin for STI Operations decreased to (4.1)% from 15.0% for the six months ended June 30, 2026 and 2025, respectively, driven primarily by a 4% decrease in ASPs combined with a 20% increase in CPW.

Operating Expenses

Consolidated general and administrative expenses, inclusive of APA, increased by \$9.4 million, or 21%, and \$15.8 million, or 18%, for the three and six months ended June 30, 2026, respectively, compared to the three and six months ended June 30, 2025, respectively. The increase during the three months ended June 30, 2026 compared to the three months ended June 30, 2025 was primarily due to an increase of \$9.3 million from personnel-related expenses. The increase during the six months ended June 30, 2026 compared to the six months ended June 30, 2025 was due primarily to an increase of \$16.9 million from personnel-related expenses and service-related expenses of \$2.8 million, partially offset by reductions primarily related to bad debt expense of \$1.9 million and legal and professional expenses of \$1.6 million.

Change in the fair value of contingent consideration, inclusive of APA, resulted in a loss of \$2.3 million and a gain of \$0.1 million for the three and six months ended June 30, 2026, respectively, compared to the three and six months ended June 30, 2025, respectively. The incremental loss recognized during the three months ended June 30, 2026 compared to the three months ended June 30, 2025 was primarily driven by an increase of \$2.0 million in the fair value of the earnout liability, which impacts only the three months ended June 30, 2026 due to its recognition in the third quarter of 2025, along with fair value remeasurements of the TRA liability. The incremental gain during the six months ended June 30, 2026 compared to the six months ended June 30, 2025 was driven by a decrease of \$0.7 million in the fair value of the earnout liability during the six months ended June 30, 2026, along with fair value measurements of the TRA liability.

Consolidated depreciation and amortization expense, inclusive of APA, increased by \$2.4 million, or 43%, and \$5.2 million, or 47% for the three and six months ended June 30, 2026, respectively, compared to the three and six months ended June 30, 2025, respectively. The increase was primarily due to \$2.4 million and \$4.7 million of incremental depreciation and amortization contributed by APA for the three and six months ended June 30, 2026, respectively.

Other Expense, Net

Other expense, net was immaterial for the three and six months ended June 30, 2026 and 2025. Other expense, net primarily consists of miscellaneous income and expense items.

Interest Income

Consolidated interest income decreased by \$1.4 million, or 37%, and \$2.3 million, or 33%, for the three and six months ended June 30, 2026, respectively, compared to the three and six months ended June 30, 2025, respectively, primarily as a result of lower cash balance and associated lower yield on our cash management program.

Interest Expense

Consolidated interest expense decreased by \$3.0 million, or 34%, and \$5.5 million, or 32%, for the three and six months ended June 30, 2026, respectively, compared to the three and six months ended June 30, 2025, respectively, primarily due to refinancing with lower interest debt.

Income Tax Expense

Consolidated income tax expense decreased by \$6.2 million, or 46%, and \$10.6 million, or 53%, for the three and six months ended June 30, 2026, respectively, compared to the three and six months ended June 30, 2025, respectively. The Company recorded Income tax expense of \$7.4 million and \$9.5 million for the three and six months ended June 30, 2026, respectively, and \$13.6 million and \$20.2 million for the three and six months ended June 30, 2025, respectively. Our effective tax rate was 23.3% and 26.5% for the three and six months ended June 30, 2026, respectively, and 23.9% and 25.1% for the three and six months ended June 30, 2025, respectively.

The income tax expense for the three and six months ended June 30, 2026 was impacted favorably by a higher mix of U.S. profits and tax credits recorded during the periods. Discrete tax items for the three and six months ended June 30, 2026 were \$0.5 million and \$1.8 million, respectively.

The income tax expense for the three and six months ended June 30, 2025 was impacted by higher profits in non-US jurisdictions. Additionally, tax expense of \$0.1 million and \$1.2 million related to equity-based compensation was recorded discretely for the three and six months ended June 30, 2025, respectively.

