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

FORM 10-K

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

For the fiscal year ended January 3, 2026

OR

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

For the transition period from _____ to _____

Commission file number: 1-14225

HNI Corporation

Iowa (State or other jurisdiction of incorporation or organization)	(Exact name of registrant as specified in its charter)	42-0617510 (I.R.S. Employer Identification No.)

600 East Second Street
P. O. Box 1109
Muscatine , Iowa 52761-0071
(Address of principal executive offices) (Zip Code)

(563 272-7400)
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	HNI	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None.

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

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

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

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

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

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

☒

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

☐

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

☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 28, 2025 (the last business day of the registrant's most recently completed second fiscal quarter) was $1,653,610,031 based on the New York Stock Exchange closing price for such shares on that date, assuming for purposes of this calculation that all 10 percent stockholders and all directors and executive officers of the registrant are affiliates.

The number of shares outstanding of the registrant's common stock, as of February 6, 2026, was 71,270,999.

Documents Incorporated by Reference

Certain information required by Items 10, 11, 12, 13, and 14 of Part III of this report is incorporated by reference to the registrant's definitive proxy statement to be distributed in connection with its Annual Meeting of Shareholders to be held on May 20, 2026, which will be filed on Schedule 14A with the Securities and Exchange Commission within 120 days after January 3, 2026.

HNI Corporation and Subsidiaries
Annual Report on Form 10-K

Table of Contents

PART I

		Page
Item 1.	Business	4
Item 1A.	Risk Factors	11
Item 1B.	Unresolved Staff Comments	21
Item 1C.	Cybersecurity	21
Item 2.	Properties	22
Item 3.	Legal Proceedings	23
Item 4.	Mine Safety Disclosures	23
	Table I - Information about our Executive Officers	24

PART II

Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	25
Item 6.	[Reserved]	25
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	26
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	34
Item 8.	Financial Statements and Supplementary Data	35
Item 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	35
Item 9A.	Controls and Procedures	35
Item 9B.	Other Information	36
Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	36

PART III

Item 10.	Directors, Executive Officers and Corporate Governance	37
Item 11.	Executive Compensation	37
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	37
Item 13.	Certain Relationships and Related Transactions, and Director Independence	37
Item 14.	Principal Accountant Fees and Services	37

PART IV

Item 15.	Exhibits and Financial Statement Schedules	38
Item 16.	Form 10-K Summary	40
Signatures		41
Management Report on Internal Control Over Financial Reporting		43
Report of Independent Registered Public Accounting Firm		44
Financial Statements		47
Notes to Consolidated Financial Statements		52

References in this report to the "Corporation," "HNI," "we," "us," and "our" are to HNI Corporation individually and together with its consolidated subsidiaries.

The Corporation follows a 52/53-week fiscal year, which ends on the Saturday nearest December 31. Fiscal year 2025 ended on January 3, 2026, fiscal year 2024 ended on December 28, 2024, and fiscal year 2023 ended on December 30, 2023.

PART I

Item 1. Business

General

HNI Corporation has been improving where people live, work, and gather for more than 80 years. HNI is a manufacturer of workplace furnishings and residential building products. Within workplace furnishings, the Corporation is the thought leader in commercial furnishings and the preeminent global designer, innovator, and provider of workplace solutions going to market under unique brands serving multiple channels and customers from the largest multinational companies to small local businesses. Within residential building products, the Corporation is the nation's leading manufacturer and marketer of hearth products. The Corporation utilizes a multi-faceted go-to-market model to deliver value to customers via various brands and selling models. HNI is focused on growing its existing businesses while seeking out and developing new opportunities for expansion.

On December 10, 2025 the Corporation acquired by merger Steelcase Inc. ("Steelcase"), a global design and furniture company headquartered in Grand Rapids, Michigan, for total consideration of cash and HNI common stock valued at $1.9 billion. The highly complementary geographic footprints and dealer networks of HNI and Steelcase bolster the combined company's ability to serve more customers across diverse industry segments. The Corporation has included the financial results of Steelcase in the Consolidated Financial Statements starting as of the date of acquisition. References to "legacy" HNI businesses in this report exclude the acquisition of Steelcase and its impact on the Corporation's businesses.

The Corporation's two reportable segments are Workplace Furnishings and Residential Building Products.

The various Workplace Furnishings businesses sell similar products that include panel-based and freestanding furniture systems, seating, benching, tables, architectural products, storage, ancillary products, hospitality products and social collaborative items. These products are sold primarily through a system of independent dealers, company-owned dealers, and office product distributors, but also directly to end-user customers and federal, state, and local governments.

The Residential Building Products businesses manufacture and sell a full array of gas, wood, electric, and pellet-fueled fireplaces, inserts, stoves, facings, outdoor fire pits and fire tables, and accessories. These products are sold through a national system of independent dealers and distributors, as well as Corporation-owned installing distribution and retail outlets.

In fiscal 2025, including Steelcase's financial results from the acquisition date, the Corporation had net sales of $2.8 billion, of which $2.2 billion or 76 percent was attributable to workplace furnishings sales and $0.7 billion or 24 percent was attributable to residential building products sales.

Incorporated in 1944, HNI maintains its corporate headquarters in Muscatine, Iowa. It is organized into operating units with offices, manufacturing plants, distribution centers, and sales showrooms primarily in North America, Asia and Europe. See "Item 2. Properties" for additional related discussion.

For further information with respect to acquisitions, divestitures, operating segment information, and the Corporation’s operations in general, refer to "Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations" in Part II of this report and the following sections in the Notes to Consolidated Financial Statements: "Note 1. Nature of Operations," "Note 4. Acquisitions and Divestitures," and "Note 15. Reportable Segment Information."

Markets

The Corporation competes in the workplace furnishings and residential building products markets principally by providing compelling solutions to customers. A multi-branded approach allows the Corporation to deliver a broad array of products and services to a large cross-section of customers. The Corporation provides value products designed to be among the best in their price range for product quality and performance, along with superior customer service and short lead-times. The Corporation also drives research-based insights into products, applications and experiences that help organizations around the world amplify the

performance of their people, teams and enterprises. A focus on delivering innovative solutions and exceeding customer expectations is a competitive advantage and a reflection of the Corporation's ongoing investment in its brands, research and development efforts, efficient manufacturing operations, and extensive distribution network.

Workplace Furnishings

The workplace furnishings market, in which the Corporation is the market leader, consists of two primary channels — the contract channel and the small and medium-sized business ("SMB") channel. End-users across both channels represent a mix of commercial, health care, government, and education customers. While the Corporation primarily competes in the United States, it also distributes products to other countries in regions throughout the globe including North America, Europe, the Middle East, Africa and Asia Pacific.

The contract channel has traditionally been characterized by sales of office furniture and services to large corporations and organizations, primarily for new office facilities, relocations, and office redesigns. Sales made through the contract channel are frequently customized to meet specific client and architect and designer preferences. End users generally purchase through independent office furniture dealers who prepare a custom-designed office layout emphasizing image and design. The selling process is complex, lengthy, and generally attracts several manufacturers competing for the same projects.

The SMB channel primarily represents smaller orders of office furniture that are less likely to involve an architect or designer. Sales in this channel are driven on the basis of price, product quality, selection, and the speed and reliability of delivery. Independent dealer and national office product distributors are the primary distribution channels in this market.

The workplace furnishings industry is characterized by intense competition, with a significant number of competitors offering similar products. The Corporation competes with large workplace furnishings manufacturers, which cover a substantial portion of the North America market share in the workplace furnishings market. These competitors include manufacturers such as MillerKnoll, Inc., Haworth, Inc., The Global Group, Krueger International, Inc., and Teknion Corporation, as well as global importers. The Corporation faces significant price competition from its competitors and may encounter competition from new market entrants.

Residential Building Products

The Corporation also competes in the residential building products industry, where it is the North American market leader in hearth products. Hearth products are typically purchased by builders during the construction of new homes and homeowners during the renovation of existing homes. Both types of purchases exhibit seasonal trends with remodel and retrofit activity being particularly concentrated in the September to December period. Distribution is primarily effected through independent and company-owned installing distributors and retail outlets.

The highly competitive hearth products market features products manufactured by a number of national and regional competitors. The Corporation competes against a broad range of manufacturers, including Travis Industries, Inc., Innovative Hearth Products, Wolf Steel Ltd. (Napoleon), and FPI Fireplace Products International Ltd. (Regency).

Strategy

The Corporation's strategy is to build on its position as the leading manufacturer of workplace furnishings and residential building products in its markets.

The foundation of the Corporation's strategy continues to be its distinct member culture, which has enabled HNI to attract, develop, retain, and motivate skilled, experienced, and efficient members who are its employees, and which drives a unique level of commitment to the Corporation's success. The Corporation aims to leverage this culture to enable profitable growth by focusing members' efforts on the following three pillars:

- Customer-First Mindset (focus on the customer) – The journeys customers take buying and using workplace furnishings and residential building products continue to rapidly evolve — presenting new opportunities to better serve them. The key to capitalizing on these changes is a deep understanding of customers and thought leadership about the evolving role of the office. To that end, the Corporation continues to broaden its involvement in and understanding of the entire customer journey, by investing in artificial intelligence ("AI"), data analytics, digital assets, branding, eCommerce capabilities, and market coverage. This customer-first mindset allows the Corporation to identify and take advantage of new and developing market dynamics.

- Effortless Winning Experiences (simplify the buying process) – Customers continue to raise their expectations and demand more effortless experiences. Buying office furniture and hearth products can be complicated and time-consuming. The Corporation's deep understanding of the customer buying journey incorporates AI, other technology and digital assets to help customers navigate the buying process more quickly and with reduced effort. The Corporation has scale, price point breadth, product depth, and resources to lead this change.

- Own Operational Excellence (leverage lean heritage) – All HNI members embrace the principles of lean manufacturing. Members utilize Rapid Continuous Improvement (RCI), which scrutinizes every facet of the business to identify areas of waste, and then refines and streamlines. RCI can be seen in action throughout the Corporation's value chain from the manufacturing floor to the administrative offices to customer interactions, as members always look to find a better, more efficient, and more environmentally-friendly approach. This focus on RCI benefits stakeholders as the Corporation consistently seeks to deliver productivity and cost savings that allow it to grow earnings and invest in the future.

Management believes that the skillful execution of these strategic initiatives will position the Corporation for continued success by supporting strong organic sales growth, margin expansion, improved returns, and strong free cash flow.

Sales

Workplace Furnishings

The Corporation designs, manufactures, and markets a broad range of workplace furnishings. The Corporation offers a complete line of panel-based and freestanding office furniture systems, seating, benching, tables, architectural products, storage, ancillary products, hospitality products, and social collaborative items to meet the needs of a wide spectrum of organizations. Through its broad product offerings the Corporation is able to service business furniture needs in virtually any setting, including private office, open plan, conference rooms, training areas, cafes, lounges, collaborative spaces, health care, and hospitality spaces, among many others. The Corporation is well placed to serve the largest multinational customers to the smallest local business. The Corporation possesses significant expertise and vertical manufacturing capabilities that afford it the flexibility to innovate, design, and manufacture new products in-house to meet changing market needs.

To meet the demands of various markets, the Corporation's products are sold primarily under the following widely recognized brands:

Allsteel®
AMQ®
Beyond®
Coalesse®
D'style®
David Edward®
Designtex®
Etc.®
Gunlocke®
HALCON™
HBF®
HBF Textiles®
HON®
Interwoven®
Kimball®
Kimball®Hospitality
National®
Orangebox®
Smith System®
Steelcase®
Viccarbe®

The Corporation sells its products through various distribution channels, including the following:

- Independent and company-owned office products dealers that specialize in the sale of office furniture and/or office products to commercial, government, education, and health care entities.
- Office product distributors that sell furniture and office supplies through a national network of dealerships and sales offices, as well as through online and retail office products stores.
- Direct sales of products to federal, state, and local government offices, or in certain circumstances a lead selling relationship with an end-user.

The Corporation's workplace furnishings sales force consists of sales managers and salespeople who collectively provide broad sales coverage. Sales managers and salespeople are compensated by a combination of salary and variable performance compensation.

The Corporation maintains marketing partnerships with a number of companies, including Arper, Audo North America, Carl Hansen & Son, Corral, EMU, Extremis, FLOS, the Frank Lloyd Wright Foundation, Grado, Kartell, Kwickscreen, Logitech, m.a.d., Mattiazzi, Microsoft, Moduform Inc, Moooi, Moooi Carpets, Normann Copenhagen, Segis, SnowSound, Spaceti, Tom Dixon, Unika Vaev, Vanerum, VergeSense, Wendelbo, West Elm, Zilenzio, and Zoom. These partnerships are intended to promote the marketing of additional products and services to the Corporation's dealers and customers that are complementary to the Corporation's products and services and to leverage the Corporation's scale. These partnerships take several forms, the most common of which involves purchasing and reselling the partner's products to the Corporation's dealers and customers. Under other arrangements, the Corporation markets the partner's products to its own dealers and customers and receives a fee from the partner. The Corporation may also transport and deliver these products to its own dealers and customers for a fee. In addition, the Corporation also maintains marketing partnerships through which it co-develops products with its partner that the Corporation manufactures or sources from third parties or through which the Corporation and the partner agree to co-market the Corporation's products and services to customers. Most of the Corporation's marketing partnerships are on a regional basis.

Residential Building Products

The Corporation's residential building products businesses include the Hearth & Home Technologies LLC ("Hearth & Home") operating unit. Hearth & Home is North America's largest manufacturer and marketer of prefabricated fireplaces, hearth stoves, and related products. These products are primarily for the home and are sold under the following widely recognized brands:

- Forge & Flame™
- Harman®
- Heat & Glo®
- Heatilator®
- Majestic®
- Monessen®
- PelPro®
- Quadra-Fire®
- SimpliFire®
- Stellar™
- The Outdoor GreatRoom Company®
- Vermont Castings®

The Corporation's line of hearth products includes a full array of gas, wood, electric, and pellet-fueled fireplaces, inserts, stoves, facings, outdoor fire pits and fire tables, and accessories. Heat & Glo®, Heatilator®, Majestic®, Monessen®, SimpliFire® and Stellar™ are brand leaders in the home fireplace market, consisting of gas, wood, and electric fireplaces. The Corporation is a leader in "direct vent" fireplaces, which replaces the chimney-venting system used in traditional fireplaces with a less expensive vent through the roof or an outer wall. In addition, the Corporation is a market leader in wood and pellet-burning stoves with its Forge & Flame™, Harman®, ®PelPro®, Quadra-Fire®, and Vermont Castings® product lines, which provide home heating solutions using renewable fuels.

Hearth & Home sells its products through independent dealers, distributors, and Corporation-owned installing distribution and retail outlets. The distribution and retail brand of this operating unit is Fireside Hearth & Home. The business has a field sales organization of sales managers, salespeople, and independent manufacturers' representatives.

Largest Customers

In fiscal 2025, the Corporation's five largest customers accounted for approximately 13 percent of its consolidated net sales. No single customer or group of related customers accounted for 10 percent or more of the Corporation's consolidated net sales in fiscal 2025, and management does not consider the Corporation's operations or financial performance to be materially dependent on any individual customer. The substantial purchasing power exercised by large customers may adversely affect the prices at which the Corporation can offer its products.

Joint Ventures and Other Equity Investments

The Corporation may occasionally enter into joint ventures and other equity investments to expand or maintain its geographic presence, support its distribution network, or invest in new business ventures, complementary products or services. The Corporation's share of the earnings from these joint ventures is recorded in "Other non-operating income, net" in the Consolidated Statements of Comprehensive Income. See "Note 19. Investments in Unconsolidated Affiliates" in the Notes to the Consolidated Financial Statements for additional information.

Resources

Manufacturing

As of January 3, 2026, the Corporation has manufacturing and distribution operations throughout North America (in the United States and Mexico), Europe (in the Czech Republic, France, Germany, Spain and the United Kingdom) and in Asia (in China, India and Malaysia).

The Corporation purchases raw materials, components, and finished goods from a variety of suppliers, most of which are generally available from multiple sources. Major raw materials and components include steel, aluminum, zinc, lumber, veneer, particleboard, textiles, paint, hardware, glass, plastic products, packaging, foam, and fiberglass.

Since its inception, the Corporation has focused on making its manufacturing facilities and processes more flexible while reducing cost, eliminating waste, and improving product quality. The Corporation applies the principles of RCI and a lean manufacturing philosophy to leverage the creativity of its members to reduce or eliminate costs. The application of RCI has increased productivity by reducing set-up, processing times, square footage, inventory levels, product costs, and delivery times, while improving quality and enhancing member safety. The Corporation’s RCI process involves members, customers, and suppliers. Manufacturing also plays a key role in the Corporation’s concurrent research and development process to design new products for ease of manufacturability.

Research and Development

The Corporation’s research and development efforts are primarily focused on developing relevant and differentiated end-user solutions emphasizing quality, aesthetics, style, sustainable design, and reduced manufacturing costs. The Corporation seeks to accomplish these objectives through improving existing products, extending product lines, applying ergonomic research, improving manufacturing processes, and leveraging alternative materials.

The Corporation's research has helped it develop social, spatial and informational insights into work effectiveness. The Corporation maintains collaborative relationships with external world-class innovators to expand and deepen its understanding of how people work. Understanding patterns of work enables the Corporation to identify and anticipate user needs globally. The Corporation's design teams explore and develop prototypical solutions to address these needs.

The Corporation's marketing team evaluates product concepts using several criteria, including financial return metrics, and chooses which products will be developed and launched. Designers then work closely with engineers and suppliers to co-develop products and processes that incorporate innovative user features with efficient manufacturing practices. Products are tested for performance, quality and compliance with applicable local standards and regulations.

The Corporation conducts its research and development efforts at both the corporate and operating unit levels. See "Note 2. Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements for amounts that the Corporation has invested in research and development.

Intellectual Property

The Corporation holds a significant number of patents in various countries related to its business operations. The Corporation applies for patent protection when it believes the expense of doing so is justified and the duration of its registered patents is adequate to protect these rights. While the acquisition of patents reflects the Corporation's position in the market as an innovation leader, the Corporation believes that no individual patent or group of related patents is material to the Corporation’s business as a whole. The Corporation also occasionally enters into license agreements to pay royalties to third parties for the use of patents on products, designs or process technology, none of which are considered material to its business.

The Corporation also holds a number of trademarks that are important to its identity and recognition in the marketplace and applies for trademark protection when it believes the expense of doing so is justified. The Corporation actively protects trademarks it believes have significant value. The Corporation believes that the AMQ®, Allsteel®, Coalesse®, Designtex®, Forge & Flame™, HALCON™, Heat & Glo®, Heatilator®, HON®, Kimball®, National®, Orangebox®, Smith System®, and Steelcase® trademarks are material to its business and that, other than with respect to those trademarks, neither the loss of any individual trademark or group of related trademarks would materially adversely affect the Corporation’s business as a whole.

Environmental Regulation and Sustainability

The Corporation is subject to a variety of federal, state, local, and foreign environmental regulations, which it refers to as environmental laws, relating to the protection of the environment, including those governing the use of materials and substances in products, the management of wastes, the emission of pollutants from its operations, and the remediation of contamination associated with past releases of hazardous substances. The Corporation maintains a team of environmental, health, and safety professionals responsible for monitoring compliance with applicable regulations and managing environmental risks across its operations. These professionals work in coordination with facility leadership, legal counsel, and external advisors to support compliance activities, assess risk, and address environmental matters as they arise. The Corporation's environmental objective is to reduce and, when practicable, eliminate the human and ecosystem impacts of materials and manufacturing processes.

Compliance with existing environmental laws has not had a material effect on the capital expenditures, earnings, or competitive position of the Corporation to date and is not expected to have a material effect in the near future. However, there is no assurance that environmental regulations will not change in future periods or that the Corporation will not incur material additional costs to comply with such regulations.

Under certain environmental laws, the Corporation could be held liable, without regard to fault, for remediation costs associated with environmental contamination related to its current or historical operations. The Corporation could also be subject to third-party property damage or personal injury claims or enforcement actions relating to alleged violations of environmental laws. The Corporation is a party to, or otherwise involved in, proceedings relating to several contaminated properties being investigated and remediated under environmental laws, including as a potentially responsible party in several Superfund site cleanups. Based on the Corporation's information regarding the nature and volume of wastes allegedly disposed of or released at these properties, the total estimated cleanup costs and other financially viable potentially responsible parties, the Corporation does not believe the costs to it associated with these properties will be material, either individually or in the aggregate. The Corporation has established environmental reserves that it believes are adequate to cover its estimated remediation obligations based on information currently available. Actual costs may differ from these estimates due to factors including changes in regulatory requirements or cleanup standards, discovery of additional contamination, the financial viability of other potentially responsible parties, or other unforeseen circumstances.

Beyond compliance with applicable laws and regulations, the Corporation considers environmental and sustainability-related factors in managing its operations and business processes as part of its overall approach to risk management and governance. For additional information regarding the Corporation's voluntary sustainability initiatives, see the Corporate Responsibility report available on its website.

Government Regulation

As a federal and state contractor, the Corporation is subject to extensive and complex government regulations, compliance requirements, and oversight. These regulations include, but are not limited to, the Federal Acquisition Regulation (FAR), Defense Federal Acquisition Regulation Supplement (DFARS), cost accounting standards, cybersecurity requirements such as those mandated by the Cybersecurity Maturity Model Certification (CMMC), and state-specific regulations. The Corporation maintains a team of contract compliance and procurement professionals responsible for developing controls and monitoring compliance with applicable regulations across the Company's operations. These professionals work in coordination with brand leadership, legal counsel, and external advisors to support compliance activities and address procurement matters as they arise.

Compliance with existing procurement laws has not had a material effect on the capital expenditures, earnings, or competitive position of the Corporation to date and is not expected to have a material effect in the near future. However, non-compliance with these regulatory requirements could result in significant consequences, including contract termination, suspension or debarment from future contracts, penalties, fines, or claims for damages and repayment. Additionally, changes in government regulations, policies, or priorities could adversely affect the timing, value, and scope of our federal contracts. Due to the constantly evolving regulatory environment and the potential for heightened government oversight in the public contracting arena, the Company's business, financial condition, and results of operations could be materially and adversely affected.

Human Capital

As of January 3, 2026, the Corporation employed approximately 19,500 persons, including approximately 1,000 temporary personnel. Approximately 2,500 of the Corporation's employees are covered by collective bargaining agreements, unions, or workers' councils, representing approximately 12% of the total workforce, including 30 in the United States.

The Corporation's goal is for every member to always feel included and heard. The Corporation believes in:

- Unique perspectives. Diverse backgrounds bring unique perspectives, helping to drive innovation and growth.
- Fair and inclusive treatment. The Corporation seeks to treat all members with fairness and respect, ensuring all voices are heard, and allowing everyone to make meaningful contributions.
- Transparent communication. Members at every level have frequent opportunities to raise and address concerns with company leaders and attend meetings to learn and ask questions about the business.

For further information regarding its member culture, initiatives, and goals, see the Corporation's Corporate Social Responsibility report available on its website.

Member Development

All members have the opportunity to achieve and succeed in their careers. The Corporation invests in apprenticeships, on-the-job training, robust performance and talent-management processes, and leadership development programs.

Member Compensation and Benefits

The Corporation's compensation and benefits programs are competitive and equitable, designed to attract, retain, and motivate its members. This creates a strong culture of shared responsibility, empowered accountability for all outcomes, and an ongoing enthusiasm for improvement.

The Corporate Social Responsibility report does not form a part of and is not incorporated into this Annual Report on Form 10-K.

Available Information

The Corporation's website address is www.hnicorp.com. HNI's annual report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, and amendments to those reports, are made available free of charge through its website as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission (the "SEC"). The information on or accessible through HNI's website is not a part of, or incorporated by reference into, this report.

Forward-Looking Statements

Statements in this report to the extent they are not statements of historical or present fact, including statements as to plans, outlook, objectives, and future financial performance, are "forward-looking" statements, within the meaning of Section 21 of the Securities Exchange Act of 1934, and Section 27A of the Securities Act of 1933. Words such as "anticipate," "believe," "could," "confident," "estimate," "expect," "forecast," "hope," "intend," "likely," "may," "plan," "possible," "potential," "predict," "project," "should," "will," "would," and variations of such words and similar expressions identify forward-looking statements.

Forward-looking statements involve known and unknown risks and uncertainties, which may cause the Corporation's actual results in the future to differ materially from expected results. The most significant factors known to the Corporation that may adversely affect the Corporation's business, operations, industries, financial position, or future financial performance are described later in this report under the heading "Item 1A. Risk Factors." The Corporation cautions readers not to place undue reliance on any forward-looking statement, which is based necessarily on assumptions made at the time the Corporation provides such statement, and to recognize that forward-looking statements are predictions of future results, which may not occur as anticipated. Actual results could differ materially from those anticipated in the forward-looking statements and from historical results due to the risks and uncertainties described elsewhere in this report, including but not limited to: the Corporation's ultimate realization of the anticipated benefits of the Steelcase acquisition; disruptions in the global supply chain; the effects of prolonged periods of inflation and rising interest rates; labor shortages; the levels of office furniture needs and housing starts; overall demand for the Corporation's products; general economic and market conditions in the United States and internationally; industry

and competitive conditions; the consolidation and concentration of the Corporation's customers; the Corporation's reliance on its network of independent dealers; changes in trade policy; changes in raw material, component, or commodity pricing; market acceptance and demand for the Corporation's new products; changing legal, regulatory, environmental, and health care conditions; the risks associated with international operations; the potential impact of product defects; the various restrictions on the Corporation's financing activities; an inability to protect the Corporation's intellectual property; cybersecurity threats, including those posed by potential ransomware attacks; impacts of tax legislation; force majeure events outside the Corporation's control, including those that may result from the effects of climate change; and other risks as described under the heading "Item 1A. Risk Factors," as well as others that the Corporation may consider not material or does not anticipate at this time. The risks and uncertainties described in this report, including those under the heading "Item 1A. Risk Factors," are not exclusive and further information concerning the Corporation, including factors that potentially could have a material effect on the Corporation's financial results or condition, may emerge from time to time.