Liquidity and Capital Resources

Cash Flows (in thousands)

	Six Months Ended June 30,	
	2026	2025
Net cash provided by operating activities	\$ 91,858	\$ 30,782
Net cash used in investing activities	(15,144)	(8,983)
Net cash used in financing activities	(17,129)	(12,776)
Effect of exchange rate changes on cash and cash equivalent balances	1,733	5,606
Net change in cash and cash equivalents and restricted cash	\$ 61,318	\$ 14,629

Historically, we have financed our operations with the proceeds from operating cash flows, capital contributions and short and long-term borrowings. Our ability to generate positive cash flow from operations is dependent on the strength of our gross margins as well as our ability to quickly turn our working capital. Based on our past performance and current expectations, we believe that operating cash flows will be sufficient to meet our liquidity needs in the next 12 months and beyond.

As of June 30, 2026, our cash balance was \$307.3 million, of which \$25.8 million was held outside the United States, and our net working capital, including cash and cash equivalents, was \$486.0 million. We had \$332.9 million available to us under our \$370.0 million Revolving Credit Facility.

During the second quarter of 2026, the Company repaid in full the remaining balances in Other Debt. As a result, Other Debt was fully extinguished and no longer outstanding as of June 30, 2026.

On February 18, 2026, Array Tech, Inc., the Company's operating subsidiary, (the "Borrower") entered into an amendment to the credit agreement (as amended, the "Credit Agreement") governing the Company's senior secured credit facility (the "Fifth Amendment"), by and among the Borrower, the Company's wholly-owned subsidiary ATI Investment Sub, Inc., as guarantor ("Holdings"), Goldman Sachs Bank USA, as administrative agent and collateral agent, and the Lenders (as defined in the Fifth Amendment). The Fifth Amendment: (i) increases the revolving credit facility commitments under the Fourth Amendment from \$166 million to \$370.0 million; (ii) extends the maturity of the revolving credit facility from October 14, 2028 to February 18,

2031; (iii) removes the credit spread adjustment with respect to Term SOFR (as defined in the Credit Agreement); and (iv) expands the number of currencies under which the Borrower can request revolving credit loans and letters of credit.

Convertible Notes

On December 3, 2021 and December 9, 2021, the Company completed a \$425.0 million private offering (\$375.0 million and \$50.0 million, respectively), of 2028 Convertible Notes, resulting in net proceeds of \$413.3 million (\$364.7 million and \$48.6 million, respectively), after deducting the original issue discount of 2.75% but before deducting initial purchasers' discounts and offering expenses. The 2028 Convertible Notes were issued pursuant to an indenture, dated December 3, 2021, between the Company and U.S. Bank National Association, as trustee. The 2028 Convertible Notes are senior unsecured obligations of the Company and will mature on December 1, 2028, unless earlier converted, redeemed, or repurchased. Interest is payable semiannually in arrears at a rate of 1.00% per year on June 1 and December 1 of each year, beginning on June 1, 2022.

On June 27, 2025, the Company issued aggregate principal amount of \$345.0 million of 2031 Convertible Notes in a private placement. The Company used approximately \$78.4 million of the proceeds from the 2031 Convertible Notes to repurchase \$100.0 million aggregate principal amount of the 2028 Convertible Notes. The Company incurred \$10.4 million of initial purchasers' discounts and offering expenses, resulting in net proceeds of \$334.6 million. As of June 30, 2026, there was \$321.5 million and \$336.3 million outstanding on the 2028 Convertible Notes and 2031 Convertible Notes, respectively, net of unamortized issuance costs.

The 2028 Convertible Notes and 2031 Convertible Notes are senior unsecured obligations of the Company and will mature on December 1, 2028, and July 1, 2031, respectively, unless earlier converted redeemed or repurchased. Interest on the 2028 Convertible Notes is payable semiannually in arrears at a rate of 1.00% per year on June 1 and December 1 of each year, beginning on June 1, 2022. Interest on the 2031 Convertible Notes is payable semiannually in arrears at a rate of 2.875% per year on January 1 and July 1 of each year, beginning on January 1, 2026.

We continually monitor and review our liquidity position and funding needs. Our management believes that our ability to generate operating cash flows in the future and available borrowing capacity under our Senior Secured Credit Facility will be sufficient to meet our future liquidity needs.

Operating Activities

For the six months ended June 30, 2026, cash provided by operating activities was \$91.9 million, attributable to net income of \$26.3 million and \$47.5 million of non-cash adjustments, mainly consisting of depreciation and amortization expense, equity-based compensation, and \$18.0 million from changes in our operating assets and liabilities.