The Corporation assumes no obligation to update, amend, or clarify forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by applicable law. The Corporation advises you, however, to consult any further disclosures made on related subjects in future annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K filed with or furnished to the SEC.

Item 1A. Risk Factors

The following risk factors and other information included in this report should be carefully considered. If any of the following risks occur, the Corporation's business, operating results, cash flows, or financial condition could be materially adversely affected. Other factors not currently known to the Corporation or that it currently considers to be immaterial also may adversely affect its business, operating results, cash flows, or financial condition.

Industry and Economic Risks

Unfavorable economic and industry factors could adversely affect the Corporation's business, operating results, or financial condition.

Workplace furnishings industry sales are subject to risks resulting from a variety of macroeconomic factors including service-sector employment levels, corporate profits, business confidence, commercial construction, office vacancy rates, and hospitality refurbishment rates. Industry factors, including corporate restructuring, technology changes, corporate relocations, health and safety concerns, including ergonomic considerations, and the globalization of companies also influence workplace furnishings industry revenues. In addition, adoption of hybrid working models has resulted in a significant decrease in worker attendance at their office locations. Despite office re-entry in many markets, office occupancy levels remain below historic levels. Lower office occupancy levels have had and could continue to have an adverse impact on the demand for workplace furnishings.

Residential building products industry sales are impacted by a variety of macroeconomic factors including housing starts, housing inventory, home sales, overall employment levels, interest rates, home affordability, consumer confidence, energy costs, disposable income, and changing demographics. Such sales are also subject to risks associated with industry factors such as technology changes, health and safety concerns, and environmental regulation, including indoor air quality standards. Deterioration of economic conditions or a slowdown in the homebuilding industry and the hearth products market could decrease demand for the Corporation's residential building products and have additional adverse effects on operating results.

Deteriorating economic conditions, which may be caused by uncertainties and volatility in the financial markets, rising or sustained inflation and interest rates, and potential economic recessions, could affect the Corporation's business significantly by contributing to reduced demand for the Corporation's products, insolvency of independent dealers resulting in increased provisions for credit losses, insolvency of key suppliers resulting in product delays, inability of customers to obtain credit to finance purchases of products, and decreased customer demand, including order delays or cancellations. In a recessionary economy, business confidence, service-sector employment, corporate cash flows, and residential and non-residential commercial construction often decrease, which typically leads to a decrease in demand for workplace furnishings and residential building products.

The Corporation may not be successful in winning new business in the highly competitive workplace furnishings and residential building products industries.

The workplace furnishings and residential building products industries are highly competitive. Many of the Corporation's competitors in both industries offer similar products. Competitive factors include price, delivery and service, brand recognition,

product design, product quality, strength of dealers and other distributors, and relationships with customers and key influencers, including architects, designers, home-builders, and facility managers. In both industries, most of the top competitors have an installed base of products that can be a source of significant future sales through repeat and expansion orders. The Corporation's main competitors manufacture products with strong acceptance in the marketplace and are capable of developing products that have a competitive advantage, which could make it difficult for the Corporation to win new business.

In both the workplace furnishings and residential building products industries, the Corporation faces price competition from competitors and from new market entrants who may manufacture and source products from lower cost countries. Price competition impacts the Corporation's ability to implement price increases or, in some cases, maintain prices, which could lower profit margins and adversely affect future financial performance.

Changes in industry dynamics, including demand and order patterns from customers, distribution changes, or the loss of a significant number of dealers, could adversely affect the Corporation's business, operating results, or financial condition.

Consolidation among the Corporation's customers may result in a smaller number of total customers and an increase in large customers whose size and purchasing power give them increased bargaining power that may result in, among other impacts, decreases in average selling prices. In addition, the Corporation's business, financial condition, and operating results could be harmed by further consolidations, which may lead to fluctuations in revenue, increases in costs to meet demands of large customers, and pressure to accept disadvantageous contract terms.

The Corporation sells products through multiple distribution channels, which primarily include independent dealers, national dealers, and sales representatives. These distribution channels have experienced significant consolidation, which may continue in future periods. The Corporation relies on distribution partners to provide a variety of important specification, installation, and after-market services to customers. Some distribution partners may terminate their relationship with the Corporation at any time and for any reason. Loss or termination of a significant number of reseller relationships could cause difficulties in marketing and distributing products, resulting in a decline in sales, which may adversely affect the Corporation's business, operating results, or financial condition.

In addition, individual dealers may not continue to be viable and profitable and may suffer from a lack of available credit. While the Corporation is not significantly dependent on any single dealer, if dealers go out of business or are restructured, the Corporation may suffer losses as the dealers may not be able to pay the Corporation for products previously delivered to them.

The loss of a dealer relationship could negatively affect the Corporation's ability to maintain market share in the affected geographic market and to compete for and service clients in that market until a new dealer relationship is established. Establishing a viable dealer in a market can take a significant amount of time and resources. The loss or termination of a significant dealer or a substantial number of dealer relationships could cause significant difficulties in marketing and distributing the Corporation's products, resulting in a decline in sales and/or impairment of the Corporation's contract assets related to distribution agreements with the respective dealers.

Evolving trade policy between the United States and other countries may have an adverse effect on the Corporation's business and results of operations.

The Corporation has a global supply chain for products used in workplace furnishings and residential building products. Actions taken by the United States government to impose tariffs on certain products could have long-term impacts on existing supply chains. The situation could impact the competitive environment depending on the severity and duration of current and future policy changes. The imposition of tariffs may result in additional costs on the business, including costs with respect to products upon which the business depends. Increased costs could further lower profit margins as the Corporation may be challenged in effectively increasing the prices of its products, and its business and results of operations may be adversely affected.

Certain foreign governments have imposed tariffs on goods that their countries import from the United States. Changes in United States trade policy could result in one or more foreign governments adopting trade policies that make it more difficult or costly for the Corporation to do business in those countries.

The Corporation cannot predict the extent to which the United States or other countries will impose quotas, duties, tariffs, taxes, or other similar restrictions upon the import or export of products in the future, nor can the Corporation predict future trade policy or the terms of any renegotiated trade agreements and their impact on the business. The adoption and expansion of trade restrictions, the occurrence of a trade war, or other governmental action related to tariffs or trade agreements or policies has the

potential to adversely impact demand for products, costs, customers, suppliers, and the United States economy, which could have a material adverse effect on the Corporation's business, operating results, and financial condition.

The Corporation's profitability may be adversely affected by increases in raw material and commodity costs as well as transportation and shipping challenges.

Fluctuations in the price and availability of commodities, raw materials, components, and finished goods could have an adverse effect on costs of sales, profitability, and ability to meet customers' demand. The Corporation sources commodities, raw materials, components, and finished goods from domestic and international suppliers. From both domestic and international suppliers, the cost and availability of commodities, raw materials, components, and finished goods have been significantly affected in recent years by, among other things, changes in global supply and demand, changes in laws and regulations (including tariffs and duties), changes in exchange rates and worldwide price levels, inflationary forces, natural disasters, labor disputes, military action, terrorism, and political unrest or instability. These factors could lead to price volatility or supply interruptions in the future. Profit margins could be adversely affected if commodity, raw material, component, and finished good costs increase and the Corporation is either unable to offset such costs through strategic sourcing initiatives and continuous improvement programs or, as a result of competitive market dynamics, unable to pass along a portion of the higher costs to customers.

The Corporation relies primarily on third-party freight and transportation providers to deliver products to customers. Increasing demand for freight providers and a shortage of qualified drivers have caused delays and may cause future delays in shipments and increase the cost to ship its products, which may adversely affect profitability. The Corporation also imports and exports products and components, primarily using container ships, which load and unload their cargoes through North American ports. Capacity-related and/or port-caused delays in the shipment or receipt of products and components, including labor disputes, have caused and could cause delayed receipt of products and components, which may adversely affect sales and profitability.

Strategic and Operational Risks

If customers do not perceive the Corporation's products and services to be of good value, the Corporation's brand and name recognition and reputation could suffer.

The Corporation believes that establishing and maintaining good brand and name recognition and a good reputation is critical to its business. In certain parts of the market, promotion and enhancement of the Corporation's name and brands will depend on the effectiveness of marketing and advertising efforts and on successfully providing design-driven, innovative, and high-quality products and superior services. If customers do not perceive the Corporation's products and services to be design-driven, innovative and of high quality, its reputation, brand, and name recognition could suffer, which could have a material adverse effect on the Corporation's business.

The Corporation's efforts to introduce new products to meet customer and workplace demands may not be successful, which could limit sales growth or cause its sales to decline.

To meet the changing needs of customers and keep pace with market trends and evolving regulatory and industry requirements, including environmental, health, safety, and similar standards for the workplace and for product performance, the Corporation regularly introduces new workplace furnishings and residential building products. The introduction of new products requires the coordination of the design, manufacturing, and marketing of the products, which may be affected by uncontrollable factors. The design and engineering of certain new products varies but can extend beyond a year, and further time may be required to achieve client acceptance. The Corporation may face difficulties if it cannot successfully align itself with independent architects, home-builders, and designers who are able to design, in a timely manner, high-quality products consistent with the Corporation's image and customers' needs. Accordingly, the launch of a product may be later or less successful than originally anticipated, limiting sales growth or causing sales to decline.

Natural disasters, acts of God, force majeure events, or other catastrophic events may impact the Corporation's production capacity and, in turn, negatively impact profitability.

Natural disasters, acts of God, global pandemics or epidemics, force majeure events, or other catastrophic events, including severe weather, military action, terrorist attacks, power interruptions, floods, and fires, could disrupt operations and the ability to produce or deliver products. Some of the Corporation's production facilities, members, and key management are located within a small geographic area in eastern Iowa located near the Mississippi River, and a natural disaster or catastrophe in the area, such as flooding or severe storms, could have a significant adverse effect on the Corporation's results of operations and business conditions. Further, several of the Corporation's production facilities are single-site manufacturers of certain products, and an

adverse event affecting any of those facilities could significantly delay production of certain products and adversely affect operations and business conditions. Members are an integral part of the business and events such as those described above could negatively impact the availability of members for work. In the event the Corporation experiences a temporary or permanent interruption in its ability to produce or deliver products, revenues could be reduced, and business could be materially adversely affected. In addition, any continuing disruption in the Corporation's information technology systems could adversely affect the ability to receive and process customers' orders, procure materials, manufacture products and ship products on a timely basis, which could adversely affect relations with customers and potentially reduce customer orders or result in the loss of customers.

The Corporation's business and operations are subject to risks related to climate change.

The long-term effects of global climate change could present both physical risks and transition risks (such as regulatory, supply chain, or technology changes), which could be widespread and unpredictable. These changes over time could affect the availability and cost of raw materials, commodities, and energy (including utilities), which in turn may impact the Corporation's ability to procure goods or services required for the operation of the Corporation's business at the quantities and levels the Corporation requires. Additionally, the Corporation has manufacturing and distribution facilities located in areas that may be impacted by the physical risks of climate change, including flooding, and faces the risk of losses incurred as a result of physical damage to its facilities and inventory as well as business interruption caused by such events. Furthermore, periods of extended inclement weather or associated flooding may inhibit construction activity utilizing the Corporation's products and delay shipments of products to customers. The Corporation uses natural gas, diesel fuel, gasoline, and electricity in its operations, all of which could face increased regulation as a result of climate change or other environmental concerns. The increased prevalence of global climate issues may result in new regulations that could negatively impact the Corporation, including regulations limiting emissions from, or restricting the use of wood, coal, natural gas, or other fuel sources in, fireplaces and heating appliances, which may impede the Corporation's ability to market and sell those products. Any such events could have a material adverse effect on the Corporation's costs or results of operations.

A continued shortage of qualified labor could negatively affect the Corporation's business and materially reduce earnings.

The success of the Corporation's operations depends on its ability, and the ability of third parties upon which the Corporation relies, to identify, recruit, develop, and retain qualified and talented individuals in order to supply and deliver the Corporation's products. The Corporation has experienced shortages of qualified labor across its operations. Outside suppliers that the Corporation relies upon have also experienced shortages of qualified labor. Current and future shortages of qualified labor could have a negative effect on the Corporation's business. Member recruitment, development, and retention efforts may not be successful, which could result in a shortage of qualified individuals in future periods. Any such shortage could decrease the Corporation's ability to effectively produce workplace furnishings and residential building products and meet customer demand. Such a shortage would also likely lead to higher wages for members (or higher costs to purchase the services of such third parties) and a corresponding reduction in the Corporation's profitability. A shortage of qualified labor in certain geographies, particularly where plant production workers are employed, could result in increased costs from certain temporary wage actions, such as hiring and referral bonus programs. Such shortages for a prolonged period could have a material adverse effect on the Corporation's operating results.

The Corporation's failure to retain its existing management team, maintain its engineering, finance, technical, and manufacturing process expertise, or continue to attract qualified personnel could adversely affect the Corporation's business.

The Corporation depends significantly on its executive officers and other key personnel. The Corporation's success is also dependent on keeping pace with technological advancements and adapting services to provide manufacturing capabilities that meet customers' changing needs. To meet these goals, the Corporation must retain qualified engineering and technical personnel and successfully anticipate and respond to technological changes in a cost effective and timely manner. The Corporation focuses on continuous training, motivation, and development of its members, and it strives to attract and retain qualified personnel. Failure to retain the Corporation's executive officers and retain and attract other key personnel could adversely affect the Corporation's business.

Failure to properly identify, value, and manage acquisitions or strategic alliances in accordance with the Corporation's strategy may negatively affect the Corporation's business, results of operations and financial condition.

One of the Corporation's growth strategies is to supplement its organic growth through acquisitions and strategic alliances, which may include transactions with other manufacturers of workplace furnishings and residential building products or distributors of workplace furnishings and residential building products. The Corporation may not be successful in identifying suitable acquisition or alliance opportunities, prevailing against competing potential acquirers, negotiating appropriate acquisition terms, obtaining

financing, completing proposed acquisitions or alliances, or expanding into new markets or product categories. If the Corporation fails to effectively identify, value, consummate, or manage any acquired company, it may not realize the potential growth opportunities or achieve the financial results anticipated at the time of the acquisition or alliance. An acquisition or alliance could also adversely impact the Corporation's operating performance or cash flow due to, among other things, the issuance of acquisition-related debt, pre-acquisition assumed liabilities, undisclosed facts about the business, or acquisition expense. Any of such risks could adversely affect the Corporation's business, operating results, or financial condition.

The Corporation may not be able to successfully integrate and manage acquired businesses and alliances.

The benefits of acquisitions or alliances pursued as one of the Corporation's growth strategies may take more time than expected to develop or integrate into operations. In addition, an acquisition or alliance may not perform as anticipated, be accretive to earnings, or prove to be beneficial to the Corporation's operations and cash flow. Acquisitions and alliances involve a number of risks, including:

- diversion of management's attention from operations;
- difficulties in assimilating the operations and products of an acquired business or in realizing projected efficiencies, cost savings and revenue synergies;
- potential loss of key employees or customers of the acquired businesses or adverse effects on existing business relationships with suppliers and customers;
- negative impact on member morale and performance as a result of job changes and reassignments;
- reallocation of amounts of capital from other operating initiatives or an increase in leverage and debt service requirements to pay the acquisition purchase prices, which could in turn restrict the ability to access additional capital when needed or to pursue other important elements of the business strategy;
- inaccurate assessment of undisclosed, contingent, or other liabilities or problems and unanticipated costs associated with the acquisition;
- possible tax costs or inefficiencies associated with integrating the operations of a combined company; and
- incorrect estimates made in accounting for acquisitions, incurrence of non-recurring charges, and write-off of significant amounts of goodwill that could adversely affect the financial results.

The Corporation's financial results could be negatively affected by an impairment charge relating to its goodwill or other intangible assets.

As of January 3, 2026, goodwill and indefinite-lived intangible assets, net represented approximately 35% of the Corporation's total consolidated assets. Goodwill and other acquired intangible assets with indefinite lives are recorded at fair value at the time of acquisition and are not amortized, but reviewed for impairment annually or more frequently if an event occurs or circumstances change making it reasonably possible an impairment may exist. In evaluating the potential for impairment of goodwill and other intangible assets, the Corporation makes assumptions regarding future operating performance, business trends and market and economic performance, and the Corporation's sales, operating margins, growth rates and discount rates. There are inherent uncertainties related to these factors. If the Corporation experiences disruptions in its business, unexpected significant declines in operating results, a divestiture of a significant component of its business, declines in the market value of equity, or other factors causing the Corporation's goodwill or intangible assets to be impaired, the Corporation could be required to recognize additional non-cash impairment charges, which would adversely affect its financial results.

Increasing health care costs could adversely affect the Corporation's business, operating results, and financial condition.

The Corporation provides health care benefits to the majority of its member and Legacy HNI is self-insured. Health care costs have continued to rise significantly over time, which increases the annual spending on health care. Increased health care costs could adversely affect the Corporation's business, operating results, and financial condition.

The Corporation's international operations expose it to risks related to conducting business in multiple jurisdictions outside the United States.

The Corporation manufactures, markets, and sells products in international markets.

Its international sales and operations are subject to a number of additional risks, including:

- social and political turmoil, official corruption, and civil and labor unrest;
- restrictive government actions, including the imposition of trade quotas and tariffs and restrictions on transfers of funds;

- changes in labor laws and regulations affecting the ability to hire, retain, or dismiss members;
- the need to comply with multiple and potentially conflicting laws and regulations, including environmental and corporate laws and regulations;
- the failure of the Corporation's compliance programs and internal training to prevent violations of the United States Foreign Corrupt Practices Act and other anti-bribery and anti-corruption laws;
- preference for locally branded products and laws and business practices favoring local competition;
- less effective protection of intellectual property and increased possibility of loss due to cyber-theft and ransomware attacks;
- unfavorable business conditions or economic instability in any country or region;
- infrastructure disruptions;
- potentially conflicting cultural and business practices;
- difficulty in obtaining distribution and support; and
- changes to border taxes or other international tax reforms.

Further, certain countries have complex regulatory systems that impose administrative and legal requirements, which make managing international operations more difficult, including approvals to transfer funds among certain countries. If the Corporation is unable to provide financial support to the international operations in a timely manner, its business, operating results, and financial condition could be adversely affected.

These risks may be elevated given the current uncertainties regarding the impact of the conflicts in Europe and the Middle East, ongoing disputes and increased tensions related to global trade, and complexities with foreign regulatory environments including the decreased ability of regulators to exercise oversight of subsidiaries of United States companies based in certain international jurisdictions.

The Corporation is subject to currency risk in its international operations.

Increased business in countries outside the United States creates exposure to fluctuations in foreign currency exchange rates. Paying expenses in other currencies can result in a significant increase or decrease in the amount of those expenses in terms of dollars, which may affect profits. In the future, any foreign currency appreciation relative to the dollar would increase expenses that are denominated in that currency. Additionally, as the Corporation reports currency in the dollar, the financial position is affected by the strength of the currencies in countries where the Corporation has operations relative to the strength of the dollar.

The Corporation periodically reviews foreign currency exposure and evaluates whether it should enter into hedging transactions.

The Corporation's sales to the United States federal, state, and local governments are subject to uncertain future funding levels and federal, state, and local procurement laws and are governed by restrictive contract terms, any of which factors could limit current or future business.

In fiscal year 2025, the Corporation derived a portion of its revenue from sales to various United States federal, state, and local government agencies and departments. The ability to compete successfully for and retain business with the United States government, as well as with state and local governments, is highly dependent on cost-effective performance. Business pursuant to government contracts is highly sensitive to changes in procurement laws, national, international, state, and local public priorities, and budgets at all levels of government, which frequently experience downward pressure and are subject to uncertainty, including the potential for a temporary shutdown of the United States federal government.

The Corporation's contracts with government entities are subject to various statutes and regulations that apply to companies doing business with the government. The United States government, as well as state and local governments, can typically terminate or modify their contracts either for their convenience or if the Corporation fails to perform under the terms of the applicable contract. A termination arising out of default could expose the Corporation to liability and impede its ability to compete in the future for contracts and orders with agencies and departments at all levels of government. Moreover, the Corporation is subject to investigation and audit for compliance with the requirements governing government contracts, including requirements related to procurement integrity, export controls, employment practices, the accuracy of records, and reporting of costs. If the Corporation were found not to be a responsible supplier or to have committed fraud or certain criminal offenses, it could be suspended or debarred from all further federal, state, or local government contracting.

The Corporation's information technology systems, processes, and sites may suffer interruptions, security incidents, or failures that may affect its ability to conduct its business, cause significant damage to its reputation, and expose it to substantial legal liability.

The Corporation's operations rely upon certain key information technology systems, which are dependent on services provided by third parties and provide critical data connectivity, information, and services for internal and external users. These interactions include, among others, ordering and managing materials from suppliers, risk management activities, converting raw materials to finished products, inventory management, shipping products to customers, processing transactions, summarizing and reporting results of operations, human resources benefits and payroll management, complying with regulatory, legal and tax requirements, and other processes necessary to manage the business. Increased information technology security and social engineering threats and more sophisticated cyber crime, including advanced persistent threats, pose potential risks to the security of the Corporation's information technology systems, networks, and services, as well as the confidentiality, availability and integrity of the Corporation's third-party and employee data.

The frequency, sophistication and unpredictability of cybersecurity events globally have increased, and can be acute during times of geopolitical tension or instability between countries or when the Corporation makes changes to its information technology systems or implements new ones. The Corporation has been subjected in the past, and may be subjected in the future, to incidents including phishing, e-mails purporting to come from vendors making payment requests, malware, and communications from look-alike corporate domains, as well as security-related risks resulting from the Corporation's use of third-party software and services. The use of generative artificial intelligence is increasing the sophistication and effectiveness of these types of social engineering attacks. Future data security incidents could compromise or lead to the loss of material confidential, proprietary or otherwise protected information, seize, destroy or corrupt data, or otherwise disrupt the Corporation's operations or affect its customers or other stakeholders.

Insider or employee cyber and security threats are also a significant concern for the Corporation. Despite the Corporation's substantial investment in physical and technological security measures, employee training and contractual precautions, the Corporation's information technology networks and infrastructure (or those of the Corporation's third-party vendors and other service providers) are potentially vulnerable to unauthorized access to data, loss of access to systems or breaches of confidential information due to criminal conduct, attacks by hackers, employee or insider malfeasance or human error.

The Corporation has put in place security measures to protect itself against cyber-based attacks and disaster recovery plans for its critical systems that are designed to protect its data and customer data and to prevent data loss and other security incidents. These security measures, however, cannot provide absolute security. In some cases, it is difficult to anticipate, detect or identify indicators of such incidents and assess the damage caused by the incidents. In addition, a failure to promptly disclose such material incidents as required by law may result in additional financial or regulatory consequences.

If the Corporation's information technology systems are breached, damaged, or cease to function properly due to any number of causes, such as catastrophic events, power outages, security incidents, or cyber-based attacks, and if the Corporation's cybersecurity response plans and disaster recovery and its cyber incident response plans do not effectively mitigate the risks on a timely basis, the Corporation may encounter significant disruptions that could interrupt its ability to manage its operations, cause loss of valuable data, and damage its reputation. Any such incidents also could subject the Corporation to government investigations or private litigation. These factors may adversely impact the Corporation's revenues, operating results, and financial condition. The Corporation could also experience delays in reporting its financial results.

The third-party data management providers and other vendors upon which the Corporation relies may have or develop security problems or security vulnerabilities that may also affect the Corporation's systems or data. A data security or privacy breach of the Corporation's systems or other form of cyber-based attack may occur in the future. In addition, the Corporation uses external vendors to perform security assessments on a periodic basis to review and assess its information security. The Corporation utilizes this information to audit itself, monitor the security of its technology infrastructure, and assess whether and how to prioritize the allocation of scarce resources to protect data and systems. These security assessments and audits may not identify or appropriately categorize relevant risks or protect its computer networks against security intrusions. Although the Corporation requires its third-party vendors contractually to maintain a level of security that is acceptable to it and work closely with key vendors to address potential and actual security concerns and attacks, all confidential, proprietary, or personal information may not be protected on their systems.

Regardless of whether incidents result from an attack on the Corporation directly or on third-party vendors upon which the Corporation relies, the costs to address the foregoing security problems and security vulnerabilities before or after a cybersecurity incident could be significant. Remediation efforts may not be successful or timely and could result in interruptions, delays or cessation of service and loss of existing or potential customers that may impede the Corporation's manufacturing, sales, or other critical functions. Breaches of its security measures and the unapproved dissemination of proprietary information or sensitive or

confidential data about the Corporation, its employees, its customers or other third parties could expose the Corporation, its employees, and customers or other affected third parties to a risk of loss or misuse of this information.

The impact on our industry of the development and deployment of artificial intelligence in the workplace is unknown, and potential changes in work spaces and work patterns could impact order volume and adversely affect our business and financial results.

As companies of all sizes evaluate and deploy artificial intelligence technologies, our customers may begin to change or adapt their work patterns, workplace needs, and approach to workspace design and furniture procurement. The impact of end users' integration of AI on our industry is unknown, and there can be no assurance that the use of AI will benefit our business or profitability.

Further, we may face competition from other companies that are developing AI technologies to improve specification and procurement process, potentially including accelerated quoting, improved accuracy, targeted product selection, and vendor coordination. If we are unable to integrate AI to increase efficiency and reduce costs for our trade partners and end users, our business may be adversely affected.

Risks Related to the Steelcase Acquisition

The Corporation may not achieve the intended benefits of the acquisition, and the acquisition may disrupt its current plans or operations.

The Corporation may not be able to successfully integrate Steelcase's assets or otherwise realize the expected benefits of the acquisition (including operating and other cost synergies). Difficulties in integrating Steelcase into the Corporation may result in the combined company performing differently than expected, in operational challenges, in the failure to realize anticipated run-rate cost synergies and efficiencies in the expected time frame or at all, or in the difficulty or failure of utilizing available U.S. tax attributes, in which case the acquisition may not be accretive to earnings per share, may not improve the Corporation's balance sheet position, and may not enhance its ability to deliver or generate additional free cash flow due to reduced cash tax payments.

The integration of Steelcase may result in material challenges. Those challenges may include the diversion of management's attention from ongoing business concerns; difficulty in retaining key management and other employees; challenges in retaining or attracting business opportunities and establishing or maintaining business relationships; the possibility of faulty assumptions underlying expectations regarding the integration process and associated expenses; difficulty in consolidating corporate and administrative infrastructures and eliminating duplicative operations; challenges in coordinating geographically separate organizations; unanticipated issues in integrating information technology, communications and other systems; discovery of previously unknown liabilities; unforeseen expenses relating to integration; or delays associated with the acquisition.

The results of the Corporation may be adversely impacted if it does not effectively manage its expanded operations.

The size of the Corporation's business is significantly larger than the current size of either HNI's or Steelcase's respective businesses prior to the acquisition. The Corporation's ability to successfully manage this expanded business will depend, in part, upon management's ability to design and implement strategic initiatives that address not only the integration of two independent stand-alone companies, but also the increased scale and scope of the combined business with its associated increased costs and complexity. The combined company may not be successful or realize the expected operating efficiencies, cost savings and other benefits currently anticipated from the acquisition.

The Corporation will incur substantial expenses in connection with the integration of HNI and Steelcase. The expectation of substantial integration expenses reflects in part the many processes, policies, procedures, operations, technologies and systems that must be integrated, potentially including purchasing, accounting and finance, sales, payroll, pricing, revenue management, marketing and benefits. The substantial majority of the expenses of the acquisition and the integration of HNI and Steelcase will be non-recurring expenses (including financing of the acquisition) and related to facilities and systems consolidation. The Corporation may incur additional costs to maintain employee morale and to attract, motivate or retain management personnel and other key employees. HNI and Steelcase will also incur transaction fees and costs related to formulating integration plans for the combined business, and the execution of these plans may lead to additional unanticipated costs. These incremental merger-related costs may exceed the savings the Corporation expects to achieve from the elimination of duplicative costs and the realization of other efficiencies related to the integration of the businesses, particularly in the near term and in the event there are material unanticipated costs.

The acquisition may result in a loss of customers, distributors, suppliers, vendors, landlords and other business partners and may result in the termination of existing contracts.

Following the acquisition, some of the customers, distributors, dealers, suppliers, vendors, landlords and other business partners of Steelcase may terminate or scale back their current or prospective business relationships with the Corporation. Some customers may not wish to source a larger percentage of their needs from a single company or may believe that the Corporation is too closely allied with one of their competitors. In addition, Steelcase has contracts with customers, distributors, dealers, suppliers, vendors, landlords and other business partners that may require it to obtain consents from these other parties in connection with the acquisition, which may not be obtained on favorable terms or at all. If relationships with customers, distributors, dealers, suppliers, vendors, landlords and other business partners are adversely affected by the acquisition, or if the Corporation, following the acquisition, loses the benefits of the contracts of Steelcase, its business and financial performance could suffer.

Legal and Regulatory Risks

The Corporation is subject to extensive environmental regulation and has exposure to potential environmental liabilities.

Through the past and present operation and ownership of manufacturing facilities and real property, the Corporation is subject to extensive and changing federal, state, and local environmental laws and regulations, in the United States and other countries where it operates, including those relating to discharges in air, water, and land, the handling and disposal of solid and hazardous waste, and the remediation of contamination associated with releases of hazardous substances. Compliance with environmental regulations has not had a material effect on capital expenditures, earnings, or competitive position to date, but compliance with current laws or more stringent laws or regulations which may be imposed in the future, stricter interpretation of existing laws or discoveries of contamination at the Corporation’s real property sites which occurred prior to ownership may require additional expenditures in the future, some of which may be material.

Costs related to product defects could adversely affect the Corporation’s profitability.

The Corporation incurs various expenses related to product defects, including product warranty costs, product recall and retrofit costs, and product liability costs. These expenses relative to product sales vary and could increase. The Corporation uses chemicals and materials in products and includes components in products from external suppliers, which it believes to be safe and appropriate for their designated use. Harmful effects, however, may later become known, which could subject the Corporation to litigation and significant losses. The Corporation maintains reserves for product defect-related costs but these reserves may not be adequate to cover actual claims. Incorrect estimates or any significant increase in the rate of product defect expenses could have a material adverse effect on operations.

An inability to protect the Corporation’s intellectual property could have a significant impact on the business.

The Corporation attempts to protect its intellectual property rights, both in the United States and in other countries, through a combination of patent, trademark, copyright, and trade secret laws, as well as licensing agreements and third-party nondisclosure and assignment agreements. Because of the differences in foreign trademark, copyright, patent, and other laws concerning proprietary rights, intellectual property rights do not generally receive the same degree of protection in foreign countries as in the United States. In some countries, the Corporation has limited protections, if any, for its intellectual property. The degree of protection offered by the claims of the various patents, copyrights, trademarks, and service marks may not be broad enough to provide significant proprietary protection or competitive advantages to the Corporation, and patents, copyrights, trademarks, or service marks may not be issued on pending or contemplated applications. In addition, not all of the Corporation’s products are covered by patents or similar intellectual property protections. It is also possible that patents, copyrights, trademarks, and service marks may be challenged, invalidated, canceled, narrowed, or circumvented.

In the past, certain of the Corporation's products have been copied and sold by others. The Corporation tries to enforce its intellectual property rights, but has to make choices about where and how to pursue enforcement and where to seek and maintain intellectual property protection. In many cases, the cost of enforcing rights is substantial, and the Corporation may determine that the costs of enforcement outweigh the potential benefits.

If third parties claim that the Corporation infringes upon their intellectual property rights, the Corporation may incur liabilities and costs and may have to redesign or discontinue an infringing product.

The Corporation faces the risk of claims that it has infringed upon third parties’ intellectual property rights. Companies operating in the Corporation’s industry routinely seek patent protection for their product designs, and many of the principal competitors

have large patent portfolios. Prior to launching major new products in the key markets, the Corporation normally evaluates existing intellectual property rights. However, competitors and suppliers may have filed for patent protection, which is not, at the time of the evaluation, a matter of public knowledge. The Corporation's efforts to identify and avoid infringing upon third parties' intellectual property rights may not always be successful. Any claims of patent or other intellectual property infringement, even those without merit, could be expensive and time consuming to defend, cause the Corporation to cease making, licensing, or using products that incorporate the challenged intellectual property, require the Corporation to redesign, re-engineer, or re-brand the products or packaging, if feasible, or require the Corporation to enter into royalty or licensing agreements in order to obtain the right to use a third party's intellectual property.

Financing Risks

The financing arrangements of the Corporation contain restrictions and limitations that may, under certain circumstances, significantly impact the Corporation's ability to operate its business.

As of January 3, 2026, the Corporation had $1.3 billion of long-term indebtedness, including indebtedness it incurred in connection with its acquisition of Steelcase. The agreements governing such indebtedness may, under certain circumstances, impose significant operating and financial restrictions on the Corporation. The debt agreements restrict the Corporation's ability to incur additional indebtedness, create or incur certain liens with respect to any properties or assets, engage in lines of business substantially different than those currently conducted, sell, lease, license, or dispose of certain assets, enter into certain transactions with affiliates, make certain restricted payments or take certain restricted actions, and enter into certain sale-leaseback arrangements. These restrictions may affect the Corporation's ability to operate its business and may limit the Corporation's ability to take advantage of potential business opportunities as they arise.

In addition, the agreements governing such indebtedness require the Corporation to comply with a consolidated leverage ratio financial covenant and consolidated interest coverage ratio financial covenant. The Corporation's ability to continue to comply with these financial covenants will depend on its ongoing financial and operating performance, which in turn will be subject to economic conditions and to financial, market and competitive factors, many of which are beyond the Corporation's control. The ability to comply with these covenants will also depend on the Corporation's ability to successfully implement its overall business strategy and realize anticipated synergies, cost savings, innovation, and operational efficiencies.

Various risks, uncertainties and events beyond the Corporation's control could affect its ability to comply with the covenants contained in its financing agreements. Failure to comply with any of the covenants in its existing or future financing agreements could result in a default under those agreements and under other agreements containing cross-default provisions. A default would permit lenders to accelerate the maturity of the debt under these agreements. Under these circumstances, the Corporation might not have sufficient funds or other resources to satisfy all of its obligations. In addition, the limitations imposed by financing agreements on the Corporation's ability to incur additional debt and to take other actions might significantly impair its ability to obtain other financing.

Fluctuating interest rates including potential future rate increases may raise the interest cost on the Corporation's debt and could materially adversely impact the Corporation's ability to refinance existing debt and limit its acquisition and development activities going forward.

The United States Federal Reserve Board has adjusted the benchmark interest rate multiple times in recent years, and may increase the rate or slow reductions in the rate in future periods. The agreements governing the indebtedness of the Corporation contain interest rates tied to various benchmark rates in effect at any given time, so as interest rates have increased, so has the Corporation's interest costs for any new debt assumed in connection with the merger and in the normal course of our operations and any additional increases could further increase these costs. This increased cost could make the financing of any acquisition and development activity more costly, as well as lower future period earnings due to higher cost of borrowing.

The Corporation may require additional capital in the future, which may not be available or may be available only on unfavorable terms.

The Corporation's capital requirements depend on many factors, including its need for capital improvements, tooling, research and development, and acquisitions. To the extent existing cash, available borrowings, and cash flows are insufficient to meet these requirements, the Corporation may need to raise additional funds through financings or curtail its growth and reduce the Corporation's assets. Future borrowings or financings may not be available under the Corporation's credit facility or otherwise in an amount sufficient to enable the Corporation to pay its debt or meet its liquidity needs.

Any equity or debt financing, if available, could have unfavorable terms. In addition, financings could result in dilution to shareholders or the securities may have rights, preferences, and privileges senior to those of the Corporation's common stock. If the need for capital arises because of significant losses, the occurrence of these losses may make it more difficult to raise the necessary capital.

Risks Related to the Common Stock

The Corporation's results of operations and earnings may not meet guidance or expectations.

The Corporation frequently provides public guidance on its expected results of operations for future periods. This guidance constitutes forward-looking statements subject to risks and uncertainties, including the risks and uncertainties described in this annual report on Form 10-K and in other public filings and public statements, and is necessarily based on assumptions made at the time the Corporation provides such guidance. The guidance may not always be accurate. If, in the future, the results of operations for a particular period do not meet the Corporation's guidance or the expectations of investment analysts, or if the Corporation reduces its guidance for future periods, the market price of its common stock could decline significantly.

Iowa law and provisions in the Corporation's charter and bylaws may have the effect of preventing or hindering a change in control and adversely affecting the market price of its common stock.

The Corporation's Articles of Incorporation give the Corporation's Board of Directors the authority to issue up to two million shares of preferred stock and to determine the rights and preferences of the preferred stock without obtaining shareholder approval. The existence of this preferred stock could make it more difficult or discourage an attempt to obtain control of the Corporation by means of a tender offer, merger, proxy contest, or otherwise. Furthermore, this preferred stock could be issued with other rights, including economic rights, senior to the rights of the common stock, thereby having a potentially adverse effect on the market price of the Corporation's common stock.

The Board of Directors is divided into three classes. The Corporation's classified Board of Directors, along with other provisions of the Corporation's Articles of Incorporation and Bylaws and Iowa corporate law, could make it more difficult for a third party to acquire the Corporation or remove the Corporation's directors by means of a proxy contest, even if doing so would be beneficial to shareholders. Additionally, the Corporation may, in the future, adopt measures (such as a shareholder rights plan or "poison pill") that could have the effect of delaying, deferring, or preventing an unsolicited takeover, even if such a change in control were at a premium price or favored by a majority of unaffiliated shareholders. These measures may be adopted by the Board of Directors without any vote or action by the shareholders.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

Cybersecurity risk management is an integral part of the Corporation's enterprise risk management program. The cybersecurity risk management program is designed to align with industry best practices, is generally based on the framework established by the National Institute of Standards and Technology (NIST), provides a framework for handling cybersecurity threats and incidents, including threats and incidents associated with the use of applications and services provided by third parties, and facilitates coordination across different departments of the Corporation. This framework includes steps for assessing the severity of a cybersecurity threat, identifying the source of a threat, including whether the threat is associated with a third-party service provider, implementing countermeasures and mitigation strategies, and informing management and the Board of Directors of material cybersecurity threats, incidents, and impact.

The cybersecurity team under the direction of the Corporation's Chief Information and Digital Officer ("CIDO"), is responsible for assessing, deploying, and managing the cybersecurity risk management program. Recognizing the complexity and evolving nature of cybersecurity threats, the cybersecurity team engages with a range of external experts, including cybersecurity assessors and consultants in evaluating and testing the Corporation's risk management systems. The collaboration with these independent third-parties includes regular threat assessments, such as penetration tests and table-top exercises, and consultation on security enhancements. In addition, the cybersecurity team provides training to applicable members annually and ongoing cybersecurity education. Additionally, the Corporation maintains cyber risk insurance.

Depending on the products and services provided and the potential for data exchange and technology risk, suppliers and other third-party service providers are evaluated by the cybersecurity organization to assess their security and data protection capabilities. Additionally, security and data-focused contract provisions are incorporated where necessary in supplier and other service provider agreements to include industry-standard security and resiliency requirements that include timely reporting of cybersecurity incidents. The Corporation periodically reviews independent assessments of major service providers.

Governance

The Board of Directors has overall oversight responsibility for risk management. Oversight of cybersecurity risks has been delegated to the Audit Committee of the Board of Directors. The Audit Committee also reports material cybersecurity risk to the full Board of Directors.

The Audit Committee is responsible for ensuring management has processes in place designed to identify and evaluate cybersecurity risks to which the Corporation is exposed and implement programs to manage cybersecurity risks and mitigate cybersecurity incidents.

Management under the CIDO is responsible for identifying, considering, and assessing material cybersecurity risks on an ongoing basis, establishing processes to ensure that such potential risk exposures are monitored, implementing appropriate mitigation measures and maintaining cybersecurity programs. The CIDO and cybersecurity team members are certified and/or experienced information systems security professionals and information security managers with many years of experience.

The CIDO receives reports from the cybersecurity team and monitors the prevention, detection, mitigation, and remediation of cybersecurity incidents. Appropriate procedures for communication to the Audit Committee are also built into the incident response plan.

The CIDO regularly updates the Audit Committee and the full Board of Directors on the Corporation’s cybersecurity risk management program, material cybersecurity risks, and mitigation strategies. Management provides the Audit Committee with quarterly cybersecurity reports that cover, among other topics, third-party assessments of the Corporation’s cybersecurity risk management program, developments in cybersecurity, and updates to the Company’s cybersecurity risk management program and mitigation strategies.

Cybersecurity Threats

The Corporation has not identified cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to affect the Corporation. There can be no assurance that this will continue to be the case. Notwithstanding the Corporation’s investment in cybersecurity, it may not be successful in preventing or mitigating a cybersecurity incident that could have a material adverse effect on its business, results of operations or financial condition. For a discussion of cybersecurity risks affecting the Corporation’s business, see "Item 1A. Risk Factors - Strategic and Operational Risks - *The Corporation's information technology systems, processes, and sites may suffer interruptions, security incidents, or failures that may affects its ability to conduct its business and cause significant damage to its reputation.*" which is incorporated by reference into this Item 1C.

Item 2. Properties

The Corporation maintains its corporate headquarters in Muscatine, Iowa, and conducts operations at locations throughout the United States and internationally. Those locations house manufacturing, distribution, and retail operations and offices totaling an aggregate of approximately 21.2 million square feet. Of this total, approximately 7.5 million square feet are leased.

Although the manufacturing facilities are of varying ages, the Corporation believes they are well maintained, equipped with modern and efficient machinery and tooling, in good operating condition, and suitable for the purposes for which they are being used. The Corporation has sufficient capacity to increase output at most locations by increasing the use of overtime or the number of production shifts employed.

The Corporation's principal facilities (100,000 square feet or larger in size) are as follows:

	Number of Facilities		Square Feet (in thousands)	
Location	Workplace Furnishings	Residential Building Products	Owned	Leased
Muscatine, IA	6	—	2,211	—
Kentwood, MI	2	—	1,907	—
Jasper, IN	5	—	1,223	—
Grand Rapids, MI	2	—	743	—
Santa Claus, IN	2	—	684	—
Lake City, MN	—	2	342	—
Carrollton, TX	2	—	—	618
Other U.S.	17	6	4,165	2,441
Outside U.S.	14	—	1,548	1,852

There are no major third-party encumbrances on Corporation-owned properties. See "Property, Plant, and Equipment" in the Consolidated Balance Sheets in this report for cost, accumulated depreciation, and net book value data.

Item 3. Legal Proceedings

The Corporation is involved in various disputes and legal proceedings that have arisen in the ordinary course of its business, including pending litigation, environmental remediation, taxes, and other claims. After consultation with legal counsel, the Corporation does not expect that liabilities, if any, resulting from these matters will have a material adverse effect on the Corporation's financial condition, cash flows, or on the Corporation's quarterly or annual operating results when resolved in a future period. For more information regarding legal proceedings, see "Note 14. Guarantees, Commitments, and Contingencies" in the Notes to Consolidated Financial Statements, which information is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

Table I

Information about our Executive Officers

Name	Age	Position	Position Held Since	Other Business Experience During Past Five Years
Vincent P. Berger	53	Chief Financial Officer Executive Vice President	2024 2018	President, Hearth & Home Technologies (2016-2024)
Steven M. Bradford	68	Senior Vice President, General Counsel and Secretary	2015	
B. Brandon Bullock	49	Chief Operating Officer, HNI	2025	President, The HON Company (2018-2025)
Jason D. Hagedorn	53	President, Workplace Furnishings	2025	President, Allsteel LLC (2020-2025) Vice President & General Manager, Product Strategy and Finance, HNI Corporation (2017-2020)
Jeffrey D. Lorenger	60	Chairman President and Chief Executive Officer	2020 2018	
Jennifer S. Petersen	53	Vice President, Member and Community Relations	2024	Vice President, Marketing, HNI Workplace Furnishings (2022-2024); Vice President, Brand and Members, The HON Company (2019-2022)
Brian S. Smith	60	President, Hearth & Home Technologies	2024	Senior Vice President, Finance and Strategy, Hearth & Home Technologies (2018-2024)

PART II

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

Market for Common Stock

The Corporation's common stock is listed for trading on the New York Stock Exchange (NYSE) under the trading symbol HNI.

Holders

As of January 3, 2026, the Corporation had approximately 10,200 shareholders of record consisting of both individual and institutional investors.

EQ Shareowner Services, St. Paul, Minnesota, serves as the Corporation's transfer agent and registrar of its common stock. Shareholders may report a change of address or make inquiries by writing or calling: EQ Shareowner Services, P.O. Box 64874, St. Paul, MN 55164-0874, or 800-468-9716.

Dividends

The Corporation expects to continue its policy of paying regular quarterly cash dividends. Dividends have been paid each quarter since the Corporation paid its first dividend in 1955. The average dividend payout percentage for the most recent three-year period has been 58 percent of prior-year earnings or 32 percent of prior-year cash flow from operating activities. Future dividends are dependent on future earnings, capital requirements, and the Corporation's financial condition, and are declared in the sole discretion of the Board.

Purchases of Equity Securities

The Corporation repurchases shares under previously announced plans authorized by the Board. The Corporation's most recent share purchase authorization from May 17, 2022, authorized repurchase of $200 million of shares in addition to the previously available amount, with no specific expiration date. As of January 3, 2026, $84.3 million was authorized and available for the repurchase of shares by the Corporation. The authorization does not obligate the Corporation to purchase any shares and the authorization may be terminated, increased, or decreased by the Board at any time. The Corporation did not repurchase any of its shares during the fourth quarter of 2025.

Item 6. [Reserved]

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

The following discussion of the Corporation's results of operations and of its liquidity and capital resources should be read in conjunction with the Consolidated Financial Statements of the Corporation and related notes. All dollar amounts presented are in millions, except per share data or where otherwise indicated. Amounts may not sum due to rounding. Statements that are not historical are forward-looking and involve risks and uncertainties. See "Item 1A. Risk Factors" and the Forward-Looking Statements section within "Item 1. Business" for further information.

The Corporation follows a 52/53-week fiscal year, which ends on the Saturday nearest December 31. Fiscal year 2025 ended on January 3, 2026, fiscal year 2024 ended on December 28, 2024, and fiscal year 2023 ended on December 30, 2023. The financial statements for fiscal year 2025 are on a 53-week basis and 2024, and 2023 are on a 52-week basis. A 53-week year occurs approximately every sixth year.

To review management's discussion and analysis of the consolidated and segment-level results of operations for the fiscal year ended December 28, 2024 compared with the fiscal year ended December 30, 2023, refer to "Part II - Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Corporation's Annual Report on Form 10-K for the fiscal year ended December 28, 2024, as filed with the Securities and Exchange Commission on February 25, 2025.

Overview

HNI Corporation has been improving where people live, work, and gather for more than 80 years. HNI is a manufacturer of workplace furnishings and residential building products. Within workplace furnishings, the Corporation is the thought leader in commercial furnishings and the preeminent global designer, innovator, and provider of workplace solutions going to market under unique brands serving multiple channels and customers from the largest multinational companies to small local businesses. Within residential building products, the Corporation is the nation's leading manufacturer and marketer of hearth products. The Corporation utilizes a multi-faceted go-to-market model to deliver value to customers via various brands and selling models. HNI is focused on growing its existing businesses while seeking out and developing new opportunities for expansion. The Corporation's two reportable segments consist of Workplace Furnishings and Residential Building Products. Fiscal year 2025 included 53 weeks, with the extra week occurring in the fourth quarter, while fiscal year 2024 included 52 weeks.

On December 10, 2025, the Corporation completed its acquisition of Steelcase Inc. ("Steelcase"), a global design and furniture company, in a cash and stock transaction valued at approximately $1.9 billion. See "Note 4. Acquisitions and Divestitures" in the Notes to Consolidated Financial Statements for more details on the Steelcase acquisition. Steelcase will be included in the Workplace Furnishings segment. The Corporation has included the financial results of Steelcase in the Consolidated Financial Statements starting as of the date of acquisition.

The acquisition of Steelcase unites two industry leaders to meet the dynamic marketplace and evolving needs of the workplace amid accelerating in-office work trends. The combination will not only transform the Corporation, but it will also be transformational for the workplace furnishings industry — as two highly respected companies with shared values, talented teams, strong financial profiles, and highly complementary capabilities have been brought together. This strong foundation, combined with expected synergies, will accelerate the Corporation's ability to invest in long-term operational enhancements, digital transformation, products to meet evolving customer needs, and customer-centered buying experiences. Integration efforts are underway, utilizing a disciplined and proven approach informed by recent experience, while continuing to build on the iconic brands for which both companies are widely respected.

The Corporation continues to realize significant savings from synergies associated with the 2023 acquisition of Kimball International and the ramp-up of its Mexico facility. In addition, synergies associated with the integration of Steelcase will increase earnings over the next five years, with modest accretion expected in 2026. In addition to eliminating redundant public company corporate costs, the synergies are associated with expected savings in the Americas and does not include any revenue synergies.

During 2025, in Workplace Furnishings, the strategic focus remains margin expansion. The ongoing integration of the Kimball International business and related synergies, expanded utilization of its manufacturing facility in Mexico, and network optimization initiatives are enabling the segment's profit transformation plan, while the divestiture of HNI India in the second quarter of 2025 allows the Corporation to focus on its core strategies. The Residential Building Products business remains focused on driving revenue growth over the long term. Currently, the business is navigating challenging housing market dynamics resulting from interest rate volatility and affordability issues. In addition, macroeconomic volatility and evolving government

tariff policies continue to drive a heightened level of uncertainty in the Corporation's markets. Both the Workplace Furnishings segment and the Residential Building Products segment increased net sales year-over-year, while maintaining strong profitability.

Consolidated net sales for 2025 were $2.8 billion, an increase of 12.4 percent compared to net sales of $2.5 billion in the prior year. The change was driven by 14.6 percent year-over-year sales growth in the Workplace Furnishings segment, and an 5.7 percent increase in net sales in the Residential Building Products segment. Steelcase contributed $187.5 million in net sales since the acquisition date. The divestiture of HNI India in the second quarter of 2025 reduced year-over-year sales by $16.2 million. These transactions affect the comparability of results between years. The references below to "legacy" HNI businesses refer to the Corporation's businesses excluding the acquisition and impact of Steelcase.

Net income attributable to the Corporation in 2025 was $54.2 million compared to net income of $139.5 million in 2024. The current year included $94.6 million of acquisition costs, $9.5 million of additional interest expense related to the Steelcase transaction, the $7.7 million impairment of intangible assets at a small Workplace Furnishings business, a loss of $6.5 million on the divestiture of HNI India, and $4.6 million of purchase accounting adjustments related to the Steelcase acquisition. Excluding these items, net income increased in the current year driven by higher net sales volume in the legacy HNI businesses and improved net productivity, partially offset by higher core Selling and administrative expenses ("SG&A").

Results of Operations

The following table presents certain results of operations:

	2025	2024	Change
Net sales	$ 2,839.0	$ 2,526.4	12.4 %
Cost of sales	1,662.9	1,493.0	11.4 %
Gross profit	1,176.1	1,033.4	13.8 %
Selling and administrative expenses	937.0	820.7	14.2 %
Acquisition costs	94.6	—	NM
Restructuring, impairment, and loss on divestiture	18.5	6.2	201 %
Operating income	126.0	206.5	(39.0)%
Interest expense, net	35.6	27.2	30.7 %
Other non-operating income, net	0.4	—	NM
Income before income taxes	90.8	179.3	(49.4)%
Income tax expense	36.5	39.8	(8.2)%
Net income attributable to non-controlling interest	0.0	0.0	NM
Net income attributable to HNI Corporation	$ 54.2	$ 139.5	(61.1)%

As a Percentage of Net Sales:			
Net sales	100.0%	100.0%	
Gross profit	41.4	40.9	50 bps
Selling and administrative expenses	33.0	32.5	50 bps
Acquisition costs	3.3	—	330 bps
Restructuring, impairment, and loss on divestiture	0.7	0.2	50 bps
Operating income	4.4	8.2	-380 bps
Income tax expense	1.3	1.6	-30 bps
Net income attributable to HNI Corporation	1.9	5.5	-360 bps

Net Sales

Consolidated net sales for 2025 increased 12.4 percent compared to the prior year. The change was driven by $187.5 million of favorable impact from the acquisition of Steelcase in the current year along with volume growth and price realization in both the Residential Building Products and Workplace Furnishings segments. These factors were partially offset by a $16.2 million decrease in net sales from the divestiture of HNI India in the second quarter of 2025.