For the six months ended June 30, 2025, cash provided by operating activities was \$30.8 million attributable to net income of \$60.0 million and \$25.1 million of non-cash adjustments, mainly consisting of depreciation and amortization expense and equity-based compensation, partially offset by a net cash outflow of \$54.3 million from changes in our operating assets and liabilities.

Investing Activities

For the six months ended June 30, 2026 and 2025, net cash used in investing activities was \$15.1 million and \$9.0 million, respectively, due to the purchase of property, plant and equipment.

Financing Activities

For the six months ended June 30, 2026, cash used in financing activities was \$17.1 million. This was primarily driven by a \$51.0 million repayment of Other Debt and \$2.6 million in TRA payments issued, partially offset by \$38.3 million of proceeds from the issuance of Other Debt.

For the six months ended June 30, 2025, cash used in financing activities was \$12.8 million. This was primarily driven by a \$233.9 million repayment on our Term Loan Facility, \$78.4 million repurchase of 2028 Convertible Notes, and \$35.1 million premium paid in connection with the purchase of the 2031 Capped Calls, partially offset by an increase of \$334.6 million from net proceeds from the issuance of 2031 Convertible Notes, after deducting initial purchasers' discounts and offering expenses.

Contractual Obligations and Commitments

Information regarding our debt obligations, lease commitments and other commitments is provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2025 Annual Report. Other than as set forth below, there were no material changes in our contractual obligations and commitments as of June 30, 2026.

APA Acquisition Earnout Consideration and Deferred Consideration

As discussed in [Note 3 – Acquisition](#) in the accompanying notes to the consolidated financial statements, the APA Purchase Agreement includes provisions providing for the Earnout Consideration and the payment of the Deferred Consideration of approximately \$40.0 million. Each of the Deferred Consideration and the Earnout Consideration are described in more detail below.

Earnout Consideration

The APA Purchase Agreement includes an earnout provision pursuant to which APA Seller may be granted shares of the Company's common stock, or equivalent cash value at the Company's discretion, based upon APA's achievement of certain financial performance targets during the three-year period ending September 30, 2028. The maximum number of shares payable as Earnout Consideration is 4,686,530 shares of common stock, which was determined by dividing \$40 million by the volume weighted average price of the Company's common stock for the 10 trading days immediately following the Closing Date. The number of shares payable will be subject to reduction if the cumulative value of the Earnout Consideration earned (measured on each date such shares are issued) exceeds \$90 million. The APA Purchase Agreement provides that, to the extent the issuance of any Earnout Consideration or Deferred Consideration Shares would require stockholder approval under Nasdaq Listing Rule 5635(a), the Company will pay cash in lieu of issuing such shares, unless such stockholder approval has been obtained. The principal APA Seller continues to assume the managerial responsibilities of APA. For a discussion of the accounting of the Earnout Consideration, see "–Business Combinations" below.

Deferred Consideration

The Deferred Consideration which will be payable to APA Seller in three installments (each, a "Deferred Consideration Installment"): (i) within five business days after the first anniversary of the Closing Date, an amount equal to 50% of the Deferred Consideration; (ii) on December 31, 2026, an amount equal to (A) 50% of the Deferred Consideration multiplied by (B) the proportion of the two-year period from the Closing Date to the second anniversary of the Closing Date that has elapsed as of December 31, 2026; and (iii) within five business days after the second anniversary of the Closing Date, an amount equal to the remaining balance of the Deferred Consideration. As more fully described in the APA Purchase Agreement, the Deferred Consideration Installments are subject to reduction if certain equity holders of APA Seller cease to be

employees of the Company under certain circumstances. Each Deferred Consideration Installment will, at the Company's election, be paid; (x) in cash; (y) through the issuance of shares of Company common stock, par value \$0.001 per share, valued at the closing price on the trading day immediately preceding the applicable Deferred Consideration anniversary (if any such shares are issued, the "Deferred Consideration Shares"); or (z) by any combination of the foregoing. As the Deferred Consideration Installments are tied to future service to the Company, they are considered compensatory and not included in purchase consideration.