Gross Profit

Gross profit as a percentage of net sales increased 50 basis points in 2025 compared to 2024, driven by improved net productivity. Gross profit contains $2.2 million of Steelcase purchase accounting adjustments for inventory step-up and additional depreciation for the preliminary valuation adjustment to property, plant and equipment.

Selling and Administrative Expenses

Selling and administrative expenses as a percentage of net sales increased 50 basis points in 2025 compared to 2024. This increase was driven by wage inflation, the impacts from the acquisition of Steelcase, and higher core SG&A, partially offset by higher net sales in the legacy HNI businesses. Selling and administrative expenses includes $2.4 million of Steelcase purchase accounting adjustments related to amortization of intangibles and additional depreciation for the preliminary valuation.

Acquisition Costs

In the current year the Corporation recorded costs of $94.6 million associated with the Steelcase acquisition. Acquisition costs consist primarily of change in control compensation expenses, transaction success fees, and other professional services fees. See "Note 4. Acquisitions and Divestitures" in the Notes to the Consolidated Financial Statements for further information.

Restructuring, Impairment, and Divestitures

In the current year the Corporation recorded charges of $18.5 million primarily in connection with the impairment of intangible assets related to a small business unit in the Workplace Furnishings segment, the loss on divestiture of the HNI India business, and the Corporation's network optimization program. Prior-year restructuring and impairment charges of $6.2 million were primarily incurred in connection with the Corporation's network optimization program.

Operating Income

In 2025, operating margin decreased 380 basis points compared to 2024 driven by acquisition costs and restructuring, impairment and divestiture charges. Excluding these items, operating margin was flat year-over-year with higher net sales volume in the legacy HNI businesses and improved net productivity, offset by impacts from the acquisition of Steelcase and higher core SG&A.

Interest Expense, Net

Interest expense, net was $35.6 million and $27.2 million in 2025 and 2024, respectively. The increase was driven by higher average outstanding borrowings incurred to fund the acquisition of Steelcase.

Income Taxes

The following table summarizes the Corporation’s income tax provision:

	2025	2024
Income before income taxes	$ 90.8	$ 179.3
Income tax expense	$ 36.5	$ 39.8
Effective tax rate	40.2%	22.2%

The income tax provision reflects a higher rate in 2025 compared to the prior year, primarily due to the impact of acquisition costs and parachute compensation payments for acquisition of Steelcase. See "Note 8. Income Taxes" in the Notes to Consolidated Financial Statements for further information relating to income taxes.

Net Income Attributable to HNI Corporation

Net income attributable to the Corporation was $54.2 million or $1.11 per diluted share in 2025 compared to $139.5 million or $2.88 per diluted share in 2024.

Workplace Furnishings

The following table presents certain results of operations in the Workplace Furnishings segment:

	2025	2024	Change
Net sales	$ 2,164.1	$ 1,888.0	14.6%
Operating income	$ 183.0	$ 169.1	8.3%
Operating income %	8.5 %	9.0 %	-50 bps

Net sales in 2025 for the Workplace Furnishings segment increased 14.6 percent compared to 2024. The acquisition of Steelcase increased segment net sales by $187.5 million over the prior year, partially offset by a $16.2 million decrease in net sales from the divestiture of HNI India in the second quarter of 2025. Excluding the impact of this transaction, segment net sales were up 4.7 percent driven by improved volume and price across most channels, with the exception of Hospitality which saw decreases in both volume and price.

Operating income as a percentage of net sales compressed 50 basis points in 2025 compared to 2024. The decrease was driven by impacts from the acquisition of Steelcase, unfavorable price-cost, and higher core SG&A, partially offset by improved net productivity and higher net sales volume. Operating income includes $4.6 million of purchase accounting costs related to inventory step-up, intangible amortization and additional depreciation related to the preliminary valuation of Steelcase.

Residential Building Products

The following table presents certain results of operations in the Residential Building Products segment:

	2025	2024	Change
Net sales	$ 674.9	$ 638.4	5.7%
Operating income	$ 121.8	$ 110.8	9.9%
Operating income %	18.0%	17.4%	60 bps

Net sales in 2025 for the Residential Building Products segment increased 5.7 percent compared to 2024. Remodel/retrofit net sales increased year-over-year, while new construction was flat.

Operating income as a percentage of net sales increased 60 basis points in 2025 compared to 2024. The increase was driven by favorable price-cost, partially offset by higher variable compensation.

Liquidity and Capital Resources

Cash, cash equivalents, and short-term investments totaled $215.7 million at the end of 2025, compared to $28.9 million at the end of 2024. These funds, coupled with cash flow from future operations, borrowing capacity expected to be available under the Corporation’s existing credit agreements, and the continued ability to access capital markets, are expected to be adequate to fund operations and satisfy the Corporation's cash flow needs for at least the next twelve months. As of January 3, 2026, the Corporation can access the full $425 million of borrowing capacity available under the revolving credit facility, which includes the $15.0 million of borrowings outstanding as of that date, and maintain compliance with financial covenants under its debt agreements. As of the end of 2025, $54 million of cash was held outside of the United States.

Cash Flow – Operating Activities

Operating cash flows were $276.3 million in 2025, compared to $226.7 million in 2024. The increase was driven by favorable cash tax impacts including those resulting from the One Big Beautiful Bill Act (“OBBBA”). Working capital was a source of cash in 2025, compared to a use of cash in 2024. These factors were partially offset by lower net income in 2025 as described in the preceding "Results of Operations" section.

The Corporation places special emphasis on management and control of working capital, including accounts receivable and inventory. Management believes recorded trade receivable valuation allowances at the end of 2025 are adequate to cover the risk of potential bad debts. Allowances for non-collectible trade receivables, as a percent of gross trade receivables, totaled 0.2 percent and 0.8 percent at the end of 2025 and 2024, respectively. The decrease in allowances for non-collectible trade receivables as a

percent of gross trade receivables was driven by the addition of Steelcase's receivables as a result of the acquisition. The Corporation's inventory turns were 8.7 and 7.6 for 2025 and 2024, respectively. Inventory turns in the current year have been normalized for the impact of half a month of Steelcase activity.

Cash Flow – Investing Activities

Capital Expenditures - Capital expenditures, including capitalized software, were $67.8 million in 2025 and $52.9 million in 2024. The current-year capital expenditures were primarily applied to machinery, equipment, and tooling required to support continuing operations, continuous improvements, and cost savings initiatives in the manufacturing processes. Additionally, in support of the Corporation's long-term strategy to create effortless winning experiences for customers, the Corporation continues to invest in technology and digital capabilities. The Corporation expects capital expenditures for 2026 to be in the range of $140 million to $150 million.

Acquisitions and Divestitures - Investing activities in 2025 included expenditures of $390.3 million to acquire Steelcase, net of cash acquired, including restricted cash classified as "Other Assets" in the Consolidated Balance Sheets, and $8.1 million received from the sale of HNI India (net of costs to sell). See "Note 4. Acquisitions and Divestitures" in the Notes to the Consolidated Financial Statements for further information.

Cash Flow – Financing Activities

Debt - The Corporation maintains a revolving credit facility as the primary source of committed funding from which the Corporation finances its planned capital expenditures, strategic initiatives, and seasonal working capital needs. Cash flows included in financing activities for the current and prior periods include periodic borrowings and repayments under the revolving credit facility.

Steelcase Acquisition Financing - As described in more detail in "Note 7. Debt" in the Notes to the Consolidated Financial Statements, in connection with the Steelcase acquisition, the Corporation entered into a Credit Agreement on September 5, 2025 (the "Effective Date"), establishing (i) a senior secured revolving credit facility, (ii) a senior secured TLA Facility, and (iii) a senior secured TLB Facility.

Upon the completion of the acquisition on December 10, 2025, the Corporation incurred borrowings under the Credit Agreement facilities described above to repay and retire previous credit facilities and to fund the completion of the Steelcase acquisition. The extinguishment of prior facilities included the retirement of the Corporation's previous unsecured revolving credit facility, term loan A facility, and private placement notes outstanding.

As of January 3, 2026, the Corporation had the following borrowings outstanding related to the acquisition and ongoing financing of business operations: $15 million of borrowings under the $425 million revolving credit facility, $350 million of borrowings under the TLA Facility, and $500 million of borrowings under the TLB Facility.

Dividend - The Corporation is committed to maintaining or modestly growing the quarterly dividend. Cash dividends declared and paid per share are as follows:

	2025	2024
Dividends per common share	$ 1.35	$ 1.31

The last quarterly dividend increase was from $0.33 to $0.34 per common share effective with the June 11, 2025 dividend payment for shareholders of record at the close of business on May 23, 2025. The average dividend payout percentage for the most recent three-year period has been 58 percent of prior-year earnings or 32 percent of prior-year cash flow from operating activities.

Stock Repurchase - The Corporation's long-term strategy related to stock repurchases is focused on offsetting the dilutive impact of issuances of common stock pursuant to equity awards granted for various compensation-related matters. The Corporation may elect to opportunistically purchase additional shares based on excess cash generation and/or share price considerations. In 2025, the Corporation spent $83.6 million to repurchase 1.8 million shares of its common stock. As of January 3, 2026, $84.3 million was authorized and available for repurchase of shares by the Corporation. See "Note 10. Accumulated Other Comprehensive Income (Loss) and Shareholders' Equity" in the Notes to Consolidated Financial Statements for further information.

Sales of Stock - The Corporation records cash flows received from the sale of its common stock held in treasury, primarily in connection with stock option exercises and the HNI Corporation Members' Stock Purchase Plan. The approximately $50 million decrease in cash proceeds in the current year was due to a significant uptick in stock options exercised in the prior year, driven by growth in the market value per share of the Corporation's common stock. See "Note 10. Accumulated Other Comprehensive Income (Loss) and Shareholders' Equity" and "Note 11. Stock-Based Compensation" in the Notes to Consolidated Financial Statements for further information.

Company Owned Life Insurance ("COLI") - The Corporation holds certain investments in COLI assets. The COLI investments are intended to be held to maturity but are recorded at net current cash surrender value. The Corporation has the option to draw against the cash surrender value of the policies without forgoing the long-term maturity benefits of the investment or surrender the policies for their cash surrender value. During the fourth quarter of 2025, the Corporation borrowed $32 million against the COLI investments.

Cash Requirements

As of January 3, 2026, the Corporation has the following principal obligations and commitments to make future payments:

Purchase Obligations - The Corporation's purchase obligations include agreements to purchase goods or services that are enforceable, legally binding, and specify all significant terms, including the quantity to be purchased, the price to be paid, and the timing of the purchase. Estimated purchase obligations total $154 million during 2026 and $41 million thereafter.

Debt - Debt principal obligations are approximately $16 million during 2026 and $1,301 million thereafter. Interest obligations from debt are estimated to be approximately $71 million during 2026 and $289 million thereafter. See "Note 7. Debt" in the Notes to Consolidated Financial Statements for additional information.

Employee Benefit Obligations - Deferred compensation cash obligations related to legacy HNI plans are expected to be approximately $0.3 million during 2026 and $3.9 million thereafter. For legacy HNI post-retirement benefit plans, payments are expected to be approximately $1 million during 2026 and $10 million in aggregate from 2027 through 2035. For legacy Steelcase employee benefit plans, payments are expected to be approximately $65 million during 2026 and $82 million in aggregate from 2027 through 2035. See "Note 12. Employee Benefit Plan Obligations" in the Notes to Consolidated Financial Statements for additional information on legacy HNI and legacy Steelcase plan obligations. Obligations related to the Kimball International supplemental employee retirement plan are expected to be $5 million during 2026 and $7 million thereafter. See "Note 2. Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements for additional information.

Operating and Finance Leases - Operating and finance lease obligations are expected to be approximately $90 million during 2026 and $273 million thereafter. There were no material commitments related to leases which had been signed but not commenced as of the end of 2024. See "Note 13. Leases" in the Notes to Consolidated Financial Statements for additional information.

Other Obligations - Other long-term obligations of approximately $34 million are primarily comprised of statutory benefits for certain overseas workers, a put option, and uncertain tax liabilities. Additionally, in 2022 the Corporation entered into a long-term commitment to purchase solar energy from a local utility to satisfy a portion of the Corporation's electricity demand in the Muscatine, Iowa area. The Corporation's future commitment to the project totals approximately $13 million. The commencement of the project was initially estimated to be in 2025, but has been delayed. For the Corporation's estimated future obligations related to product warranties and self-insured liabilities, see "Note 2. Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements.

Litigation and Uncertainties

See "Note 14. Guarantees, Commitments, and Contingencies" in the Notes to Consolidated Financial Statements for further information.

Looking Ahead

The Corporation continues to navigate near-term uncertainty driven by macroeconomic conditions, including the recent dynamics around housing, cost inflation, and interest rates. However, management remains optimistic about the long-term prospects in the workplace furnishings and residential building products markets. Management believes the Steelcase Inc. acquisition will generate new opportunities for growth, and the Corporation continues to compete well in its legacy business markets.

Critical Accounting Policies and Estimates

General

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon the Consolidated Financial Statements, prepared in accordance with Generally Accepted Accounting Principles ("GAAP"). The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Senior management has discussed the development, selection, and disclosure of these estimates with the Audit Committee of the Board of Directors. Actual results may differ from these estimates under different assumptions or conditions.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the financial statements. Management believes the following critical accounting policies reflect its more significant estimates and assumptions used in the preparation of the Consolidated Financial Statements.

Business Combinations and Fair Value Measurements

The Company accounts for business combinations using the acquisition method of accounting. Under this method, the assets acquired and liabilities assumed are recorded at their estimated values as of the acquisition date. Determining the fair value of acquired assets and assumed liabilities requires management to make significant estimates and assumptions, particularly with respect to the fair values of the acquired inventory, property, plant and equipment, lease assets and liabilities, investments in unconsolidated affiliates and intangible assets. Management may engage a third-party valuation specialist to assist in developing those estimates. Fair value measurements are based on information available at the acquisition date and involve the use of valuation techniques that require judgment, including the selection of assumptions related to future cash flows, revenue growth rates, customer attrition, royalty rates, discount rates, useful lives, comparable property transactions, and price per square foot as well as other market participant expectations.

In certain acquisitions, such as the Steelcase Inc. acquisition, due to the proximity of the acquisition closing date to the end of a reporting period, the Corporation may record preliminary purchase price allocations for acquired assets and assumed liabilities. In this circumstance, the valuation approach applied was a benchmarking analysis based on publicly disclosed comparable transactions and available market data to develop preliminary estimates of the fair value of the acquired assets such as inventory, property, plant and equipment, and intangible assets, when complete valuation inputs are not yet available. The Corporation uses the information from comparable transactions to derive preliminary allocation percentage assumptions to estimate the value of the acquired assets. These preliminary estimates will be refined as additional information becomes available during the measurement period, which may result in material adjustments to the recorded amounts of the acquired assets and liabilities, including goodwill, and could affect depreciation, amortization, and other accounts in future periods.

Goodwill

The Corporation evaluates its goodwill for impairment on an annual basis during the fourth quarter (using a valuation date as of the start of the Corporation's fourth quarter) or whenever indicators of impairment exist.

The Corporation reviews goodwill at the reporting unit level, which refers to components for which discrete financial information is available and regularly reviewed by segment management. The accounting standards for goodwill permit entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform a quantitative goodwill impairment test. If the quantitative test is required, the Corporation estimates the fair value of its reporting units based on a weighted average of the income approach and the market approach. This estimated fair value is compared to the carrying value of the reporting unit and an impairment is recorded if the estimate is less than the carrying value. In the income approach, the estimate of fair value of each reporting unit is based on management's projection of revenues, gross margin, operating costs, and cash flows considering historical and estimated future results, general economic and market conditions, and the impact of planned business and operational strategies. The valuations employ present value techniques to measure fair value and consider market factors. In the market approach, the Corporation utilizes the guideline company method, which involves calculating valuation multiples based on operating data from guideline publicly-traded companies. These multiples are then applied to the operating data for the reporting units and adjusted for

factors similar to those used in the discounted cash flow analysis. Management believes the assumptions used for the quantitative impairment test, if required, are consistent with those utilized by a market participant in performing similar valuations of its reporting units. Management bases its fair value estimates on assumptions it believes to be reasonable at the time, but such assumptions are subject to inherent uncertainty. Actual results may differ from those estimates.

Assessing the fair value of a reporting unit includes, among other things, making key assumptions for estimating future cash flows and appropriate market multiples. These assumptions are subject to a high degree of judgment and complexity. The Corporation makes every effort to estimate future cash flows as accurately as possible with the information available at the time the forecast is developed. However, changes in assumptions and estimates may affect the estimated fair value of the reporting unit, and could result in an impairment charge in future periods. Factors that have the potential to create variances in the estimated fair value of the reporting unit include, but are not limited to, economic conditions in the United States and other countries where the Corporation has a presence, competitor behavior, the mix of product sales, commodity costs, wage rates, the level of manufacturing capacity, the pricing environment, and currency exchange fluctuations. In addition, estimates of fair value are impacted by estimates of the market-participant derived weighted average cost of capital. Changes in this assumption could have a significant effect on the estimated fair value of the reporting unit.

The key to recoverability of goodwill is the forecast of economic conditions and its impact on future revenues, operating profit, and cash flows. Management’s projection for the United States office furniture and domestic hearth markets and global economic conditions is inherently subject to a number of uncertain factors, such as global economic improvement, the United States housing market, credit availability, borrowing rates, and overall consumer confidence. In the near term, as management monitors the above factors, it is possible it may change the revenue and cash flow projections of certain reporting units, which may require the recording of additional goodwill impairment charges.

As discussed in "Note 6. Goodwill and Other Intangible Assets" in the Notes to Consolidated Financial Statements, management performed a qualitative goodwill impairment test in the fourth quarter of 2025 for the majority of the Corporation's reporting units. Goodwill associated with the Steelcase acquisition was not included in the testing due to the timing of the acquisition. Management was comfortable with a qualitative test in 2025 due to the quantitative testing completed in 2024. For a small workplace furnishing reporting unit, management concluded that a triggering event occurred in the fourth quarter of 2025, resulting in quantitative impairment tests for goodwill. This testing resulted in no goodwill impairment charges recorded.

As described in "Note 4. Acquisitions and Divestitures" in the Notes to Consolidated Financial Statements, in 2025 the Corporation acquired Steelcase Inc. in a transaction valued at $1.9 billion, resulting in the preliminary addition of $515.9 million of goodwill, all of which was assigned to the Workplace Furnishings segment. Recently acquired goodwill assigned to a new reporting unit generally has a higher inherent valuation risk, relative to goodwill assigned to reporting units that historically have had a large excess of fair value over carrying value.

Recently Issued Accounting Standards Not Yet Adopted

In November 2024, the Financial Accounting Standards Board issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses.* ASU 2024-03 aims to improve the disclosures about a public business entity’s expenses by requiring more detailed information about the types of costs and expenses, including purchases of inventory, employee compensation, selling expenses, depreciation, and intangible asset amortization within commonly presented captions on the face of the income statement. Disclosures are required to be made on an annual and interim basis in a tabular format in the footnotes to the financial statements. The ASU becomes effective for the Corporation for its fiscal year ending December 2027, and for interim periods beginning with the first fiscal quarter of 2028, and may be applied either prospectively or retrospectively. Early adoption is permitted. The Corporation is currently evaluating the impact of adopting this guidance to the Consolidated Financial Statements.

In September 2025, the Financial Accounting Standards Board issued ASU No. 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40) Targeted Improvements to the Accounting for Internal-Use Software.* ASU 2025-06 modernizes internal-use software guidance, eliminating accounting consideration for software development stages, requiring cost capitalization when management has authorized and is committed to funding the project and it is probable the projected will be completed and the software used for its intended function. The ASU becomes effective beginning with the first fiscal quarter of 2028, and may be applied either prospectively or retrospectively. Early adoption is permitted. The Corporation is currently evaluating the impact of adopting this guidance to the Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

During the normal course of business, the Corporation is subject to market risk associated with interest rate movements. Interest rate risk arises from variable interest debt obligations.

As of January 3, 2026, the Corporation had $15 million of debt outstanding under the Corporation's $425 million revolving credit facility, and $850 million of debt outstanding under two term loan agreements, all of which bore variable interest based on the Secured Overnight Financing Rate ("SOFR") and are subject to market risk from interest rate fluctuations. The Corporation may utilize additional borrowings under the revolving credit facility over the course of the year, which will be subject to the variable borrowings rate as defined in the agreement. As of November 2023, the Corporation had an interest rate swap agreement in place to fix the interest rate on $100 million principal amount of the Corporation's term loans. Under the terms of this interest rate swap, the Corporation pays a fixed rate of 4.7 percent instead of SOFR. As of January 3, 2026, the Corporation had $750 million of borrowings under the term loans which were not covered by the interest rate swap agreement. Based on the Corporation's variable-rate debt balance outstanding at January 3, 2026, a hypothetical 100 basis point change in the applicable interest rates would have an estimated $7.7 million impact on the interest expense incurred by the Corporation.

For information related to the Corporation's long-term debt, see "Note 7. Debt" in the Notes to Consolidated Financial Statements. For information related to the Corporation's interest rate swap activity, see "Note 10. Accumulated Other Comprehensive Income (Loss) and Shareholders' Equity" in the Notes to Consolidated Financial Statements.

Material and Component Risks

The Corporation is exposed to risks arising from price changes and/or tariffs for certain direct materials and assembly components used in its operations. The most significant material purchases and cost for the Corporation are for steel, aluminum, zinc, lumber, veneer, particleboard, textiles, paint, hardware, glass, plastic products, packaging, foam, and fiberglass. The market price of plastics and textiles, in particular, are sensitive to the cost of oil and natural gas. All of these materials are increasingly impacted by global market conditions. The Corporation works to offset these increased costs through global sourcing initiatives, product re-engineering, and price increases on its products. Periodically, margins are negatively impacted due to the lag between cost increases and the Corporation's ability to increase its prices. The Corporation believes future market price increases on its key direct materials and assembly components are likely. Consequently, it views the prospect of such increases as a risk to the business.

Foreign Currency Exchange Risk

The Corporation is exposed to foreign currency exchange rate risk primarily on sales and cost commitments, anticipated sales and purchases, and assets and liabilities denominated in currencies other than the functional currency of the operating entity. The Corporation seeks to manage its foreign exchange risk largely through operational means, including matching revenue with same-currency costs and assets with same-currency liabilities. The Corporation transacted business globally in various primary currencies in 2025, of which the most significant were the U.S. dollar, the euro, the U.K. pound sterling, the Canadian dollar, the Indian rupee, the Mexican peso, the Chinese renminbi and the Malaysian ringgit. The Corporation actively manages the foreign currency exposures that are associated with committed foreign currency purchases and sales created in the normal course of business at the local entity level. Exposures that cannot be naturally offset within a local entity to an immaterial amount are often netted with offsetting exposures at other entities or hedged with foreign currency derivatives. The Corporation does not use foreign currency derivatives for trading or speculative purposes. The Corporation's results are affected by the strength of the currencies in countries where it manufactures or purchases goods relative to the strength of the currencies in countries where its products are sold.

The translation of the assets and liabilities of the Corporation's international subsidiaries is completed using the foreign currency exchange rates as of the end of the fiscal year. Translation adjustments are not included in determining net income but are included in "Accumulated other comprehensive income (loss)" within shareholders' equity on the Consolidated Balance Sheets until a sale or substantially complete liquidation of the net investment in the international subsidiary takes place. In certain markets, the Corporation could recognize a significant gain or loss related to unrealized cumulative translation adjustments if it was to exit the market and liquidate its net investment. As of January 3, 2026 and December 28, 2024, the cumulative net currency translation adjustments did not have a material impact on shareholders' equity.

Foreign currency exchange gains and losses reflect transaction gains and losses, which arise from monetary assets and liabilities denominated in currencies other than a business unit's functional currency and are recorded in Other non-operating income, net in the Consolidated Statements of Comprehensive Income.

See "Note 10. Accumulated Other Comprehensive Income (Loss) and Shareholders' Equity" in the Notes to Consolidated Financial Statements for further information.

Fixed Income and Equity Price Risk

The Corporation is exposed to fixed income and equity price risk primarily on the net cash surrender value associated with its investments in variable life COLI policies, which totaled $70.6 million as of January 3, 2026. Our variable life COLI policies were allocated at approximately 60% fixed income and 40% equity investments as of January 3, 2026.

The Corporation estimates a 10% adverse change in the value of the equity portion of the variable life COLI investments would reduce net income by approximately $1 million in 2025. However, given that a portion of the investments in COLI policies are intended to be utilized as a long-term funding source for deferred compensation obligations, and the related earnings associated with these obligations are driven by participant investment elections that often include equity market allocations, any adverse change in the equity portion of the variable life COLI investments may be partially offset by reductions in deferred compensation liabilities. The Corporation estimates that the risk of changes in the value of the variable life COLI investments due to other factors, including changes in interest rates, yield curve and portfolio duration, would not have a material impact on its results of operations or financial condition. This quantitative measure has inherent limitations since not all of the investments are in similar asset classes.

See "Note 18. Company-Owned Life Insurance" in the Notes to Consolidated Financial Statements for further information.

Item 8. Financial Statements and Supplementary Data

The financial statements listed under Item 15(a)(1) and (2) are filed as part of this report and are incorporated herein by reference.

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures
Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Corporation in the reports it files or submits under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed to ensure information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer of the Corporation, the Corporation's management carried out an evaluation of the Corporation's disclosure controls and procedures pursuant to Exchange Act Rules 13a – 15(e) and 15d – 15(e) as of the end of the period covered by this Annual Report on Form 10-K. As of January 3, 2026, based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded these disclosure controls and procedures are effective.

Changes in Internal Controls
There have been no changes in the Corporation's internal control over financial reporting during the fiscal quarter ended January 3, 2026 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting, except with respect to the internal controls over financial reporting of Steelcase that were inherited as part of the Steelcase acquisition on December 10, 2025.
Management's Report on Internal Control over Financial Reporting
Management's annual report on internal control over financial reporting and the attestation report of the Corporation's independent registered public accounting firm are included in "Item 15. Exhibit and Financial Statement Schedules" of this report

under the headings "Management Report on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm," respectively, and management's annual report is incorporated herein by reference.

In the fourth quarter of 2025, the Corporation acquired Steelcase Inc. (See "Note 4. Acquisitions and Divestitures" in the Notes to Consolidated Financial Statements for additional information). Due to the timing of the transaction, management has excluded Steelcase Inc. from the annual assessment of the effectiveness of internal control over financial reporting as of January 3, 2026. Steelcase Inc. represents approximately 63 percent of the Corporation's consolidated total assets as of January 3, 2026 and 7 percent of net sales of the Corporation for the year ended January 3, 2026.

Item 9B. Other Information

Securities Trading Arrangements of Directors and Officers

The following table presents information about each adoption and termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each such term is defined in Item 408(a) of Regulation S-K, by directors and officers of the Corporation (as "officer" is defined in Rule 16a-1(f) under the Exchange Act) during the three months ended January 3, 2026:

			Trading Arrangement			
Name and Title	Action	Date	Rule 10b5-1	Non-Rule 10b5-1	Total Shares to be Sold	Expiration Date
Brian S. Smith, President, Hearth & Home Technologies	Adopt	November 10, 2025	x		3,676	November 13, 2026

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information under the caption "Corporate Governance and Board Matters" of the Corporation's definitive proxy statement on Schedule 14A for the Annual Meeting of Shareholders to be held on May 20, 2026 (the "2026 Proxy Statement") is incorporated herein by reference. For information with respect to executive officers of the Corporation, see "Table I - Information about our Executive Officers" included in Part I of this report.

Information relating to the identification of the audit committee and audit committee financial expert of the Corporation is contained under the caption "Directors" of the 2026 Proxy Statement and is incorporated herein by reference.

The Corporation maintains a code of ethics, which it calls the "Member Code of Integrity," that applies to all directors, executive officers, and other members. A copy of the Member Code of Integrity is available at investors.hnicorp.com. To the extent required by SEC rules, the Corporation intends to disclose amendments to or waivers of the Member Code of Integrity granted to the Corporation's directors and executive officers by posting such information to the Corporation's website within four business days following the date of such amendment or waiver.

The Corporation maintains a policy that governs the purchase, sale, and other disposition of the Corporation's securities by its directors, officers, members, and other covered persons. The policy is filed as Exhibit 19 to this report.

Item 11. Executive Compensation

The information under the captions "Executive Compensation" and "Director Compensation" of the 2026 Proxy Statement is incorporated herein by reference.

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

The information under the captions "Beneficial Ownership of the Corporation's Stock" and "Equity Compensation Plan Information" of the 2026 Proxy Statement is incorporated herein by reference.

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

The information under the caption "Corporate Governance and Board Matters" of the 2026 Proxy Statement is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The Corporation's independent registered public accounting firm is KPMG LLP, Chicago, IL, Auditor Firm ID: 185.

The information under the caption "Audit and Non-Audit Fees" of the 2026 Proxy Statement is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Financial Statements

The following consolidated financial statements of the Corporation and its subsidiaries included in the Corporation's 2025 Annual Report on Form 10-K are filed as a part of this Report pursuant to Item 8:

	Page
Management Report on Internal Control Over Financial Reporting	43
Report of Independent Registered Public Accounting Firm	44
Consolidated Statements of Comprehensive Income for the Years Ended January 3, 2026, December 28, 2024, and December 30, 2023	47
Consolidated Balance Sheets - January 3, 2026 and December 28, 2024	48
Consolidated Statements of Equity for the Years Ended January 3, 2026, December 28, 2024, and December 30, 2023	50
Consolidated Statements of Cash Flows for the Years Ended January 3, 2026, December 28, 2024, and December 30, 2023	51
Notes to Consolidated Financial Statements	52

(2) Financial Statement Schedules

All other schedules for which provision is made in the applicable accounting regulation of the SEC are not required under the related instructions or are inapplicable and, therefore, have been omitted.

(b) Exhibits

(2.1)	Agreement and Plan of Merger, by and among, HNI Corporation, Geranium Merger Sub I, Inc., Geranium Merger Sub II, LLC and Steelcase 2025 (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed August 4, 2025)
(3.1)	Amended and Restated Articles of Incorporation of HNI Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended January 2, 2010)
(3.2)	Amended and Restated By-laws of HNI Corporation, effective May 10, 2021 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed May 11, 2021)
(4.1)	Description of Securities of HNI Corporation (incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended December 28, 2019)
(4.2)	Indenture, dated December 10, 2025, relating to the 5.125% Notes due 2029, by and among HNI, the guarantors party thereto and U.S. Bank Trust Company, National Association (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed December 10, 2025)
(10.1)	Fourth Amended and Restated Credit Agreement, dated as of June 14, 2022, by and among HNI Corporation, as borrower, certain domestic subsidiaries of HNI Corporation, as guarantors, certain lenders and Wells Fargo Bank, National Association, as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 17, 2022)
(10.2)	First Amendment to the Fourth Amended and Restated Credit Agreement, dated as of March 14, 2023, among HNI Corporation, as borrower, certain domestic subsidiaries of HNI Corporation, as guarantors, certain lenders and Wells Fargo Bank, National Association, as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed March 16, 2023)
(10.3)	First Additional Loan Amendment to Fourth Amended and Restated Credit Agreement, by and among HNI Corporation, certain domestic subsidiaries of HNI Corporation, as guarantors, certain lenders and Wells Fargo Bank, National Association, as administrative agent, dated as of June 1, 2023 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed June 1, 2023)
(10.4)	Term Loan Credit Agreement, dated as of March 31, 2023, among HNI Corporation, as borrower, certain domestic subsidiaries of HNI Corporation, as guarantors, certain lenders and Wells Fargo Bank, National Association, as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed April 4, 2023)

(10.5)	First Additional Loan Amendment to Term Loan Credit Agreement, by and among HNI Corporation, certain domestic subsidiaries of HNI Corporation, as guarantors, certain lenders and Wells Fargo Bank, National Association, as administrative agent, dated as of May 25, 2023 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 1, 2023)
(10.6)	Note Purchase Agreement, dated May 31, 2018, among HNI Corporation and the purchasers named therein (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed May 31, 2018)
(10.7)	Guaranty Agreement, dated May 31, 2018, made by each of the guarantors named therein (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed May 31, 2018)
(10.8)	HNI Corporation 2007 Stock-Based Compensation Plan, as amended (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement filed with the SEC March 23, 2015)*
(10.9)	Amended form of HNI Corporation 2007 Stock-Based Compensation Plan Stock Option Award Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed March 22, 2018)*
(10.10)	HNI Corporation 2017 Stock-Based Compensation Plan (incorporated by reference to Exhibit 4.3 to the Registrant's Form S-8 filed May 9, 2017)*
(10.11)	Amended form of HNI Corporation 2017 Stock-Based Compensation Plan Stock Option Award Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed March 22, 2018)*
(10.12)	Form of HNI Corporation 2017 Stock-Based Compensation Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017)*
(10.13)	2017 Equity Plan for Non-Employee Directors of HNI Corporation (incorporated by reference to Exhibit 4.4 to the Registrant's Form S-8 filed May 9, 2017)*
(10.14)	Form of 2017 Equity Plan for Non-Employee Directors of HNI Corporation Participation Agreement (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017)*
(10.15)	Form of HNI Corporation Change In Control Employment Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 29, 2018)*
(10.16)	Form of HNI Corporation Amended and Restated Indemnity Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed November 14, 2007)*
(10.17)	HNI Corporation Supplemental Income Plan (f/k/a HNI Corporation ERISA Supplemental Retirement Plan), as amended and restated (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed February 22, 2010)*
(10.18)	HNI Annual Incentive Plan, as amended (incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement filed with the SEC March 23, 2015)*
(10.19)	HNI Corporation Long-Term Performance Plan, as amended (incorporated by reference to Appendix C to the Registrant's Definitive Proxy Statement filed with the SEC March 23, 2015)*
(10.20)	HNI Corporation Executive Deferred Compensation Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 4, 2015)*
(10.21)	Form of HNI Corporation Executive Deferred Compensation Plan Deferral Election Agreement (incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the year ended January 2, 2010)*
(10.22)	HNI Corporation Directors Deferred Compensation Plan, as amended (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 4, 2015)*
(10.23)	Form of HNI Corporation Directors Deferred Compensation Plan Deferral Election Agreement (incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the year ended January 2, 2010)*
(10.24)	Amended form of HNI Corporation 2017 Stock-Based Compensation Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the year ended December 28, 2019)*
(10.25)	Form of HNI Corporation 2017 Stock-Based Compensation Plan Performance Share Unit Award Agreement (incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K for the year ended December 28, 2019)*
(10.26)	Amended form of HNI Corporation 2017 Stock-Based Compensation Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report on Form 10-K for the year ended January 2, 2021*

(10.27)	HNI Corporation 2021 Stock-Based Compensation Plan (incorporated by reference from Appendix A to the Registrant's Proxy Statement filed on April 12, 2021)*
(10.28)	Form of HNI Corporation 2021 Stock-Based Compensation Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 3, 2021)*
(10.29)	Form of HNI Corporation 2021 Stock-Based Compensation Plan Restricted Stock Unit Award Agreement (CEO) (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 3, 2021)*
(10.30)	Form of HNI Corporation 2021 Stock-Based Compensation Performance Share Unit Award Agreement (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 3, 2021)*
(10.31)	HNI Corporation Stock Incentive Plan for Legacy Kimball Employees (incorporated by reference to Exhibit 99.1 to the Registrant's Form S-8 filed June 1, 2023)*
(10.32)	Form of HNI Corporation Stock Incentive Plan for Legacy Kimball Employees Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.32 to the Registrant's Annual Report on Form 10-K for the year ended December 30, 2023)*
(10.33)	Form of HNI Corporation Stock Incentive Plan for Legacy Kimball Employees Performance Stock Unit Award Agreement (incorporated by reference to Exhibit 10.33 to the Registrant's Annual Report on Form 10-K for the year ended December 30, 2023)*
(10.34)	HNI Corporation 2017 Equity Plan for Non-Employee Directors (incorporated by reference to Exhibit 4.3 to the Registrant's Form S-8 filed May 20, 2024)*
(10.35)	Credit Agreement, dated as of September 5, 2025, among HNI Corporation, as borrower, certain domestic subsidiaries of HNI Corporation, as guarantors, certain lenders and Wells Fargo Bank, as administration agent (incorporated by reference to Exhibit 10.1 to HNI Corporation's Current Report on Form 8-K filed September 5, 2025)+
(10.36)	HNI Corporation Incentive Plan Compensation Plan for Legacy Steelcase Employees (incorporated by reference to Exhibit 99.1 to the Registrant's Form S-8 filed December 10, 2025)*
(10.37)	Form of HNI Corporation 2021 Stock-Based Compensation Plan Restricted Stock Unit Award Agreement (CEO)
(19)	HNI Corporation Insider Trading Policy+
(21)	Subsidiaries of the Registrant+
(23.1)	Consent of Independent Registered Public Accounting Firm+
(24)	Powers of Attorney (included on the signatures page of this Annual Report on Form 10-K)
(31.1)	Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
(31.2)	Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
(32.1)	Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
(97)	HNI Corporation Incentive Compensation Recovery Policy+
(99.1)	Voting Support Agreement, by and among HNI Corporation, Robert C. Pew III and Susan H. Taylor, dated as of August 3, 2025 (incorporated by reference to Exhibit 99.3 to HNI Corporation's Current Report on Form 8-K filed August 4, 2025)+
(99.2)	Voting Support Agreement, by and between HNI Corporation and Jennifer C. Niemann, dated as of August 3, 2025 (incorporated by reference to Exhibit 99.4 to HNI Corporation's Current Report on Form 8-K filed August 4, 2025)+
(101)	The following materials from HNI Corporation's Annual Report on Form 10-K for the fiscal year ended December 28, 2024 are formatted in Inline XBRL (eXtensible Business Reporting Language) and filed electronically herewith: (i) Consolidated Statements of Comprehensive Income; (ii) Consolidated Balance Sheets; (iii) Consolidated Statements of Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated Financial Statements
(104)	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Indicates management contract or compensatory plan.
\+ Filed or furnished herewith.

Item 16. Form 10-K Summary

None.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

HNI Corporation

Date: March 3, 2026

By: /s/ Jeffrey D. Lorenger
Name: Jeffrey D. Lorenger
Title: Chairman, President, and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated. Each Director whose signature follows authorizes and appoints Jeffrey D. Lorenger as his or her attorney-in-fact to sign and file on his or her behalf any and all amendments to this report.

Signature	Title	Date
/s/ Jeffrey D. Lorenger Jeffrey D. Lorenger	Chairman, President, and Chief Executive Officer, Principal Executive Officer, and Director	March 3, 2026
/s/ Vincent P. Berger Vincent P. Berger	Executive Vice President, Chief Financial Officer, Principal Financial Officer, and Principal Accounting Officer	March 3, 2026
/s/ Mary A. Bell Mary A. Bell	Director	March 3, 2026
/s/ Timothy C.E. Brown Timothy C.E. Brown	Director	March 3, 2026
/s/ Miguel M. Calado Miguel M. Calado	Lead Director	March 3, 2026
/s/ Cheryl A. Francis Cheryl A. Francis	Director	March 3, 2026
/s/ Patrick D. Hallinan Patrick D. Hallinan	Director	March 3, 2026
/s/ John R. Hartnett John R. Hartnett	Director	March 3, 2026
/s/ Mary K. W. Jones Mary K. W. Jones	Director	March 3, 2026
/s/ Larry B. Porcellato Larry B. Porcellato	Director	March 3, 2026
/s/ David M. Roberts David M. Roberts	Director	March 3, 2026
/s/ Dhanusha Sivajee Dhanusha Sivajee	Director	March 3, 2026
/s/ Linda K. Williams Linda K. Williams	Director	March 3, 2026

Management Report on Internal Control Over Financial Reporting

Management of HNI Corporation is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. HNI Corporation's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. HNI Corporation's internal control over financial reporting includes those written policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of HNI Corporation;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of HNI Corporation are being made only in accordance with authorizations of management and directors of HNI Corporation; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of assets that could have a material effect on the consolidated financial statements.

Internal control over financial reporting includes the controls themselves, monitoring (including internal auditing practices), and actions taken to correct deficiencies as identified.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

U.S. Securities and Exchange Commission guidance allows companies to exclude acquisitions from management's report on internal control over financial reporting for the first year after the acquisition when it is not possible to conduct an assessment. In fourth quarter of 2025, the Corporation acquired Steelcase Inc. (See "Note 4. Acquisitions and Divestitures" in the Notes to Consolidated Financial Statements for additional information). Due to the timing of the transaction management has excluded Steelcase Inc. from the annual assessment of the effectiveness of internal control over financial reporting as of January 3, 2026. Steelcase Inc. represents approximately 63 percent of the Corporation's consolidated total assets as of January 3, 2026 and 7 percent of net sales of the Corporation for the year ended January 3, 2026.

Management assessed the effectiveness of HNI Corporation's internal control over financial reporting as of January 3, 2026. Management based this assessment on criteria for effective internal control over financial reporting described in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of HNI Corporation's internal control over financial reporting and testing of operational effectiveness of HNI Corporation's internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of the Board of Directors.

Based on this assessment, management determined, as of January 3, 2026, HNI Corporation maintained effective internal control over financial reporting.

The effectiveness of HNI Corporation's internal control over financial reporting as of January 3, 2026 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its report which appears herein.

March 3, 2026

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors

HNI Corporation:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of HNI Corporation and subsidiaries (the Company) as of January 3, 2026 and December 28, 2024, the related consolidated statements of comprehensive income, equity, and cash flows for the fiscal year 2025 ended January 3, 2026, fiscal year 2024 ended December 28, 2024, and fiscal year 2023 ended December 30, 2023, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of January 3, 2026, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of January 3, 2026 and December 28, 2024, and the results of its operations and its cash flows for fiscal year 2025 ended January 3, 2026, fiscal year 2024 ended December 28, 2024, and fiscal year 2023 ended December 30, 2023, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 3, 2026 based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company acquired Steelcase Inc. during 2025, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of January 3, 2026, Steelcase Inc.'s internal control over financial reporting associated with 63 percent of total assets and 7 percent of net sales included in the consolidated financial statements of the Company as of and for the year ended January 3, 2026. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Steelcase Inc.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

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

Preliminary valuation of acquired property, plant and equipment, and customer lists, acquired technology, and trademarks and trade names intangible assets

As discussed in Note 4 to the consolidated financial statements, the Company completed the acquisition of Steelcase Inc. on December 10, 2025, for total consideration of $1.9 billion. The Company accounted for the transaction as a business combination, which requires recording the assets acquired and liabilities assumed at their estimated fair values as of the acquisition date. Due to the timing of the transaction in relation to the Company's fiscal year end, the Company's valuations of several acquired assets and assumed liabilities are preliminary as of January 3, 2026, including the property, plant and equipment and intangible assets. Accordingly, the Company has recorded preliminary fair values for acquired property, plant and equipment of $622.8 million and intangible assets, including customer lists, acquired technology, and trademarks and trade names, totaling $270.0 million, $50.0 million, and $270.0 million, respectively.

We identified the evaluation of the preliminary fair value of the property, plant and equipment, and customer lists, acquired technology, and trademarks and trade names intangible assets acquired in the Steelcase Inc. acquisition as a critical audit matter. A high degree of subjective auditor judgment and specialized valuation skills and knowledge were required to evaluate the reasonableness of the comparable transactions and the resulting preliminary allocation percentage assumptions used by management to derive the preliminary fair values for these acquired assets.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's business combination process. This included a control over the identification of comparable transactions and the reasonableness of the preliminary allocation percentage assumptions used in the preliminary valuation of the acquired property, plant and equipment, and customer lists, acquired technology, and trademarks and trade names intangible assets. We involved valuation professionals with specialized skills and knowledge, who assisted in:

- assessing the reasonableness of the selected comparable transactions used by the Company in the preliminary valuation for comparability with the Steelcase Inc. acquisition by comparing them to transactions within the Company's industry and publicly available market data.
- evaluating the reasonableness of the Company's preliminary allocation percentage assumptions used in the preliminary valuation of the property, plant and equipment, and customer lists, acquired technology, and trademarks and trade names intangible assets based on actual purchase price allocations percentages in comparable transactions.

Sufficiency of audit evidence over net sales

As discussed in Note 2 to the Company's consolidated financial statements, the Company recognizes revenue for sales of workplace furnishings and residential building products at a point in time following the transfer of control of such products to the customer. The Company recorded $2,839.0 million of net sales for the year ended January 3, 2026.

We identified the evaluation of the sufficiency of audit evidence over net sales as a critical audit matter. Evaluating the sufficiency of audit evidence obtained required especially subjective auditor judgment because of the dispersion of the Company's net sales generating activities across locations. This included determining the Company locations at which procedures were performed.

The following are the primary procedures we performed to address this critical audit matter. We applied auditor judgment to determine the nature and extent of procedures to be performed over net sales, including the determination of the Company locations at which those procedures were to be performed. At each Company location where procedures were performed, we:

- evaluated the design and tested the operating effectiveness of certain internal controls over the Company's net sales processes, including the Company's controls over the accurate recording of sales amounts
- performed software-assisted data analyses to test relationships among certain sales transactions
- assessed the recorded net sales for a selection of transactions by comparing the amounts recognized for consistency with underlying documentation, including contracts with customers, shipping documentation, customer acceptance, and payments.

We evaluated the sufficiency of audit evidence obtained by assessing the results of procedures performed, including the nature and extent of such evidence

/s/ KPMG LLP

We have served as the Company's auditor since 2015.

Chicago, Illinois
March 3, 2026

Financial Statements

HNI Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income
(In millions, except per share data)

	2025	2024	2023
Net sales	$ 2,839.0	$ 2,526.4	$ 2,434.0
Cost of sales	1,662.9	1,493.0	1,485.7
Gross profit	1,176.1	1,033.4	948.3
Selling and administrative expenses	937.0	820.7	772.0
Acquisition costs	94.6	—	41.2
Restructuring, impairment, and loss on divestiture	18.5	6.2	44.8
Operating income	126.0	206.5	90.3
Interest expense, net	35.6	27.2	25.5
Other non-operating income, net	0.4	—	—
Income before income taxes	90.8	179.3	64.8
Income tax expense	36.5	39.8	15.6
Net income	54.2	139.5	49.2
Less: Net income attributable to non-controlling interest	0.0	0.0	0.0
Net income attributable to HNI Corporation	$ 54.2	$ 139.5	$ 49.2
Average number of common shares outstanding – basic	47.9	47.4	44.5
Net income attributable to HNI Corporation per common share – basic	$ 1.13	$ 2.95	$ 1.11
Average number of common shares outstanding – diluted	48.9	48.5	45.4
Net income attributable to HNI Corporation per common share – diluted	$ 1.11	$ 2.88	$ 1.09
Foreign currency translation adjustments	$ 8.5	$ (0.4)	$ (0.2)
Change in unrealized gains (losses) on marketable securities, net of tax	0.2	0.1	0.4
Change in pension and post-retirement liability, net of tax	3.4	1.1	0.0
Change in derivative financial instruments, net of tax	(0.4)	1.6	(2.8)
Other comprehensive income (loss), net of tax	11.8	2.4	(2.6)
Comprehensive income	66.0	141.9	46.6
Less: Comprehensive income (loss) attributable to non-controlling interest	0.0	0.0	0.0
Comprehensive income attributable to HNI Corporation	$ 66.0	$ 141.9	$ 46.6

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

Amounts may not sum due to rounding.

HNI Corporation and Subsidiaries
Consolidated Balance Sheets
(In millions)

	January 3, 2026	December 28, 2024
Assets		
Current Assets:		
Cash and cash equivalents	$ 209.2	$ 20.2
Short-term investments	6.5	6.4
Receivables	571.1	248.4
Allowance for credit losses	(1.1)	(2.0)
Inventories, net	475.3	194.3
Prepaid expenses and other current assets	150.9	54.9
Total Current Assets	1,411.9	522.2
Property, Plant, and Equipment:		
Land and land improvements	99.1	58.5
Buildings	529.1	407.9
Machinery and equipment	1,128.5	685.9
Construction in progress	58.5	25.9
	1,815.2	1,178.2
Less accumulated depreciation	(678.0)	(648.6)
Net Property, Plant, and Equipment	1,137.2	529.6
Right-of-use - Finance Leases	11.3	14.3
Right-of-use - Operating Leases	274.5	121.8
Goodwill and Other Intangible Assets, net	1,702.6	624.3
Other Assets	347.6	63.0
Total Assets	$ 4,885.0	$ 1,875.1

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

Amounts may not sum due to rounding.

HNI Corporation and Subsidiaries
Consolidated Balance Sheets
(In millions, except par value)

	January 3, 2026	December 28, 2024
Liabilities and Equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 1,016.4	$ 391.2
Current maturities of debt	16.2	50.3
Current maturities of other long-term obligations	38.2	2.3
Current lease obligations - Finance	4.2	5.6
Current lease obligations - Operating	64.4	28.1
Total Current Liabilities	1,139.3	477.5
Long-Term Debt	1,276.9	294.3
Long-Term Lease Obligations - Finance	7.3	8.9
Long-Term Lease Obligations - Operating	224.6	109.6
Other Long-Term Liabilities	220.4	72.9
Deferred Income Taxes	180.9	71.6
Total Liabilities	3,049.5	1,034.7
Equity:		
HNI Corporation shareholders' equity:		
Capital Stock:		
Preferred stock - $1 par value, authorized 2.0 million shares, no shares outstanding	—	—
Common stock - $1 par value, authorized 200.0 million shares, outstanding:		
January 3, 2026 - 71.3 million shares; December 28, 2024 - 47.2 million shares	71.3	47.2
Additional paid-in capital	1,170.3	201.5
Retained earnings	590.4	599.6
Accumulated other comprehensive income (loss)	3.5	(8.3)
Total HNI Corporation shareholders' equity	1,835.6	840.1
Non-controlling interest	—	0.3
Total Equity	1,835.6	840.4
Total Liabilities and Equity	$ 4,885.0	$ 1,875.1

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

Amounts may not sum due to rounding.