Series A Redeemable Perpetual Preferred Stock

On August 10, 2021, we entered into a Securities Purchase Agreement, pursuant to which we issued 400,000 shares of our Series A Redeemable Perpetual Preferred Stock (the "Series A Shares") and 9,000,000 shares of our common stock for an aggregate purchase price of approximately \$395.4 million.

On or prior to August 10, 2026, the fifth anniversary of the Closing, we may pay dividends on the Series A Shares either in: (i) cash at the then-applicable Cash Regular Dividend Rate; (ii) through accrual to the Liquidation Preference at the Accrued Regular Dividend Rate of 6.25%; or (iii) a combination thereof. Following August 10, 2026, dividends are payable only in cash. To the extent we do not declare and pay such dividends in cash following August 10, 2026, the dividends accrue to the Liquidation Preference at the then-applicable Cash Regular Dividend Rate plus 200 basis points.

For more information related to the Series A Shares, see [Note 9 – Redeemable Perpetual Preferred Stock](#), to the accompanying condensed consolidated financial statements.

Debt Obligations

For a discussion of our debt obligations see [Note 8 – Debt](#) to our condensed consolidated financial statements included in this Quarterly Report.

Surety Bonds

We are required to provide surety bonds to various parties as required for certain transactions initiated during the ordinary course of business to guarantee our performance in accordance with contractual or legal obligations. As of June 30, 2026, we posted surety bonds in the total amount of approximately \$238.7 million. These off-balance sheet arrangements do not adversely impact our liquidity or capital resources.

Critical Accounting Policies and Significant Management Estimates

In preparing our condensed consolidated financial statements in conformity with U.S. GAAP, we make estimates and assumptions that affect the amounts of reported assets, liabilities, revenues, and expenses, as well as the disclosure of contingent liabilities. Some of our accounting policies require the application of significant judgment in the selection of the appropriate assumptions for making these estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. We base our judgments and estimates on our historical experience, our forecasts, and other available information as appropriate. We believe the judgments and estimates involved in accrued solar module collection and recycling, product warranties, and government grants have the greatest potential impact on our condensed consolidated financial statements. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between our estimates and the actual results, our future results of operations will be affected. For a description of the accounting policies that require the most significant

judgment and estimates in the preparation of our condensed consolidated financial statements, refer to our 2025 Annual Report.

Business Combinations

We completed the APA Acquisition in 2025 for initial cash consideration of \$166.1 million, plus up to approximately \$19.3 million in earnout consideration and approximately \$40.0 million in deferred purchase price consideration. In accordance with Accounting Standards Codification (“ASC”) Topic 805 *Business Combinations*, total consideration was first allocated to the fair value of assets acquired and liabilities assumed, with the excess being recorded as Goodwill. We use our best estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. Intangible assets have been recognized apart from goodwill whenever an acquired intangible asset arises from contractual or other legal rights, or whenever it is capable of being separated or divided from the acquired entity. Determining these fair values required us to make significant estimates and assumptions, particularly with respect to acquired intangible assets. The determination of fair value required considerable judgment and was sensitive to changes in underlying assumptions, estimates and market factors. The preliminary fair value of the identifiable intangible assets has been estimated using the Multi-Period Excess Earnings Method (Customer relationships and Backlog), Relief from Royalty Method (Trade name), and Replacement Cost Method (Developed technology and Computer software and other). The significant fair value inputs used to estimate the fair value of the identifiable intangible assets include a discount rate and revenue and expense projections.

Earnout Consideration

As discussed, the APA Purchase Agreement includes a provision for the Earnout Consideration. The Earnout Consideration is accounted for as contingent consideration, and the fair value is estimated each reporting period. As of June 30, 2026, the Earnout Consideration was estimated to have a fair value of \$18.4 million using a Monte-Carlo simulation method. Changes in fair value of the contingent liability are recognized in Changes in fair value of contingent consideration in the accompanying consolidated statements of operations. Estimating the amount of payments that may be made under the Earnout Consideration is by nature imprecise. The significant fair value inputs used to estimate the future expected Earnout Consideration payments to APA Seller include a discount rate, earnings forecasts, and actual and estimated future volatility in the Company's stock price.

Adoption of New and Recently Issued Accounting Pronouncements

Refer to [Note 2 – Summary of Significant Accounting Policies](#) to our condensed consolidated financial statements for a discussion of adoption of new and recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in steel and aluminum prices and customer concentrations. We do not hold or issue financial instruments for trading purposes.