HNI Corporation and Subsidiaries
Consolidated Statements of Equity
(In millions, except per share data)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Shareholders' Equity
Balance, December 31, 2022	$ 41.4	$ 49.1	$ 534.0	$ (8.0)	$ 0.3	$ 616.8
Comprehensive income:						
Net income (loss)	—	—	49.2	—	0.0	49.2
Other comprehensive income (loss), net of tax	—	—	—	(2.6)	—	(2.6)
Dividends payable	—	—	(1.6)	—	—	(1.6)
Cash dividends; $1.28 per share	—	—	(58.1)	—	—	(58.1)
Common shares – treasury:						
Shares purchased	0.0	(0.4)	—	—	—	(0.4)
Shares issued in connection with Kimball International, Inc acquisition	4.7	116.1	—	—	—	120.8
Shares issued under Members' Stock Purchase Plan and stock awards, net of tax	0.7	36.9	—	—	—	37.6
Balance, December 30, 2023	$ 46.9	$ 201.6	$ 523.6	$ (10.6)	$ 0.3	$ 761.8
Comprehensive income:						
Net income (loss)	—	—	139.5	—	0.0	139.5
Other comprehensive income (loss), net of tax	—	—	—	2.4	—	2.4
Dividends payable	—	—	(1.3)	—	—	(1.3)
Cash dividends; $1.31 per share	—	—	(62.2)	—	—	(62.2)
Common shares – treasury:						
Shares purchased	(1.3)	(64.7)	—	—	—	(66.0)
Shares issued under Members' Stock Purchase Plan and stock awards, net of tax	1.6	64.5	—	—	—	66.2
Balance, December 28, 2024	$ 47.2	$ 201.5	$ 599.6	$ (8.3)	$ 0.3	$ 840.4
Comprehensive income:						
Net income	—	—	54.2	—	0.0	54.2
Other comprehensive income (loss), net of tax	—	—	—	11.8	—	11.8
Change in Ownership for Noncontrolling Interest	—	—	—	—	(0.3)	(0.3)
Dividends payable	—	—	(1.1)	—	—	(1.1)
Cash dividends; $1.35 per share	—	—	(62.4)	—	—	(62.4)
Common shares – treasury:						
Shares purchased	(1.8)	(81.5)	—	—	—	(83.3)
Shares issued in connection with Steelcase Inc. acquisition	25.2	987.3	—	—	—	1,012.5
Shares issued under Members' Stock Purchase Plan and stock awards, net of tax	0.7	63.0	—	—	—	63.7
Balance, January 3, 2026	$ 71.3	$ 1,170.3	$ 590.4	$ 3.5	$ —	$ 1,835.6

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

Amounts may not sum due to rounding.

HNI Corporation and Subsidiaries
Consolidated Statements of Cash Flows
(In millions)

	2025	2024	2023
Net Cash Flows From (To) Operating Activities:			
Net income	$ 54.2	$ 139.5	$ 49.2
Non-cash items included in net income:			
Depreciation and amortization	107.1	107.8	94.9
Other post-retirement and post-employment benefits	1.9	1.1	1.1
Stock-based compensation	24.7	17.4	16.5
Deferred income taxes	33.7	(14.1)	(0.6)
Asset impairment charges	7.7	—	31.5
Loss on sale of subsidiary	6.6	—	—
Other – net	14.3	5.5	5.1
Net increase (decrease) in cash from operating assets and liabilities	23.9	(19.1)	76.5
Decrease in other liabilities	2.1	(11.4)	(6.6)
Net cash flows from (to) operating activities	276.3	226.7	267.5
Net Cash Flows From (To) Investing Activities:			
Capital expenditures	(65.8)	(50.6)	(78.1)
Acquisition spending, net of cash acquired	(390.3)	—	(369.7)
Capitalized software	(2.0)	(2.3)	(1.0)
Purchase of investments	(2.8)	(3.2)	(5.7)
Sales or maturities of investments	4.8	4.7	5.4
Net proceeds from sale of subsidiary	8.1	—	2.7
Other – net	4.1	0.4	1.6
Net cash flows from (to) investing activities	(443.9)	(51.0)	(444.8)
Net Cash Flows From (To) Financing Activities:			
Payments of debt	(782.5)	(420.6)	(436.0)
Proceeds from debt	1,296.7	328.2	684.0
Dividends paid	(63.1)	(63.6)	(58.5)
Purchase of HNI Corporation common stock	(83.6)	(65.8)	(0.3)
Proceeds from sales of HNI Corporation common stock	3.8	51.2	2.3
Debt-issuance costs	(14.6)	—	(3.0)
Withholding related to net share settlements of equity based awards	(13.3)	(7.6)	6.1
Proceeds from COLI	32.0	—	—
Other – net	(12.5)	(4.0)	(6.0)
Net cash flows from (to) financing activities	363.1	(182.2)	188.8
Net increase (decrease) in cash and cash equivalents	195.4	(6.4)	11.5
Cash, cash equivalents, and restricted cash at beginning of period	22.5	28.9	17.4
Cash, cash equivalents, and restricted cash at end of period[1]	$ 217.9	$ 22.5	$ 28.9

(1) Restricted cash as of January 3, 2026 and December 28, 2024 was $8.8 million and $2.4 million, respectively, and is included in "Other Assets" in the Consolidated Balance Sheets.

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

Amounts may not sum due to rounding.

HNI Corporation and Subsidiaries

Notes to Consolidated Financial Statements
January 3, 2026

Note 1. Nature of Operations

HNI Corporation (individually and together with its consolidated subsidiaries the "Corporation" or "HNI") is a provider of workplace furnishings and residential building products. Refer to "Note 15. Reportable Segment Information" for further information. Workplace furnishings products include furniture systems, seating, storage, tables, architectural products, ancillary products, and hospitality products. These products are sold primarily through a national system of independent dealers and office product distributors but also directly to end-user customers and federal, state, and local governments. Residential building products include a full array of gas, wood, electric, and pellet-fueled fireplaces, inserts, stoves, facings, outdoor fire pits and fire tables, and accessories. These products are sold through a national system of independent dealers and distributors, as well as Corporation-owned distribution and retail outlets. The Corporation's products are marketed predominantly in the United States and Canada. The Corporation exports select products through its export subsidiary to a limited number of markets outside North America, principally the Caribbean, Latin America, and Mexico. All dollar amounts presented are in millions, except per share data or where otherwise indicated. Amounts may not sum due to rounding.

Fiscal year-end – The Corporation follows a 52/53-week fiscal year, which ends on the Saturday nearest December 31. Fiscal year 2025 ended on January 3, 2026, fiscal year 2024 ended on December 28, 2024, and fiscal year 2023 ended on December 30, 2023. The financial statements for fiscal year 2025 are on a 53-week basis and the financial statements for 2024 and 2023 are on a 52-week basis. A 53-week year occurs approximately every sixth year.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts and transactions of the Corporation and its subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

On December 10, 2025, the Corporation acquired Steelcase Inc. ("Steelcase"), and on June 1, 2023, the Corporation acquired Kimball International. The Corporation included the financial results of Steelcase and Kimball International in the Consolidated Financial Statements starting as of the dates of their respective acquisitions. See "Note 4. Acquisitions and Divestitures" for further information.

Investments in entities where equity ownership falls between 20% and 50%, or where the Corporation otherwise has significant influence, are accounted for under the equity method of accounting. All other investments in unconsolidated affiliates without readily determinable fair values are measured at cost, less impairment, adjusted for observable price changes. These investments are reported as "Other Assets" in the Consolidated Balance Sheets, and income (losses) these investments are reported in "Other non-operating income, net" in the Consolidated Statements of Comprehensive Income. See "Note 19. Investments in Unconsolidated Affiliates" for further information.

Reclassifications

Certain reclassifications have been made within the financial statements to conform to the current year presentation.

Cash, Cash Equivalents, and Investments

Cash and cash equivalents generally consist of cash and money market accounts. The fair value approximates the carrying value due to the short duration of the securities. These securities have original maturity dates not exceeding three months. The Corporation has short-term debt securities holdings with maturities of less than one year, as well as investment holdings with maturities between one and five years. Restricted cash primarily consists of funds held in escrow for potential future workers' compensation and product liability claims. Management classifies investments in marketable securities at the time of purchase and reevaluates such classification at each balance sheet date.

Debt securities, including government and corporate bonds, are classified as available-for-sale and stated at current market value with unrealized gains and losses included as a separate component of equity, net of any related tax effect. The specific

identification method is used to determine realized gains and losses on the trade date. Debt securities also include an auction rate security, which is not widely traded and therefore does not currently have a readily determinable market value. To estimate fair value, the Corporation used an internally-developed discounted cash flow analysis.

Mutual funds, which are classified as trading securities recognized at fair value, are held in a supplemental employee retirement plan ("SERP") acquired as part of the acquisition of Kimball International. Offsetting SERP liabilities, representing the obligation to distribute SERP investments to the participants, are recorded in the "Current maturities of other long-term obligations" and "Other Long-Term Liabilities" lines of the Consolidated Balance Sheets. Realized and unrealized gains and losses on the SERP investments are fully offset by adjustments to the SERP liabilities, resulting in no impact to net income. The SERP is structured as a rabbi trust, and therefore the assets in this plan are subject to credit claims in the event of bankruptcy.

Cash, cash equivalents, and investments are reflected in the Consolidated Balance Sheets and were as follows:

	January 3, 2026			December 28, 2024		
	Cash and cash equivalents	Short-term investments	Other Assets	Cash and cash equivalents	Short-term investments	Other Assets
Cash and money market accounts	$ 209.2	$ —	$ —	$ 20.2	$ —	$ —
Restricted Cash	—	—	8.8	—	—	2.4
Debt securities	—	1.6	14.6	—	2.0	11.9
Mutual Funds	—	4.8	6.9	—	4.4	7.2
Total	$ 209.2	$ 6.5	$ 30.2	$ 20.2	$ 6.4	$ 21.5

The following table summarizes the amortized cost basis of the debt securities:

	January 3, 2026	December 28, 2024
Amortized cost basis of debt securities	$ 13.4	$ 14.1

Immaterial unrealized gains and losses are recorded in "Accumulated other comprehensive income (loss)" in the Consolidated Balance Sheets for these debt securities. Immaterial amounts of accrued interest receivable related to the Corporation's portfolio are recorded in "Prepaid expenses and other current assets."

Receivables

Trade receivables are recorded at amortized cost, net of an allowance for credit losses. The allowance is developed based on several factors including overall customer credit quality, historical write-off experience, and specific account analyses projecting the ultimate collectibility of the account. The following table summarizes the change in the allowance for credit losses:

	Balance at beginning of period	Current provision and adjustments	Amounts written off	Recoveries and other	Acquisition and divestiture of businesses	Balance at end of period
Year ended January 3, 2026	$ 2.0	$ (0.2)	$ (0.8)	$ 0.2	$ (0.1)	$ 1.1
Year ended December 28, 2024	$ 3.5	$ (0.7)	$ (0.9)	$ 0.1	$ —	$ 2.0
Year ended December 30, 2023	$ 3.2	$ 0.3	$ (0.5)	$ 0.0	$ 0.4	$ 3.5

Inventories

The Corporation's residential building products inventories, and a majority of its workplace furnishings inventories, are valued at cost, on the "last-in, first-out" (LIFO) basis. Remaining inventories are generally valued at the lower of cost, on the "first-in, first-out" (FIFO) basis, or net realizable value. Inventories included in the Consolidated Balance Sheets consisted of the following:

	January 3, 2026	December 28, 2024
Finished products, net	$ 217.3	$ 122.4
Materials and work in process, net	310.7	119.5
LIFO allowance	(52.7)	(47.5)
Total inventories, net	$ 475.3	$ 194.3
Inventory valued by the LIFO costing method	61%	91%

In 2025, inventory quantities were reduced at certain business units, resulting in a liquidation of LIFO inventory quantities carried at costs prevailing in prior years as compared with the cost of current year purchases, the effect of which increased cost of sales by approximately $1.3 million. In 2024, there was no material liquidations of established LIFO layers. If only the FIFO method had been in use, inventories would have been $52.7 million and $47.5 million higher than reported as of January 3, 2026 and December 28, 2024, respectively.

In addition to the LIFO allowance, the Corporation recorded inventory allowances reducing finished products, materials, and work in process of $9.7 million and $12.1 million as of January 3, 2026 and December 28, 2024, respectively, to adjust for excess and obsolete inventory or otherwise reduce FIFO-basis inventory to net realizable value.

The increase in inventory balances in the current year is the result of the acquisition of Steelcase which includes a preliminary adjustment to step-up inventory acquired that could change materially with the finalization of the valuation. The acquisition of Steelcase also impacted the portion of inventory valued at the LIFO costing method as Steelcase foreign held inventory is not valued at LIFO and therefore dilutes the total inventory valued by the LIFO costing method.

Property, Plant, and Equipment

Property, plant, and equipment are carried at cost less accumulated depreciation. Expenditures for repairs and maintenance are expensed as incurred. Major improvements that materially extend the useful lives of the assets are capitalized. Depreciation has been computed using the straight-line method over estimated useful lives: land improvements, 10 – 20 years; buildings, 10 – 40 years; and machinery and equipment, 3 – 12 years.

Total depreciation expense was as follows:

	2025	2024	2023
Depreciation expense	$ 76.2	$ 76.9	$ 64.7

Long-Lived Assets

The Corporation evaluates long-lived assets, including definite-lived intangible assets, for indicators of impairment as events or changes in circumstances occur indicating that an impairment risk may be present. The judgments regarding the existence of impairment are based on business and market conditions, operational performance, and estimated future cash flows. If the carrying value of a long-lived asset is considered impaired, an impairment charge is recorded to adjust the asset to its estimated fair value.

Cloud Computing Arrangements

The Corporation capitalizes implementation costs of a cloud computing arrangement with a useful life greater than one year consistent with the capitalization criteria used for internal-use software. Costs incurred during the application-development phase, subject to certain exceptions, are capitalized after the preliminary project phase is completed and management commits to funding the project. Capitalized costs include fees paid to consultants to implement the software, payroll and payroll-related costs of employees to the extent of the time spent directly on the project and interest costs, if appropriate. Capitalized costs are recorded to

"Other assets" on the Consolidated Balance Sheets and within "Net increase (decrease) in cash from operating assets and liabilities" on the Consolidated Statements of Cash Flows.

Capitalization of costs ceases at the point when the software associated with the cloud computing arrangement is ready for its intended use. Subsequent enhancements or upgrades are capitalized only to the extent that they add significant new functionality, and maintenance costs are expensed as incurred. Amortization of capitalized costs is recorded over the initial term of the related cloud computing arrangement, including renewal periods that are reasonably certain to be exercised.

In the fourth quarter of 2025, as part of the Steelcase acquisition, the Corporation acquired an asset representing capitalized costs related to the implementation of a new enterprise resource planning ("ERP") system. As of January 3, 2026, the Corporation has capitalized $95.7 million of costs primarily related to development activities incurred in the implementation of the new ERP system. This value is preliminary and may change materially with the finalization of the valuation of the assets acquired during the measurement period.

Goodwill and Other Intangible Assets

The Corporation evaluates its goodwill for impairment on an annual basis during the fourth quarter (using a valuation date as of the start of the Corporation's fourth quarter) or whenever indicators of impairment exist. Asset impairment charges associated with the Corporation’s goodwill impairment testing are discussed in "Note 6. Goodwill and Other Intangible Assets."

The Corporation reviews goodwill at the reporting unit level, which refers to components for which discrete financial information is available and regularly reviewed by segment management. The accounting standards for goodwill permit entities to first assess qualitative factors to determine whether it is more likely than not the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform a quantitative goodwill impairment test. If the quantitative test is required, the Corporation estimates the fair value of its reporting units based on a weighted average of the income approach and the market approach. This estimated fair value is compared to the carrying value of the reporting unit, and an impairment is recorded if the estimate is less than the carrying value. In the income approach, the estimate of fair value of each reporting unit is based on management’s projection of revenues, gross margin, operating costs, and cash flows considering historical and estimated future results, general economic and market conditions, and the impact of planned business and operational strategies. The valuations employ present value techniques using weighted average cost of capital assumptions to measure fair value and consider market factors. In the market approach, the Corporation utilizes the guideline company method, which involves calculating valuation multiples based on operating data from guideline publicly-traded companies. These multiples are then applied to the operating data for the reporting units and adjusted for factors similar to those used in the discounted cash flow analysis. Management believes the assumptions used for the quantitative impairment test, if required, are consistent with those utilized by a market participant in performing similar valuations of its reporting units. Management bases its fair value estimates on assumptions they believe to be reasonable at the time, but such assumptions are subject to inherent uncertainty. Actual results may differ from those estimates.

The Corporation also evaluates the fair value of indefinite-lived trade names on an annual basis during the fourth quarter (using a valuation date as of the start of the Corporation's fourth quarter) or whenever an indication of impairment exists. Consistent with goodwill impairment testing, a qualitative assessment may be performed to determine whether it is more likely than not the fair value of indefinite-lived trade names is less than the carrying amount. If it is determined necessary to perform a quantitative test, the estimate of the fair value of the trade names is based on a discounted cash flows model using inputs which include projected revenues, assumed royalty rates that would be payable if the trade names were not owned, and discount rates.

Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses are reflected in the Consolidated Balance Sheets and were as follows:

	January 3, 2026	December 28, 2024
Trade accounts payable	$ 380.4	$ 190.4
Compensation and benefits	255.3	50.8
Profit sharing and retirement	38.6	9.1
Accrued marketing programs	58.9	25.4
Accrued freight	16.0	11.0
Customer deposits	102.9	42.1
Other accrued expenses	164.4	62.4
Total accounts payable and accrued expenses	$ 1,016.4	$ 391.2

The increase in accounts payable and accrued expenses in the current year was driven by the acquisition of Steelcase.

Product Warranties

The Corporation issues certain warranty policies on its workplace furnishings and residential building products that provide for repair or replacement of any covered product or component that fails during normal use because of a defect in design, materials, or workmanship. The duration of warranty policies on the Corporation's products varies based on the type of product. Allowances have been established for the anticipated future costs associated with the Corporation's warranty programs.

A warranty allowance is determined by recording a specific allowance for known warranty issues and an additional allowance for unknown claims expected to be incurred based on historical claims experience. Actual claims incurred could differ from the original estimates, requiring adjustments to the allowance.

Activity associated with warranty obligations was as follows:

	2025	2024	2023
Balance at beginning of period	$ 17.5	$ 18.0	$ 14.8
Accruals related to acquisitions	29.3	—	3.5
Accruals for warranties issued	13.9	13.0	11.6
Settlements and other	(12.5)	(13.6)	(11.9)
Balance at end of period	$ 48.2	$ 17.5	$ 18.0

The current and long-term portions of the allowance for the estimated settlements are included within "Accounts payable and accrued expenses" and "Other Long-Term Liabilities," respectively, in the Consolidated Balance Sheets. The following table summarizes when these estimated settlements are expected to be paid:

	January 3, 2026	December 28, 2024
Current - in the next twelve months	$ 19.3	$ 6.6
Long-term - beyond one year	28.9	10.9
Total	$ 48.2	$ 17.5

The increase in warranty obligations in the current year was driven by the acquisition of Steelcase Inc.

Pension and Other Post-Retirement Benefits

The Corporation sponsors a number of domestic and foreign plans to provide pension benefits and medical and life insurance benefits to retired employees. The Corporation measures the net over-funded or under-funded positions of its defined benefit pension plans and post-retirement benefit plans as of the end of each fiscal year and reports that position as an asset or liability on the Consolidated Balance Sheets. Any unrecognized prior service credit (cost) or actuarial gains (losses) are reported, net of tax,

as a component of "Accumulated other comprehensive income (loss)" in the Consolidated Balance Sheets. See "Note 12. Employee Benefit Plan Obligations" for further information.

Revenue Recognition

Performance Obligations - The Corporation recognizes revenue for sales of workplace furnishings and residential building products at a point in time following the transfer of control of such products to the customer, which typically occurs upon shipment of the product. In certain circumstances, transfer of control to the customer does not occur until the goods are received by the customer or upon installation and/or customer acceptance, depending on the terms of the underlying contracts. Contracts typically have a duration of less than one year and normally do not include a significant financing component. Generally, payment is due within 30 days of invoicing.

Significant Judgments - The amount of consideration the Corporation receives and revenue recognized varies with changes in rebate and marketing program incentives, as well as early pay discounts, offered to customers. The Corporation uses significant judgment throughout the year in estimating the reduction in net sales driven by variable consideration for rebate and marketing programs. Judgments made include expected sales levels and utilization of funds. However, this judgment factor is significantly reduced at the end of each year when sales volumes and the impact to rebate and marketing programs are known and recorded as the programs typically end near the Corporation's fiscal year end.

Accounting Policies and Practical Expedients:

- The Corporation applies the accounting policy election which allows an entity to account for shipping and handling activities that occur after control is transferred as fulfillment activities. The Corporation accrues for shipping and handling costs at the same time revenue is recognized, which is in accordance with the policy election. When shipping and handling activities occur prior to the customer obtaining control of the good(s), they are considered fulfillment activities rather than a performance obligation and the costs are accrued for as incurred.
- The Corporation applies the accounting policy election which allows an entity to exclude from the measurement of the transaction price all taxes assessed by a governmental authority associated with the transaction, including sales, use, excise, value-added, and franchise taxes (collectively referred to as sales taxes). This allows the Corporation to present revenue net of these types of taxes.
- The Corporation applies the practical expedient which permits an entity to recognize incremental costs to obtain a contract as an expense when incurred if the amortization period will be less than one year.
- The Corporation applies the practical expedient which allows an entity to not adjust the promised amount of consideration for the effects of a significant financing component if a contract has a duration of one year or less. As the Corporation's contracts are typically less than one year in length, consideration will not be adjusted.
- The Corporation's backlog orders are typically cancellable for a period of time and almost all contracts have an original duration of one year or less. As a result, the Corporation elected the practical expedient not to disclose the unsatisfied performance obligation as of period end. The backlog is typically fulfilled within a few months.

Leases

Accounting Policies and Practical Expedients:

- The Corporation has made an accounting election by class of underlying assets to not separate non-lease components of a contract from the lease components to which they relate for all classes of assets except for embedded leases.
- The Corporation has elected for all asset classes to not recognize right of use ("ROU") assets and lease liabilities for leases that at the inception date or business combination date have a remaining lease term of twelve months or less.

Research and Development Costs

Research and development costs relating to development of new products and processes, including significant improvements and refinements to existing products, are expensed as incurred. These costs include salaries, contractor fees, prototype costs, and administrative fees. The amounts charged against income and recorded in "Selling and administrative expenses" on the Consolidated Statements of Comprehensive Income were as follows:

	2025	2024	2023
Research and development costs	$ 56.6	$ 53.6	$ 47.2

Freight Expense

Freight expense on shipments to customers was recorded in "Selling and administrative expenses" on the Consolidated Statements of Comprehensive Income as follows:

	2025	2024	2023
Freight expense	$ 153.9	$ 135.0	$ 137.8

Stock-Based Compensation

The Corporation measures the cost of member services in exchange for an award of equity instruments based on the grant-date fair value of the award and generally recognizes cost over the requisite service period. See "Note 11. Stock-Based Compensation" for further information.

Income Taxes

The Corporation uses an asset and liability approach that takes into account guidance related to uncertain tax positions and requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Corporation's financial statements or tax returns. Deferred income taxes are provided to reflect differences between the tax bases of assets and liabilities and their reported amounts in the consolidated financial statements.

The Organisation for Economic Cooperation and Development ("OECD") issued new regulations in connection with a global minimum tax regime. Known as "Pillar Two," the new regulations went into effect for income tax years starting January 2024, and are part of the OECD's broader plan to mitigate tax base erosion and profit shifting by large multinational enterprises ("MNE"). Pillar Two applies to MNEs with revenues of at least EUR 750 million. Under its provisions, qualifying MNE groups pay a 15 percent minimum tax in each of the jurisdictions in which they operate. The guidance is principally focused on the application of the transitional country-by-country reporting safe harbor and enables an MNE to avoid both completing a full global anti-base erosion model computation and paying a top-up tax for jurisdictions in which it is eligible for one of three safe harbor tests: (1) de minimis; (2) simplified effective tax rate; and (3) routine profits. Based on the estimated safe harbor simplified effective tax rate computation, management does not currently expect Pillar Two minimum tax to be owed by the Corporation. There is no material impact on the consolidated financial statements from these regulations.

Earnings Per Share

Basic earnings per share are based on the weighted-average number of common shares outstanding during the year. Shares potentially issuable under stock options, restricted stock units, and common stock equivalents under the Corporation's deferred compensation plans have been considered outstanding for purposes of the diluted earnings per share calculation.

The following table reconciles the numerators and denominators used in the calculation of basic and diluted earnings per share ("EPS"):

	2025	2024	2023
Numerator:			
Numerator for both basic and diluted EPS attributable to HNI Corporation net income	$ 54.2	$ 139.5	$ 49.2
Denominators:			
Denominator for basic EPS weighted-average common shares outstanding	47.9	47.4	44.5
Potentially dilutive shares from stock-based compensation plans	1.0	1.1	0.8
Denominator for diluted EPS	48.9	48.5	45.4
Earnings per share – basic	$ 1.13	$ 2.95	$ 1.11
Earnings per share – diluted	$ 1.11	$ 2.88	$ 1.09

The year-over-year increase in shares outstanding in 2025 is primarily due to the issuance of 25.2 million shares in December 2025 as part of the consideration to acquire Steelcase. These shares were outstanding for three weeks of December. The impact of this issuance will be more pronounced in the coming year.

The weighted-average common stock equivalents presented above do not include the effect of the common stock equivalents in the table below because their inclusion would be anti-dilutive:

	2025	2024	2023
Common stock equivalents excluded because their inclusion would be anti-dilutive	0.1	0.4	2.1

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Areas requiring significant use of management estimates relate to goodwill and intangibles, asset valuations in connection with business combinations, accruals for self-insured medical claims, workers' compensation, legal contingencies, general liability and auto insurance claims, valuation of long-lived assets, and estimates of income taxes. Other areas requiring use of management estimates relate to the allowance for credit losses, inventory allowances, marketing program accruals, warranty accruals, and useful lives for depreciation and amortization. Actual results could differ from those estimates.

Self-Insurance

HNI without giving effect to its acquisition of Steelcase ("Legacy HNI") is primarily self-insured for general, auto, and product liability, workers' compensation, and certain member health benefits. Steelcase is self-insured for workers' compensation and product liability. Certain risk exposures are mitigated through the use of independent third-party stop loss insurance coverages. The general, auto, product, and workers' compensation liabilities for Legacy HNI are managed using a wholly-owned insurance captive and the related liabilities are included in the Consolidated Balance Sheets as follows:

	January 3, 2026	December 28, 2024
Current - "Accounts payable and accrued expenses"	$ 5.8	$ 5.4
Non-current - "Other Long-Term Liabilities"	18.2	18.0
Total general, auto, product, and workers' compensation liabilities	$ 24.0	$ 23.4

The preceding table excludes self-insured member health and other benefit liabilities at Legacy HNI of $6.1 million and $6.2 million as of January 3, 2026 and December 28, 2024, respectively. Steelcase worker's compensation liabilities and product liabilities of $4.9 million as of January 3, 2026, are also excluded above.

The Corporation's policy is to accrue amounts in accordance with the actuarial determined liabilities. The actuarial valuations are based on historical information along with certain assumptions about future events. Changes in assumptions for such matters as legal actions, medical cost inflation, and magnitude of change in actual experience development could cause these estimates to change in the future.

Foreign Currency Translations

Foreign currency financial statements of foreign operations, where the local currency is the functional currency, are translated using exchange rates in effect at period end for assets and liabilities and average exchange rates during the period for results of operations. Related translation adjustments are reported as a component of Shareholders' Equity.

Foreign currency exchange gains and losses reflect transaction gains and losses, which arise from monetary assets and liabilities denominated in currencies other than a business unit's functional currency and are recorded in Other non-operating income, net in the Consolidated Statements of Comprehensive Income.

Foreign Exchange Forward Contracts

A portion of the Corporation's revenue and earnings is exposed to changes in foreign exchange rates. The Corporation seeks to manage its foreign exchange risk largely through operational means, including matching revenues with same currency costs and assets with same currency liabilities. Foreign exchange risk is also partially managed through the use of derivative instruments. Foreign exchange forward contracts serve to reduce the risk of conversion or remeasurement of certain foreign denominated transactions, assets and liabilities. The Corporation primarily uses derivatives for intercompany transactions (including loans) and certain forecasted currency flows from foreign-denominated transactions. The foreign exchange forward contracts primarily relate

to the euro, the Mexican peso, the Australian dollar, the Malaysian ringgit, the Chinese renminbi, and the United Kingdom pound sterling.

Net fair value of assets and liabilities related to foreign exchange forward contracts as of January 3, 2026 is $1.8 million. The notional amounts of the outstanding foreign exchange forward contracts were $68.9 million as of January 3, 2026. Net gains (losses) recognized in the Consolidated Statements of Comprehensive Income from settled foreign exchange forward contracts in 2025 were not material.

Recently Adopted Accounting Standards

In December 2025, the Corporation adopted ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* retrospectively for all periods presented in the consolidated financial statements. ASU 2023-09 enhances transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the rate reconciliation, and disaggregation of income taxes paid by jurisdiction. Additionally, the ASU requires disclosure of pretax income (or loss) and income tax (or benefit) disaggregated by domestic and foreign. Finally, the ASU removes the requirement of certain disclosures related to unrecognized tax benefits. The ASU adoption did not have a material impact on the Corporation's financial statements. See "Note 8. Income Taxes."

Note 3. Revenue from Contracts with Customers

Disaggregation of Revenue

Revenue from contracts with customers disaggregated by product category is as follows:

	2025	2024	2023
Systems, storage, and tables	$ 1,298.4	$ 1,147.3	$ 1,057.4
Seating	650.6	583.7	525.4
Other [1]	215.1	157.0	157.5
Total Workplace Furnishings	2,164.1	1,888.0	1,740.3
Residential Building Products	674.9	638.4	693.7
	$ 2,839.0	$ 2,526.4	$ 2,434.0

(1) The Other category consists of education-specific furnishings, architectural products, workspace accessories, and miscellaneous product lines and services.

Sales by product category are subject to similar economic factors and market conditions. See "Note 15. Reportable Segment Information" for further information about operating segments.

Contract Liabilities

The Corporation has contract liabilities consisting of customer deposits included in "Accounts payable and accrued expenses" in the Consolidated Balance Sheets and are as follows:

	January 3, 2026	December 28, 2024
Contract liabilities - Customer deposits	$ 102.9	$ 42.1

Approximately $68.1 million of the increase in customer deposits in the current year is driven by the acquisition of Steelcase. See "Note 4. Acquisitions and Divestitures" for further information.

Contract liabilities for customer deposits paid to the Corporation prior to the satisfaction of performance obligations are recognized as revenue upon satisfaction of the performance obligations. Revenue recognized during the years ended January 3, 2026 and December 28, 2024 related to contract liability balances at the beginning of each year was $42.1 million and $35.1 million, respectively.

In addition to trade receivables, the Corporation has other assets consisting of funds paid up-front to certain workplace furnishings dealers in exchange for their multi-year commitment to market and sell the Corporation's products. These assets are amortized over the term of the contracts and recognized as a reduction of revenue and are as follows in the Consolidated Balance Sheets:

	January 3, 2026	December 28, 2024
Current - Prepaid expenses and other current assets	$ 3.1	$ 3.2
Long Term - Other Assets	$ 26.3	$ 26.2

Note 4. Acquisitions and Divestitures

Acquisition - Steelcase

On December 10, 2025, HNI completed its acquisition of Steelcase, a global design and furniture company that maintained its principal executive office in Grand Rapids, Michigan. As a result of the acquisition, Steelcase became a wholly-owned subsidiary of HNI and is part of the Workplace Furnishings segment. The transaction, as described below, involved payment of total fair market value consideration of approximately $1.9 billion, including total cash consideration of $864.5 million, share consideration valued at $1.0 billion and replacement share-based awards valued at $45.4 million (the "Steelcase acquisition"). Of the $864.5 million, $37.6 million of cash consideration represents the value of the equivalent shares for which service was provided by the grantees prior to December 10, 2025 and will be paid as the equivalent shares vest.

Pursuant to the Agreement and Plan of Merger, dated as of August 3, 2025, among HNI, Steelcase and two wholly-owned merger subsidiaries of HNI (Merger Sub I and Merger Sub LLC) (the "Merger Agreement"), (i) Merger Sub Inc. was merged with and into Steelcase (the "First Merger"), whereupon the separate existence of Merger Sub Inc. ceased, and Steelcase continued as the surviving corporation of the First Merger and a direct wholly-owned subsidiary of HNI, and (ii) immediately after the First Merger, Steelcase merged with and into Merger Sub LLC (the "Second Merger," and, together with the First Merger, the "Mergers"), whereupon the separate existence of Steelcase ceased, and Merger Sub LLC continued as the surviving entity of the Second Merger and a direct wholly-owned subsidiary of HNI.

At the effective time of the First Merger (the "First Effective Time"), each share of Class A common stock, and each share of Class B common stock, no par value, of Steelcase (the "Steelcase Class B Common Stock" and collectively with the Steelcase Class A Common Stock, the "Common Stock"), to the extent issued and outstanding immediately prior to the First Effective Time (other than shares of Steelcase Common Stock held directly by HNI, Merger Sub Inc. or Merger Sub LLC) were converted into, at the election of the holder thereof, the right to receive the consideration such holder elected, as follows (subject to adjustment as described below, the "Merger Consideration"):

- the combination (the "Mixed Consideration") of (a) 0.2192 shares of HNI common stock, par value $1.00 per share ("HNI Common Stock"), and (b) $7.20 in cash; or

- an amount of cash (rounded to two decimal places) (the "Cash Consideration"), equal to the sum of (a) $7.20 and (b) the product obtained by multiplying 0.2192 by the volume-weighted average closing price (rounded to four decimal places) of one share of HNI Common Stock on the NYSE for the 10 consecutive trading days ending on the second full trading day preceding the First Effective Time (the "HNI Common Stock Reference Price"); or

- a number of shares of HNI Common Stock (the "Stock Consideration") equal to the sum of (a) 0.2192 and (b) the quotient (rounded to four decimal places) obtained by dividing $7.20 by the HNI Common Stock Reference Price, in each case without interest and subject to any required tax withholding.

The Merger Consideration paid to holders of Steelcase Common Stock who did not make an election was the Mixed Consideration. The Merger Consideration paid to holders of Steelcase Common Stock electing to receive the Cash Consideration or the Stock Consideration was subject, pursuant to the Merger Agreement, to automatic adjustment, as applicable, to ensure that the total amount of cash paid and the total number of shares of HNI Common Stock issued in the Mergers is the same as what would be paid and issued in the aggregate if all holders of Steelcase Common Stock entitled to the Merger Consideration were to receive the Mixed Consideration at the First Effective Time. No fractional shares of HNI Common Stock were issued in the Mergers, and holders of Steelcase Common Stock received cash in lieu of any fractional shares of HNI Common Stock.

On the terms and subject to the conditions set forth in the Merger Agreement, at the First Effective Time, each outstanding Steelcase equity and cash-based award will be treated as follows:

- Restricted Stock Unit Awards. Each Vested Steelcase RSU Award (as defined in the Merger Agreement) was canceled and converted into the right to receive an amount in cash (without interest and subject to applicable withholding taxes) equal to the product obtained by multiplying (A) the number of shares of Steelcase Common Stock subject to the Steelcase RSU Award (as defined in the Merger Agreement) immediately prior to the First Effective Time by (B) the Cash Consideration; and each Unvested Steelcase RSU Award (as defined in the Merger Agreement) was assumed by HNI and converted into a restricted stock unit award that settled in an amount in cash (that accrues interest) and a number of shares of HNI Common Stock (rounded to the nearest whole share) that the holder would have received if the holder would have converted all of the Steelcase Common Stock underlying the Unvested Steelcase RSU Award based on an election to receive Mixed Consideration with the same terms and conditions as applied to such Unvested Steelcase RSU Award immediately prior to the First Effective Time.

- Deferred Restricted Stock Units. Each Steelcase DSU Award (as defined in the Merger Agreement) was canceled and converted into the right to receive an amount in cash (without interest other than as required pursuant to applicable plan terms and subject to applicable withholding taxes) equal to the product obtained by multiplying (A) the number of shares of Steelcase Common Stock subject to the Steelcase DSU Award immediately prior to the First Effective Time by (B) the Cash Consideration.

- Performance Unit Awards. Each Steelcase PSU Award (as defined in the Merger Agreement) was assumed by HNI and converted into a restricted stock unit award that settled in an amount in cash (that accrues interest) and a number of shares of HNI Common Stock (rounded to the nearest whole share) that the holder would have received if the holder would have converted all of the Steelcase Common Stock underlying the Steelcase PSU Award based on an election to receive Mixed Consideration (with the performance-based vesting condition that applied to the Steelcase PSU Award immediately prior to the First Effective Time deemed attained at the performance level based on Steelcase's actual performance). The replacement restricted stock unit awards vest over the same remaining vesting period as the original Steelcase PSU Award granted.

- Cash-Based Awards. Each Steelcase Cash-Based Award (as defined in the Merger Agreement) was treated in accordance with the applicable award agreement and Steelcase's equity plan with the performance-based vesting condition that applied to the Steelcase Cash-Based Award immediately prior to the First Effective Time deemed attained based on Steelcase's actual performance, and accruing interest for the remainder of the performance period.

- Cash Bonus Opportunity Awards. Each Steelcase CBOA (as defined in the Merger Agreement) was treated in accordance with the applicable award agreement and Steelcase's equity plan.

Pursuant to the Merger Agreement, at the First Effective Time, (i) the size of the Board of Directors of HNI was increased by two to a total of twelve members and (ii) two members of the Steelcase board of directors were appointed to the Board of Directors of HNI.

HNI obtained revolving and term credit facilities in an aggregate principal amount of $865 million the proceeds of which were used for the consummation of the Mergers, including the payment of the Cash Consideration, the repayment of existing indebtedness of HNI and Steelcase, and the payment of fees, costs and commissions in connection with the foregoing. See "Note 7. Debt."

During 2025, the Corporation incurred transaction expenses of $94.6 million and $9.5 million which were included in "Acquisition costs" and "Interest expense, net," respectively, in the Consolidated Statements of Comprehensive Income. Acquisition costs include change in control compensation expense, transaction success fees, and other professional services fees. In addition, capitalized costs related to the transaction included $12.0 million of financing fees in "Long-Term Debt", $2.1 million of stock issuance fees in "HNI Corporation shareholders' equity," $2.0 million of financing fees in "Other Assets," and $0.5 million of financing fees in "Prepaid expenses and other current assets," in the Consolidated Balance Sheets.

The acquired assets and assumed liabilities and results of Steelcase's operations are included in the Corporation's segments as of December 10, 2025, as noted below. The acquisition was accounted for using the acquisition method pursuant to ASC 805, with goodwill being recorded as a result of the purchase price exceeding the fair value of identifiable tangible and intangible assets and liabilities. Goodwill, which is not tax-deductible, is primarily attributable to the assembled workforce of Steelcase and anticipated synergies.

The total fair market value of consideration was approximately $1,922.3 million, which is allocated as follows:

	Steelcase Shares	HNI Shares Exchanged	Fair Value
Cash Consideration:			
Shares of Steelcase common stock issued and outstanding as of December 10, 2025	114.8		826.8
Steelcase common stock equivalent shares as of December 10, 2025	6.9		37.6
Total number of shares of Steelcase common stock for cash consideration	121.7		864.5
Share Consideration:			
Shares of Steelcase common stock issued and outstanding as of December 10, 2025	114.8	25.2	1,012.5
Replacement Share-Based Awards:			
Outstanding awards of Steelcase restricted stock units relating to Steelcase common stock as of December 10, 2025	4.2	0.9	26.9
Outstanding Steelcase performance unit awards relating to Steelcase common stock as of December 10, 2025	2.7	0.6	18.5
Total acquisition date fair value of purchase consideration			$ 1,922.3

Consideration provided in the form of HNI Corporation shares and HNI Corporation replacement share-based awards represents non-cash consideration.

The preliminary purchase price allocation at the date of acquisition is as follows:

	December 10, 2025
Assets	
Cash and cash equivalents	$ 429.3
Restricted cash	7.3
Receivables	393.4
Inventories	320.1
Prepaid expenses and other current assets	108.1
Property, plant, and equipment	622.8
Right-of-use operating leases	170.3
Goodwill	515.9
Intangible assets	599.0
Other assets	279.4
Total Assets	$ 3,445.6
Liabilities	
Accounts payable and accrued expenses	$ 711.2
Current lease obligations – operating	38.0
Long Term Debt	437.5
Long-term lease obligations – operating	132.3
Other long-term liabilities	128.7
Deferred income taxes	75.6
Total Liabilities	$ 1,523.3
Net Assets and Liabilities	$ 1,922.3

All preliminary goodwill is assigned to the Workplace Furnishings segment.

The following table summarizes the acquired identified intangible assets and weighted average useful lives:

Category	Weighted-average useful life	Fair Value
Customer lists	10 years	270.0
Acquired technology	7 years	50.0
Trademarks and trade names	Indefinite-lived	270.0
Total intangible assets		$ 590.0

The Corporation will ultimately perform a valuation analysis that will involve complex management estimates and assumptions using income, market and cost approaches and assumptions such as property appraisals, projections of future revenues, cost and cash flows, discount rates, royalty rates, long-term growth rates, and technology build costs. However, given the close proximity of the closing date of the Steelcase acquisition to the Corporation's fiscal year end, currently assets and liabilities have been preliminarily estimated and recorded based on a benchmarking analysis of publicly disclosed purchase price allocations of comparable companies who had acquired businesses similar to Steelcase. The Corporation has applied this approach as the Corporation has not yet obtained all of the information necessary to finalize the determination of the fair values of its acquired assets and assumed liabilities. The provisional assets and liabilities will be adjusted to reflect the finally determined amounts, and those adjustments may be material. Currently, the fair values of all assets acquired and assumed liabilities are considered preliminary. The fair value measurement of property, plant, and equipment and intangible assets are characterized as Level 3 in the fair value hierarchy. The Corporation expects to finalize the purchase price allocation in the second half of 2026.

The following table summarizes the results of Steelcase operations that are included in the Consolidated Statements of Comprehensive Income for the year ended January 3, 2026, which includes pretax charges of $41.6 million of acquisition costs and $4.6 million of purchase accounting adjustments.

	2025
Net sales	$ 187.5
Net loss	$ (30.7)

Pro Forma Results of Operations - Steelcase Acquisition (Unaudited)

The following table provides, on a pro forma basis, the combined results of operations of HNI Corporation and Steelcase for the fiscal years ended January 3, 2026 and December 28, 2024, as though the acquisition and related financing had occurred as of December 31, 2023 the first day of the Corporation's 2024 fiscal year. The pro forma results include certain purchase accounting adjustments such as: elimination of sales between HNI Corporation and Steelcase-owned dealers; estimated depreciation and amortization expense on acquired tangible and intangible assets; interest associated with additional borrowings to finance the acquisition; non-recurring transaction costs as outlined above; and the impact to income tax expense. Because the end of Steelcase's fiscal year 2025 fell on February 28, 2025, results of Steelcase's eleventh and twelfth periods of fiscal 2025 (January and February 2025) are included both as the final two periods of 2024 and the first two periods of 2025 to conform to HNI Corporation's calendar. This pro forma information is not necessarily reflective of what the Corporation's results would have been had the acquisition occurred on the date indicated, nor is it indicative of future results.

	2025	2024
Net sales	$ 5,932.6	$ 5,687.8
Net income	$ 176.1	$ 119.9

Acquisition - Kimball International

On June 1, 2023, the Corporation completed its acquisition of Kimball International, a leading commercial furnishings company with expertise in workplace, health, and hospitality, resulting in Kimball International becoming a wholly-owned subsidiary of the Corporation. In the year ended December 30, 2023, the Corporation incurred acquisition-related expenses of $41.2 million, of which $28.6 million were incurred as corporate costs and $12.5 million were recorded in the Workplace Furnishings segment. These expenses are included in "Selling and administrative expenses" in the Consolidated Statements of Comprehensive Income. Additionally, acquisition-related financing costs of $2.8 million and $0.2 million were recorded to the Consolidated Balance Sheets in "Long-term Debt" and "Other Assets," respectively, while $0.3 million of acquisition-related stock issuance costs were recorded to "Additional paid-in capital."

The total fair market value of consideration was approximately $503.7 million, including total cash consideration of $330.0 million, share consideration valued at $120.8 million and replacement share-based awards valued at $2.6 million. The acquired assets and assumed liabilities and results of Kimball International's operations are included in the Corporation's workplace furnishings reportable segment. The acquisition was accounted for using the acquisition method pursuant to ASC 805, with goodwill being recorded as a result of the purchase price exceeding the fair value of identifiable tangible and intangible assets and liabilities. Goodwill, which is not tax-deductible, is primarily attributable to the assembled workforce of Kimball International and anticipated synergies.

The following table summarizes the results of Kimball International operations that are included in the Consolidated Statements of Comprehensive Income for the year ended December 30, 2023. These amounts include the results of Poppin, Inc. ("Poppin") for the portion of the year-ended December 30, 2023 during which it was owned by the Corporation. Poppin was determined not to require discontinued operations presentation as this entity was not material to the consolidated results of the year-ended December 30, 2023.

	2023
Net sales	$ 361.4
Net income (loss)	$ (3.0)

Pro Forma Results of Operations - Kimball International Acquisition (Unaudited)

The following table provides, on a pro forma basis, the combined results of operations of HNI Corporation and Kimball International for the fiscal year ended December 30, 2023, as though the acquisition and related financing had occurred as of January 2, 2022, the first day of the Corporation's 2022 fiscal year. The pro forma results include certain purchase accounting adjustments such as: reclassifications to conform Kimball International's results to the Corporation's financial statement presentation; estimated depreciation and amortization expense on acquired tangible and intangible assets; estimated share-based compensation expense for Kimball International awards converted to the Corporation's equity awards; interest associated with additional borrowings to finance the acquisition; non-recurring transaction costs as outlined above; and the impact to income tax expense. This pro forma information is not necessarily reflective of what the Corporation's results would have been had the acquisition occurred on the date indicated, nor is it indicative of future results.

	2023
Net sales	$ 2,698.1
Net income	$ 82.8

Divestiture of HNI India

In April 2025, the Corporation closed on the sale of its HNI India business, which was a component of the Workplace Furnishings segment, to Kokuyo Co., Ltd. in a transaction structured as a stock sale. The Corporation received $9.5 million in gross cash proceeds, or $8.1 million net of cash and transaction fees. In the year-to-date period, the Corporation recognized a $6.5 million pre-tax loss on the sale which is included in "Restructuring, impairment, and loss on divestiture" in the Consolidated Statements of Comprehensive Income. Included in the loss is a cumulative foreign currency translation loss of $6.0 million that was reclassified from accumulated other comprehensive income, and transaction-related expenses of $0.6 million.

The assets and liabilities of HNI India which were included with the sale are as follows:

	As of April 28, 2025
Assets:	
Cash	$ 0.8
Receivables	9.5
Inventories	2.7
Prepaid expenses and other current assets	0.8
Property, plant & equipment	4.0
Right-of-use operating leases	0.4
Total Assets	$ 18.2
Liabilities:	
Accounts payable and accrued expenses	$ 7.4
Current maturities of debt	0.5
Lease obligations - operating	0.4
Total Liabilities	$ 8.3

Note 5. Supplemental Cash Flow Information

The Corporation's cash payments for interest and income taxes, as well as information related to non-cash investing and financing activities, follows:

	2025	2024	2023
Cash paid for:			
Interest	$ 25.3	$ 28.7	$ 26.5
Income taxes	$ 23.8	$ 46.5	$ 25.0
Changes in accrued expenses due to:			
Purchases of property and equipment	$ 0.4	$ 7.7	$ (9.3)
Purchases of capitalized software	$ 0.1	$ (0.1)	$ (0.4)

Non-cash consideration exchanged to acquire Steelcase in 2025 and Kimball International in 2023 is not included in the Consolidated Statements of Cash Flows; see "Note 4. Acquisitions and Divestitures" for more information.

Note 6. Goodwill and Other Intangible Assets

Goodwill and other intangible assets included in the Consolidated Balance Sheets consisted of the following:

	January 3, 2026	December 28, 2024
Goodwill, net	$ 958.0	$ 442.1
Definite-lived intangible assets, net	425.5	133.1
Indefinite-lived intangible assets	319.1	49.1
Total goodwill and other intangible assets, net	$ 1,702.6	$ 624.3

Goodwill

The changes in the carrying amount of goodwill, by reportable segment, are as follows:

	Workplace Furnishings	Residential Building Products	Total
Balance as of December 30, 2023			
Goodwill	$ 297.2	$ 222.4	$ 519.6
Accumulated impairment losses	(78.5)	(0.1)	(78.6)
Net goodwill balance as of December 30, 2023	$ 218.7	$ 222.3	$ 441.0
Goodwill measurement period adjustments	1.1	—	1.1
Balance as of December 28, 2024			
Goodwill	298.3	222.4	520.7
Accumulated impairment losses	(78.5)	(0.1)	(78.6)
Net goodwill balance as of December 28, 2024	$ 219.8	$ 222.3	$ 442.1
Preliminary goodwill acquired	515.9	—	515.9
Goodwill disposed	(13.9)	—	(13.9)
Accumulated impairment losses disposed	13.9	—	13.9
Balance as of January 3, 2026			
Goodwill	800.3	222.4	1,022.7
Accumulated impairment losses	(64.6)	(0.1)	(64.7)
Net goodwill balance as of January 3, 2026	$ 735.7	$ 222.3	$ 958.0

Current year preliminary goodwill acquired relates to the acquisition of Steelcase, and may change materially during the next year. Current year goodwill disposed and accumulated impairment losses disposed relate to the second quarter 2025 sale of HNI India. Prior year goodwill measurement period adjustments relate to the acquisition of Kimball International, as the measurement period was closed during the second quarter of 2024. See "Note 4. Acquisitions and Divestitures" for additional information.

Definite-lived intangible assets

The table below summarizes amortizable definite-lived intangible assets, which are reflected in "Goodwill and Other Intangible Assets, net" in the Consolidated Balance Sheets:

	January 3, 2026			December 28, 2024		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Software	$ 275.1	$ 244.7	$ 30.4	$ 189.3	$ 151.3	$ 38.0
Trademarks and trade names	15.6	9.5	6.2	17.9	8.3	9.5
Customer lists and other	454.2	65.3	388.9	139.7	54.3	85.5
Net definite-lived intangible assets	$ 745.0	$ 319.5	$ 425.5	$ 346.9	$ 213.9	$ 133.1

The increase in definite-lived intangible assets in the current year relate to the acquisition of Steelcase. Amounts related to Steelcase are preliminary and may change materially during the next year. See *Impairment Analysis* below for details on the impairment of definite-lived intangible assets in the current year.

Amortization expense is reflected in "Selling and administrative expenses" in the Consolidated Statements of Comprehensive Income and was as follows:

	2025	2024	2023
Capitalized software	$ 18.7	$ 20.4	$ 21.6
Other definite-lived intangibles	$ 12.2	$ 10.5	$ 8.5

The occurrence of events such as acquisitions, dispositions, or impairments may impact future amortization expense. Amortization based on the preliminary valuation of definite-lived intangibles acquired with Steelcase Inc. is included in the projection below. A decline in the next several years is primarily due to the completion of the amortization of the Corporation's Business Systems Transformation investment. Based on the current amount of intangible assets subject to amortization, the estimated amortization expense for each of the following five fiscal years is as follows:

	2026	2027	2028	2029	2030
Amortization expense	$ 65.6	$ 51.7	$ 43.3	$ 43.0	$ 42.8

Indefinite-lived intangible assets

The Corporation also owns certain intangible assets, which are deemed to have indefinite useful lives because they are expected to generate cash flows indefinitely. The increase in indefinite-lived trade names in the current year relate to the acquisition of Steelcase. Amounts related to Steelcase are preliminary and may change materially over the next year. These indefinite-lived intangible assets are reflected in "Goodwill and Other Intangible Assets, net" in the Consolidated Balance Sheets:

	January 3, 2026	December 28, 2024
Trademarks and trade names	$ 319.1	$ 49.1

Impairment Analysis

The Corporation evaluates its goodwill and indefinite-lived intangible assets for impairment on an annual basis during the fourth quarter (using a valuation date as of the start of the Corporation's fourth quarter), or whenever indicators of impairment exist. The Corporation also evaluates long-lived assets (which include definite-lived intangible assets) for impairment if indicators exist.