There have been no material changes to the information previously provided under Item 7A of our 2025 Annual Report.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms and (2) accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2026. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable assurance level to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

We also carried out an evaluation, under the supervision and with participation of management, including our principal executive officer and principal financial officer, of our “internal control over financial reporting” to determine whether any changes in our internal control over financial reporting occurred during the three months ended June 30, 2026 that materially affected or were reasonably likely to materially affect our internal control over financial reporting. Based on that evaluation, there were no such changes in our internal control over financial reporting that occurred during the three months ended June 30, 2026.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

From time to time we may be involved in claims arising in the ordinary course of business. To our knowledge, other than the cases described below, no material legal proceedings, governmental actions, investigations or claims are currently pending against us or involve us that, in the opinion of our management, could reasonably be expected to have a material adverse effect on our business and financial condition. The Company believes the claims alleged in the actions discussed below are without merit and intends to continue to vigorously defend its position in these matters.

The Company, in the normal course of business, is subject to claims and litigation. The Company reviews the status of each matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, the Company would accrue a liability for the estimated loss.

Derivative Complaints

Southern District of New York

On July 16, 2021, a verified derivative complaint was filed in the U.S. District Court for the Southern District of New York (the “District Court”) against certain officers and directors of the Company. The complaint alleged: (i) violations of Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) for misleading proxy statements; (ii) breach of fiduciary duty; (iii) unjust enrichment; (iv) abuse of control; (v) gross mismanagement; (vi) corporate waste; (vii) aiding and abetting breach of fiduciary duty; and (viii) contribution under Sections 10(b) and 21D of the Exchange Act.

On July 30, 2021, a second verified derivative complaint was filed in the Southern District of New York against certain officers and directors of the Company. The complaint alleged: (i) violations of Section 14(a) of the Exchange Act for causing the issuance of a false/misleading proxy statement; (ii) breach of fiduciary duty; and (iii) aiding and abetting breaches of fiduciary duty.

On August 24, 2021, the Southern District of New York derivative actions were consolidated, the court appointed co-lead counsel, and the consolidated case was stayed pending the resolution of a related putative federal securities class action that was previously filed in the District Court against the Company and certain officers and directors (the “Plymouth Action”). On March 24, 2026, the Second Circuit Court of Appeals affirmed the dismissal of the Plymouth Action with prejudice. On April 28, 2026, the District Court entered a stipulation and order submitted by the parties voluntarily dismissing the consolidated New York derivative action without prejudice in light of the Second Circuit’s affirmance of the Plymouth Action’s dismissal.

Delaware Court of Chancery

On August 3, 2022, a verified derivative complaint was filed in the Court of Chancery of the State of Delaware against certain officers and directors of the Company, asserting claims for: (i) breach of fiduciary duty; and (ii) unjust enrichment. The derivative plaintiff in this action sought: an award of compensatory damages in favor of the Company; restitution from the defendants and disgorgement of profits, benefits, and other compensation obtained by the defendants; an order directing the Company to reform its corporate governance and internal procedures; equitable or injunctive relief as permitted by law and equity; and the costs and disbursements of the action, including attorneys’ fees.

On August 11, 2022, a second verified derivative complaint was filed with the Court of Chancery against certain officers and directors of the Company, asserting claims for: (i) breach of fiduciary duty; (ii) aiding and abetting breaches of fiduciary duty; (iii) waste of corporate assets; (iv) unjust enrichment; (v) insider selling; and (vi) aiding and abetting insider selling. The derivative plaintiff in this action sought: declaratory relief; an award of compensatory damages in favor of the Company; disgorgement of profits obtained from certain sales of Company stock by certain of the defendants; establishment of a constructive trust over certain amounts obtained by certain of the defendants; and the costs and disbursements of the action, including attorneys’ fees.

On September 2, 2022, the Delaware Court of Chancery derivative actions were consolidated, the court appointed co-lead counsel, and the consolidated case was stayed pending the resolution of the Plymouth Action. On May 12, 2026, the Court of Chancery of the State of Delaware granted the derivative plaintiff’s request for voluntary dismissal of the Delaware derivative action without prejudice in light of the Second Circuit’s affirmance of the Plymouth Action’s dismissal.

Sterling and Wilson Solar Solutions, Inc. (“SWSS”) vs. Array Technologies, Inc.

On September 16, 2025, SWSS served an arbitration demand on the Company asserting contractual and negligence claims purportedly arising out of the Company’s provision of goods for use in a solar project in

Bickleton, Washington. The Company filed its Answer on October 30, 2025, and asserted defenses, including that (i) SWSS's claims are barred by applicable contractual limitations provisions and statutes of limitations, and (ii) are otherwise unsupported. In February 2026, SWSS filed a statement of claims and damages, specifying that it is seeking contractual damages from the Company, and further adding a claim seeking indemnification by the Company for any damages incurred by SWSS relating to counterclaims brought against SWSS in another litigation concerning the same solar project. The Company is not a party to that litigation. The amount of potential damages to SWSS, if any, is unknown because the Company understands the underlying litigation to be in its early and preliminary stages. On March 5, 2026, the Company sought leave to file a dispositive motion concerning all of SWSS' claims. On March 24, 2026, that request was denied, but the arbitration panel noted that it would consider additional requests at a later date. On April 29, 2026, the parties jointly requested that the panel stay the arbitration pending the resolution of the underlying New York litigation. On May 12, 2026, the arbitration panel entered an order staying the matter until resolution of the underlying New York case. The Company is vigorously defending the arbitration.

Item 1A. Risk Factors

Except to the extent additional factual information disclosed elsewhere in this Quarterly Report relates to such risk factors (including, without limitation, the matters discussed in [Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations"](#)), there were no material changes to the risk factors disclosed in Part I, Item 1A, in our [2025 Annual Report](#).

The AWM Transaction is subject to the receipt of regulatory clearance as well as the satisfaction of other closing conditions, some or all of which may not be satisfied or completed within the expected timeframe, if at all.

On July 16, 2026, the Company and the AWM Buyer entered into the AWM Purchase Agreement with AWM, DS Equity Holdings LLC, a Delaware limited liability company, Scott R. Rand and Daniel R. Smith, pursuant to which the AWM Transaction would be completed. Completion of the AWM Transaction is subject to a number of closing conditions, including the expiration or termination of the waiting periods (and any extensions thereof) applicable to the consummation of the AWM Transaction under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations promulgated thereunder, and other customary conditions for a transaction of this type. We can provide no assurance that all required consents and approvals will be obtained or that all closing conditions will otherwise be satisfied (or waived, if applicable), and, even if all required consents and approvals can be obtained and all closing conditions are satisfied (or waived, if applicable), we can provide no assurance as to the terms, conditions and timing of such consents and approvals or the timing of the completion of the AWM Transaction. Some of the conditions to completion of the AWM Transaction are not within our control, and we cannot predict when or if these conditions will be satisfied (or waived, if applicable). In addition, certain regulatory agencies from which the approvals and clearances will be sought have broad discretion in administering the governing regulations. As a condition to their clearance of the AWM Transaction, agencies may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of the parties' business. These requirements, limitations, costs, divestitures or restrictions could jeopardize or delay the consummation of the AWM Transaction. Any adverse consequence of the pending AWM Transaction could be exacerbated by any delays in completion of the AWM Transaction or termination of the AWM Purchase Agreement.

Each party's obligation to consummate the AWM Transaction is also subject to the accuracy of the representations and warranties of the other party (subject to customary materiality qualifications) and compliance in all material respects with the covenants and agreements contained in the AWM Purchase Agreement as of the closing of the AWM Transaction.

We may be unable to successfully integrate AWM's business into our business or achieve the anticipated benefits or synergies of the AWM Transaction, if completed.

Our ability to achieve the anticipated benefits or synergies of the AWM Transaction, if completed, will depend in part upon whether we can integrate AWM's business into our existing business in an efficient and effective manner. We may not be able to accomplish this integration process successfully. The successful integration of AWM's business requires an assessment and implementation of several factors, including:

- the ability to successfully combine our respective businesses in a manner that permits us to achieve the cost savings, synergies and other anticipated benefits from the AWM Transaction;
- integrating complex systems, operating procedures, compliance programs, technology, networks and other assets while carrying on our ongoing business in a manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies; and
- managing the expanded operations of a larger and more complex company.

In addition, any potential unknown liabilities, liabilities that are significantly larger than we currently anticipate, and unforeseen increased expenses or delays associated with AWM, including cash costs of integration, may exceed what we currently anticipate. Any one of these factors could result in increased costs, decreases in the amount of anticipated benefits and diversion of management's attention, which could materially impact our business, financial condition and results of operations. In addition, even following successful integration, the anticipated benefits or synergies of AWM may not be realized fully, or at all, or may take longer to realize than expected.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

10b5-1 Trading Plans

From time to time, our directors and executive officers may adopt plans for the purchase or sale of our securities. Such plans may be designed to satisfy the affirmative defense conditions of Rule 10b5-1 under the Exchange Act or may constitute non-Rule 10b5-1 trading arrangements (as defined in Item 408(c) of Regulation S-K).

During the three months ended June 30, 2026, no director or executive officer adopted, amended or terminated any such plan or trading arrangement.

Item 6. Exhibits

Number	Description of Document	Incorporation by Reference		
		Form	Filing Date	Exhibit
2.1+	Equity Purchase Agreement, dated July 16, 2026, by and among STINorland USA, Inc., Array Technologies, Inc., Affordable Wire Management, LLC, and DS Equity Holdings LLC	8-K	7/16/2026	2.1
3.1	Amended and Restated Certificate of Incorporation of Array Technologies, Inc., dated October 19, 2020	8-K	10/19/2020	3.1
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Array Technologies, Inc., dated June 15, 2026	S-8	6/18/2026	4.2
3.3	Amended and Restated Bylaws of Array Technologies, Inc., dated October 19, 2020	8-K	10/19/2020	3.2
3.4	Certificate of Designations of Series A Perpetual Preferred Stock	8-K	8/11/2021	3.1
31.1*	Certification of the Chief Executive Officer, as required by Section 302 of the Sarbanes- Oxley Act of 2002 (18 U.S.C. 1350)			
31.2*	Certification of the Chief Financial Officer, as required by Section 302 of the Sarbanes- Oxley Act of 2002 (18 U.S.C. 1350)			
32.1**	Certification of the Chief Executive Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)			
32.2**	Certification of the Chief Financial Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)			
101.INS	XBRL Instance Document – the instance document does not appear in the Interactive Data file because its XBRL tags are embedded within the Inline XBRL document			
101.SCH	XBRL Taxonomy Extension Schema Document			
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document			
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document			
101.LAB	XBRL Taxonomy Extension Presentation Linkbase Document			
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document			
104	Cover Page Interactive Data Files			

+ Certain exhibits and schedules have been omitted pursuant to Regulation S-K Item 601(a)(5) and will be furnished on a supplemental basis to the Securities and Exchange Commission upon request.

* Filed herewith

** This certification is being furnished solely to accompany this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

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

Array Technologies, Inc.

By: /s/ Kevin G. Hostetler
Kevin G. Hostetler
Chief Executive Officer

Date: August 5, 2026

By: /s/ H. Keith Jennings
H. Keith Jennings
Chief Financial Officer

Date: August 5, 2026

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER PURSUANT TO
RULE 13a-14(a) AND 15d-14(a) UNDER THE EXCHANGE ACT**

I, Kevin G. Hostetler, certify that:

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

/s/ Kevin G. Hostetler

Kevin G. Hostetler
Chief Executive Officer

Date: August 5, 2026

**CERTIFICATION BY CHIEF FINANCIAL OFFICER PURSUANT TO
RULE 13a-14(a) AND 15d-14(a) UNDER THE EXCHANGE ACT**

I, H. Keith Jennings, certify that:

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

/s/ H. Keith Jennings

H. Keith Jennings
Chief Financial Officer

Date: August 5, 2026

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

In connection with this Quarterly Report of Array Technologies, Inc. (the "Company") filed on Form 10-Q for the quarter ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin G. Hostetler, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

/s/ Kevin G. Hostetler

Kevin G. Hostetler
Chief Executive Officer

Date: August 5, 2026

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

In connection with this Quarterly Report of Array Technologies, Inc. (the “Company”) filed on Form 10-Q for the quarter ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, H. Keith Jennings, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

/s/ H. Keith Jennings

H. Keith Jennings
Chief Financial Officer

Date: August 5, 2026