2025

The Corporation elected to perform a qualitative assessment for purposes of its annual goodwill and indefinite-lived trade name impairment testing in 2025. Based on these assessments, management concluded that for the majority of reporting units and trade names, it was more likely than not that the fair value was greater than carrying value and no quantitative testing was necessary.

For a small Workplace Furnishings reporting unit, management concluded that a triggering event occurred in the fourth quarter of 2025, resulting in quantitative impairment tests for goodwill and the long-lived asset group. This determination was made considering the reduced recent profitability projections of the reporting unit, driven by recent disruptions in global trade.

As a result of the long-lived asset impairment testing, it was determined that the carrying value of the long-lived asset group was not fully recoverable based on an analysis of the undiscounted estimated future cash flows of the group. Consequently, the Corporation recorded charges of $2.2 million and $5.5 million to partially impair the carrying values of definite-lived trade names and a customer list, respectively, within this asset group and, as a result, the remaining value of these assets are immaterial. The fair value of the trade names are considered a Level 3 measurement which utilizes a relief-from-royalty discounted cash flows approach. Key inputs and assumptions involved include the estimated near-term revenue growth (10 percent), long-term growth rate (3 percent), royalty rate (0.5 percent), and discount rate (15 percent). The fair value of the customer-list is considered a Level 3 measurement which utilizes the multi-period excess earnings method. Key inputs and assumptions involved include the estimated near-term revenue growth (10 percent), long-term growth rate (3 percent), customer retention rate (99 percent), and marketing expense rate (3 percent) and discount rate (15 percent).

For the quantitative goodwill impairment testing, management utilized a combination of both a discounted cash flows approach and market approaches. The reporting unit was determined to have a fair value exceeding its carrying value, and no impairment was recorded.

2024
In 2024 the Corporation elected to perform a quantitative assessment for purposes of its annual goodwill and indefinite-lived trade name impairment testing. All reporting units and trade names tested were determined to have fair values that exceeded the respective carrying values, and thus no impairment charges were recorded.

2023
The Corporation elected to perform a qualitative assessment for purposes of its annual goodwill and indefinite-lived trade name impairment testing in 2023. Based on these assessments, management concluded that for the majority of reporting units and trade names, it was more likely than not that the fair value was greater than carrying value and no quantitative testing was necessary.

For a small workplace furnishings reporting unit, management concluded that a quantitative assessment was required. For the quantitative goodwill impairment testing, management utilized a combination of both a discounted cash flows approach and market approaches. As a result of the impairment testing in 2023, this reporting unit was determined to have a carrying value in excess of its fair value, resulting in a pretax goodwill impairment charge of $27.6 million. This reporting unit has remaining goodwill of $6.0 million. The driver of the impairment was a reduction in the short-to mid-term financial forecast for this business as a result of softening market demand tied to macroeconomic conditions. Projections used in the impairment model reflected management's assumptions, which are those of a market participant, regarding revenue growth rates, economic and market trends, cost structure, investments required in support of strategic initiatives, and other expectations about the anticipated short-term and long-term operating results of the reporting unit (Level 3 measurements). For this reporting unit, the Corporation assumed a discount rate of approximately 14 percent, near-term growth rates ranging from -13 percent to +10 percent, and a terminal growth rate of 3 percent.

For a small workplace furnishings business trade name, management concluded that a quantitative assessment was required. As a result of the quantitative impairment testing in 2023, management concluded that a pretax impairment charge of $3.4 million was required related to this indefinite-lived intangible asset. The drivers of the impairment include a reduced sales outlook for this business and a decline in the estimated royalty rate. The valuation assessment of this trade name is considered a Level 3 measurement that utilized a relief-from-royalty discounted cash flows approach. Key inputs and assumptions involved in the quantitative testing included estimated near-term growth rates ranging from -2 percent to +5 percent, a long-term growth rate of 3 percent, a royalty rate of 1 percent, and a discount rate of 16 percent.

See "Note 16. Restructuring and Impairment" for more information regarding goodwill, intangible asset, and long-lived asset impairments in recent prior years.

Note 7. Debt

Debt is as follows:

	January 3, 2026	December 28, 2024
Revolving credit facility with interest at a variable rate (January 3, 2026 - 5.3%; December 28, 2024 - 6.4%)	$ 15.0	$ 45.7
Term Loan A with interest at a variable rate (January 3, 2026 -5.2%)	350.0	—
Term Loan B with interest at a variable rate (January 3, 2026 -5.8%)	500.0	—
Term loan with interest at a variable rate (December 28, 2024 - 5.9%)	—	200.0
Public Notes with fixed rates due in 2029 with an interest rate of 5.125%	450.0	—
Fixed rate notes due in 2025 with an interest rate of 4.2%	—	50.0
Fixed rate notes due in 2028 with an interest rate of 4.4%	—	50.0
Other amounts	2.4	0.3
Deferred debt issuance costs and discount	(24.3)	(1.4)
Total debt	1,293.1	344.6
Less: Current maturities	16.2	50.3
Long-term debt	$ 1,276.9	$ 294.3

Aggregate maturities of debt are as follows:

	2026	2027	2028	2029	2030	Thereafter
Maturities of debt	$ 16.2	$ 22.5	$ 22.5	$ 473.4	$ 306.6	$ 476.3

The aggregate carrying value of the Corporation's variable-rate, long-term debt obligations under the revolving credit and term loan facilities were $865 million and $246 million as of January 3, 2026 and December 28, 2024, respectively, which approximated fair value. The fair value of the public notes was estimated based on a discounted cash flow method (Level 2) to be $438 million as of January 3, 2026.

Credit Facilities for Merger Agreement Transactions

In connection with the Steelcase acquisition described in "Note 4. Acquisitions and Divestitures", on September 5, 2025 (the "Effective Date"), the Corporation entered into a Credit Agreement, by and among the Corporation, certain domestic subsidiaries of the Corporation, the lenders from time-to-time party thereto, Wells Fargo Bank, National Association, as administrative agent (the "Administrative Agent"), and other parties named therein (as amended, restated, supplemented or otherwise modified by time to time, including by Amendment No. 1 to Credit Agreement, dated as of November 5, 2025, and Amendment No. 2 to Credit Agreement, dated as of December 10, 2025, the "Credit Agreement"). The Credit Agreement establishes (i) a senior secured revolving credit facility (the "Revolving Facility," and the loans thereunder, the "Revolving Loans"), (ii) a senior secured "term loan A" credit facility (the "TLA Facility," and the loans thereunder, the "Term A Loans") and (iii) a senior secured "term loan B" credit facility (the "TLB Facility," and the loans thereunder, the "Term B Loans").

Upon completion of the Steelcase acquisition on December 10, 2025, the Corporation executed borrowings under the Credit Agreement facilities described above to repay and retire outstanding credit facilities and to fund the completion of the Steelcase acquisition. All previously deferred financing costs for financing arrangements held by the Corporation prior to the Credit Agreement closing date (the"Closing Date") were expensed and reflected as "Interest expense, net" in the Consolidated Statements of Comprehensive Income. In addition to debt issuance costs included in "Debt-issuance costs" in the Consolidated Statements of Cash Flows, issuance costs totaling $7.7 million, including issuance discounts, structuring fees, and agent fees related to the issuance of debt as part of the Steelcase acquisition, are presented net of "Proceeds from Debt" in the Consolidated Statements of Cash Flows. As of the fiscal year-end, January 3, 2026, the Corporation had $1.3 billion debt outstanding as follows:

Revolving Credit Facility

As of January 3, 2026, the Corporation had $15 million of borrowings outstanding under the $425 million Revolving Facility. The Revolving Facility has a scheduled maturity date of the earlier of (a) 5 years after the closing date of the Steelcase acquisition or December 10, 2030 (the "RCF Maturity Date") or (b) a customary springing maturity date. The entire amount drawn under the Revolving Facility is considered long-term as the Corporation assumes no obligation to repay any of the amounts borrowed in the next twelve months. Based on Consolidated EBITDA, as defined in the Credit Agreement, for the last four fiscal quarters, the Corporation can access the full $425 million of borrowing capacity available under the Revolving Facility, which includes the $15 million of borrowings outstanding as of January 3, 2026, and maintain compliance with the financial covenants under the Credit Agreement, described below.

In addition to cash flows from operations, the Revolving Facility under the Credit Agreement is the primary source of daily operating capital for the Corporation and provides additional financial capacity for capital expenditures, repurchases of common stock, and strategic initiatives, such as acquisitions.

The Corporation deferred the related debt issuance costs for the Credit Agreement. The proportionate share of issuances costs related to the Revolving Facility are classified as assets, and the Corporation is amortizing them over the term of Revolving Facility. The current portion of Revolving Facility debt issuance costs of $0.5 million is the amount to be amortized over the next twelve months and is reflected in "Prepaid expenses and other current assets" in the Consolidated Balance Sheets. The long-term portion of Revolving Facility debt issuance costs of $1.9 million is reflected in "Other Assets" in the Consolidated Balance Sheets.

Borrowings under the Revolving Facility and TLA Facility bear interest, at the Corporation's option, at either: (a) the alternate base rate, which is defined as a fluctuating rate per annum equal to the greatest of (i) the prime rate then in effect, (ii) the federal funds rate then in effect, plus 0.50% per annum, and (iii) the term Secured Overnight Financing Rate ("SOFR") rate determined

on the basis of a one-month interest period, plus 1.00%, in each case, plus a margin of between 0.25% and 0.875%; and (b) the term SOFR rate (based on one, three or six month interest periods), plus a margin of between 1.25% and 1.875%. The term SOFR rate is subject to a floor of 0% and the alternate base rate is subject to a floor of 1.00%. The applicable margin in each case is determined based on the Corporation's net leverage ratio at such time. Interest is payable quarterly in arrears with respect to borrowings bearing interest at the alternate base rate or on the last day of an interest period, but at least every three months, with respect to borrowings bearing interest at the term SOFR rate.

Term Loan A

As of January 3, 2026, the Corporation had $350 million of borrowings outstanding under the TLA Facility. The TLA Facility has a scheduled maturity date of the earlier of (a) 5 years after the closing date of the Steelcase acquisition or December 10, 2030 (the “TLA Maturity Date”) or (b) a customary springing maturity date. The TLA Facility is subject to principal amortization which begins on the last business day of March 2026 with quarterly principal payments due thereafter through the TLA Maturity Date. The quarterly amortization payments will be equal to the following amounts of the original principal amount of the Term A Loans: (i) 0.625% for the first four full fiscal quarters following the Closing Date; (ii) 1.25% for the fifth through twelfth full fiscal quarters after the Closing Date (iii) 1.875% for the thirteenth through sixteenth full fiscal quarters after the Closing Date; and (iv) 2.5% for the seventeenth full fiscal quarter after the Closing Date through the TLA Maturity Date.

The Corporation deferred the related debt issuance costs for the Credit Agreement. The proportionate share of issuances costs related to the TLA Facility, which are classified as a reduction of long-term debt, are being amortized over the term of TLA Facility. The TLA Facility deferred debt issuance costs do not reduce the amount owed by the Corporation under the TLA Loans. As of January 3, 2026, the TLA Facility deferred debt issuance costs balance of $2.0 million are reflected as a reduction to outstanding liabilities in "Long-Term Debt" in the Consolidated Balance Sheets.

Term Loan B

As of January 3, 2026, the Corporation had $500 million principal amount of borrowings outstanding under the TLB Facility. The TLB Facility has a scheduled maturity date of (a) 7 years after the closing date of the Steelcase acquisition or December 10, 2032 (the “TLB Maturity Date”) or (b) a customary springing maturity date. The TLB Facility is subject to principal amortization which begins on the last business day of March 2026 with quarterly principal payments due thereafter through the TLB Maturity Date. The quarterly amortization payments will be in equal amounts of 0.25% of the original principal amount of the Term B Loans for each full fiscal quarter following the Closing Date through the TLB Maturity Date.

The Corporation deferred the related debt issuance costs for the Credit Agreement. The proportionate share of issuances costs related to the TLB Facility, which are classified as a reduction of long-term debt, are being amortized over the term of TLB Facility. The TLB Facility deferred debt issuance costs do not reduce the amount owed by the Corporation under the TLB Loans. As of January 3, 2026, the TLB Facility deferred debt issuance costs balance of $9.1 million is reflected as a reduction to outstanding liabilities in "Long-Term Debt" in the Consolidated Balance Sheets.

Borrowings under the TLB Facility bear interest, at the Corporation’s option, at either: (a) the alternate base rate, which is defined as a fluctuating rate per annum equal to the greatest of (i) the prime rate then in effect, (ii) the federal funds rate then in effect, plus 0.50% per annum, and (iii) the term SOFR rate determined on the basis of a one-month interest period, plus 1.00%, in each case, plus a margin of 1.00%; and (b) the term SOFR rate (based on one, three or six month interest periods), plus a margin of 2.00%. The term SOFR rate is subject to a floor of 0% and the alternate base rate is subject to a floor of 1.00%. The applicable margin in each case is determined based on the Corporation’s net leverage ratio at such time. Interest is payable quarterly in arrears with respect to borrowings bearing interest at the alternate base rate or on the last day of an interest period, but at least every three months, with respect to borrowings bearing interest at the term SOFR rate.

Credit Agreement and Debt Covenants

The Credit Agreement contains customary representations and warranties by the Corporation, which include customary materiality, material adverse effect and knowledge qualifiers. The Credit Agreement also contains customary affirmative and negative covenants including, among other requirements, limitations on indebtedness, liens, nature of business, mergers, sale of assets and indebtedness of subsidiaries, advances, investments and loans, transactions with affiliates, fiscal year, organizational documents, limitations restricted actions and negative pledges.

The Credit Agreement contains financial covenants in respect of the Revolving Facility and TLA Facility that require the maintenance of a maximum net leverage ratio and a minimum interest coverage ratio for periods after the Closing Date. The Corporation is required to maintain a maximum Net Leverage Ratio (as defined in the Credit Agreement) as of the end of each fiscal quarter of less than or equal to (i) 4.25 to 1.00 as of the end of each of the first, second, third and fourth full fiscal quarters ending after the Closing Date, (ii) 4.00 to 1:00 as of the end of each of the fifth and sixth full fiscal quarters ending after the Closing Date and (iii) 3.50 to 1:00 as of the end of the seventh full fiscal quarter ending after the Closing Date and as of the end of each fiscal quarter thereafter. In addition, in respect of the Revolving Facility and TLA Facility, the Corporation is required to maintain a minimum Interest Coverage Ratio (as defined in the Credit Agreement) as of the end of each fiscal quarter of greater than or equal to 3.50 to 1.00.

Fixed-Rate Notes

As of May 31, 2025, the Corporation repaid the $50 million principal amount of matured seven-year fixed-rate notes issued under a private placement note agreement entered into on May 31, 2018. The repayment was financed through borrowings under the Revolving Credit Facility.

Upon the completion of the Steelcase acquisition on December 10, 2025, the Corporation fully prepaid the outstanding principal and interest along with related prepayment costs associated with the outstanding fixed-rate notes which had a principal amount of $50 million outstanding under a private placement note agreement entered into on May 31, 2018 and a scheduled maturity of May 31, 2028.

Term Loan

Upon the completion of the Steelcase acquisition on December 10, 2025, the Corporation fully prepaid the outstanding principal of $200 million and interest along with related prepayment costs associated with previously outstanding debt under a term loan agreement entered into on March 31, 2023, as amended on May 25, 2023. The initial $300 million of proceeds from the term loan were used to support funding of the Corporation’s acquisition of Kimball International on June 1, 2023. In May 2024 and September 2024, the Corporation prepaid a total of $100 million of the outstanding principal balance on the term loan.

Public Notes

As of January 3, 2026 the Corporation had outstanding a total of $450 million principal amount of public notes (the "Public Notes), consisting of $351 million of principal amount of public notes issued by the Corporation in connection with the Steelcase acquisition in exchange for Steelcase public notes in the same principal amount, and $99 million principal amount of public notes issued by Steelcase that were not exchanged. Through the exchange process, the Corporation received tender submissions from existing Steelcase note holders representing approximately $351 million aggregate principal amount of the Steelcase notes. The notes tendered were exchanged for new HNI senior secured public notes with the same interest rate of 5.125% per annum and scheduled maturity of January 18, 2029. The remaining Steelcase notes which were not exchanged approximate $99 million of aggregate principal amount. The non-exchanged notes continue to be classified as unsecured credit obligations of Steelcase, as a subsidiary of the Corporation, and continue to accrue interest at the rate of 5.125% per annum and have a scheduled maturity of January 18, 2029. The new public notes issued by the Corporation otherwise have identical terms and conditions, including interest payment dates and optional redemption prices, as the non-exchanged Steelcase notes.

At the acquisition date, the Corporation adjusted the public notes acquired to fair value recognizing a market discount. Additionally, the Corporation deferred the related debt issuance costs for the Credit Agreement. The proportionate share of the fair value adjustment and issuances costs related to the Public Notes, which are classified as a reduction of long-term debt, are being amortized over the term of Public Notes. The Public Notes deferred debt issuance costs and discount do not reduce the amount owed by the Corporation under the Public Notes. As of January 3, 2026, the Public Notes deferred debt issuance costs and discount balance of $13.2 million is reflected as a reduction to outstanding liabilities in "Long-Term Debt" in the Consolidated Balance Sheets.

Note 8. Income Taxes

The components for income before income taxes are as follows:

	2025	2024	2023
Domestic	$ 94.5	$ 180.1	$ 64.1
Foreign	(3.7)	(0.8)	0.7
Total income before income taxes	$ 90.8	$ 179.3	$ 64.8

Significant components of the provision for income taxes are as follows:

	2025	2024	2023
Current:			
Federal	$ (4.7)	$ 44.0	$ 11.6
State	4.3	7.2	4.1
Foreign	3.2	1.9	0.9
Current provision	2.8	53.1	16.6
Deferred:			
Federal	30.1	(12.0)	(2.0)
State	3.0	(1.3)	1.1
Foreign	0.6	0.0	(0.1)
Deferred provision	33.7	(13.2)	(1.0)
Total			
Federal	25.4	32.0	9.6
State	7.3	5.9	5.2
Foreign	3.8	1.9	0.8
Total income tax expense	$ 36.5	$ 39.8	$ 15.6

The differences between the actual tax expense and tax expense computed at the statutory United States federal tax rate, along with the corresponding percentage of income before income tax, are attributable to the following:

	2025		2024		2023	
US federal statutory income tax rate	$ 19.1	21.0 %	$ 37.7	21.0 %	$ 13.6	21.0 %
Domestic federal						
Tax credits						
Research and development tax credits	(5.0)	(5.5)%	(6.5)	(3.6)%	(6.3)	(9.7)%
Foreign tax credits	(2.0)	(2.2)%	—	— %	—	— %
Other tax credits	(1.0)	(1.2)%	(0.1)	(0.1)%	(0.2)	(0.3)%
Nontaxable and nondeductible items						
Equity based compensation	(1.5)	(1.6)%	0.3	0.2 %	0.4	0.6 %
Executive compensation limitations	3.1	3.4 %	3.0	1.7 %	1.7	2.6 %
Acquisition Costs	2.6	2.9 %	—	— %	1.8	2.7 %
Excess parachute payments	11.2	12.3 %	—	— %	—	— %
Other	0.1	0.1 %	(0.4)	(0.2)%	0.0	0.0 %
Cross-border tax laws	0.0	0.0 %	(0.3)	(0.2)%	(0.2)	(0.3)%
Domestic state and local income taxes, net of federal effect (1)	5.8	6.4 %	4.3	2.4 %	3.9	6.0 %
Foreign tax effects						
Mexico	1.7	1.9 %	1.5	0.8 %	0.7	1.0 %
Other	2.5	2.7 %	0.1	0.1 %	0.0	0.0 %
Worldwide changes in unrecognized tax benefits	(0.1)	(0.1)%	0.3	0.1 %	0.1	0.2 %
Total income tax expense	$ 36.5	40.2 %	$ 39.8	22.2 %	$ 15.6	24.1 %

(1):The states that contribute to the majority (greater than 50%) of the tax effect in this category include California, Iowa, Illinois, Maryland, Minnesota, Pennsylvania and Texas for 2025; California, Illinois, Maryland, New Jersey, Pennsylvania, Texas and Wisconsin for 2024; California, Illinois, Maryland, New Jersey, Pennsylvania and Texas for 2023

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

The amount of cash taxes paid by or refunded to the Corporation are as follows:

	2025	2024	2023
US federal	$ 17.1	$ 40.0	$ 14.3
US state and local	4.3	4.6	10.0
Foreign			
Malaysia	(1.2)	*	*
Mexico	1.9	*	*
Other	1.7	1.9	0.8
Income taxes, net of amounts refunded	$ 23.8	$ 46.5	$ 25.0

*Cash taxes paid during the year in these jurisdictions are not disaggregated as they were less than 5%.

Significant components of the Corporation's deferred tax liabilities and assets are as follows:

	January 3, 2026	December 28, 2024
Deferred Taxes		
Reserves and allowances	$ 5.1	$ 0.8
Compensation	46.0	11.1
Stock-based compensation	16.6	5.6
Accrued employee benefit plan	14.2	4.1
Warranty accrual	10.6	4.6
Tax loss and tax credit carryforwards	90.7	9.6
Lease liability	75.9	37.1
Research and development capitalization	17.4	43.0
Other - net	16.5	2.8
Total deferred tax assets	$ 293.0	$ 118.8
Deferred income	(4.7)	(5.2)
Inventory adjustments	(0.9)	(4.7)
Goodwill and other intangible assets	(182.9)	(64.6)
Prepaid expenses	(12.3)	(8.1)
Right of use asset	(72.3)	(33.2)
Tax over book depreciation	(143.9)	(65.7)
Total deferred tax liabilities	$ (417.1)	$ (181.5)
Valuation allowance	(19.1)	(7.9)
Total net deferred tax liabilities	$ (143.2)	$ (70.6)
Long-term net deferred tax assets	37.7	1.1
Long-term net deferred tax liabilities	(180.9)	(71.6)
Total net deferred tax liabilities	$ (143.2)	$ (70.6)

The valuation allowance, which primarily relates to acquired deferred tax assets, is as follows:

	Balance at beginning of period	Expenses (benefits)	Impact of business combination	Balance at end of period
Year ended January 3, 2026	$ 7.9	$ (2.3)	$ 13.6	$ 19.1
Year ended December 28, 2024	$ 9.8	$ 0.3	$ (2.2)	$ 7.9
Year ended December 30, 2023	$ 4.2	$ (0.9)	$ 6.5	$ 9.8

The current year net increase in the valuation allowance of $11.3 million primarily relates to the acquisition of Steelcase foreign tax losses and credits. The prior year net decrease in the valuation allowance of $1.9 million primarily relates to the adjustment to the amount of Kimball International, Inc capital loss carryforward.

As of January 3, 2026, the Corporation had $33.4 million, $3.7 million and $32.2 million of federal, state, and foreign net operating losses, respectively. The Corporation also had $15.2 million, $3.5 million and $2.0 million of federal, state, and foreign tax credit carryforwards, respectively. Additional carryforwards for capital losses and other U.S. tax items totaled $2.0 million. These tax carryforwards expire over the next twenty years.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2025	2024
Balance at beginning of period	$ 3.3	$ 3.0
New positions taken in a current period	0.6	0.9
Impact of business combinations	4.1	—
Decrease due to lapse of statute of limitations	(0.6)	(0.6)
Balance at end of period	$ 7.4	$ 3.3

These increases or decreases in the unrecognized tax benefits would be due to new positions that may be taken on income tax returns, settlement of tax positions, and the closing of statutes of limitation. It is not expected any of the changes will be material individually, or in total, to the results or financial position of the Corporation.

The Corporation recognizes interest related to unrecognized tax benefits in interest expense, and penalties in operating expenses, consistent with the recognition of these items in prior reporting periods. The expenses and liabilities recorded for interest and penalties as of and for the years ended January 3, 2026 and December 28, 2024 are immaterial.

Tax years 2022 through 2024 remain open for examination by the Internal Revenue Service. Tax years 2021 through 2024 remain open for examination in various state and foreign jurisdictions, respectively. The Corporation is currently under federal examination for tax year 2023 and a state examination for open tax years but does not expect any adjustments.

On July 4, 2025, the One Big Beautiful Bill Act (“OBBBA”) was enacted into law. The OBBBA includes significant provisions, including permanent extensions of certain expiring provisions of the Tax Cuts and Jobs Act, modification to the international tax framework and restoration of favorable tax treatment for certain business provisions. These changes include allowing accelerated tax deductions for qualified business property and immediate expensing of research and development expenditures. The legislation has multiple effective dates, with some provisions effective in 2025 and other provisions scheduled to become effective on various dates through 2027. For 2025, the Corporation plans to elect the accelerated tax deductions for qualified business property and expensing of research and development expenditures which are expected to decrease cash payments for U.S. federal income taxes. The Corporation has evaluated the impact of the OBBBA on deferred tax assets and liabilities, including adjustments to valuation allowances, and has reflected these effects in the consolidated financial statements for 2025.

Note 9. Fair Value Measurements of Financial Instruments

For recognition purposes, on a recurring basis, the Corporation is required to measure at fair value its marketable securities, derivative financial instruments, put option liabilities, and auction rate securities. The marketable securities are comprised of money market funds, government securities, corporate bonds, and mutual funds. When available, the Corporation uses quoted market prices to determine fair value and classifies such measurements within Level 1. Where market prices are not available, the Corporation makes use of observable market-based inputs (prices or quotes from published exchanges and indexes) to calculate fair value using the market approach, in which case the measurements are classified within Level 2. Significant unobservable inputs, which are classified within Level 3, are used in the estimation of the fair value of put option liabilities and auction rate securities, determined using a simulation model based on assumptions including future cash flows, discount rates, and volatility. The activity for assets and liabilities measured at estimated fair value using Level 3 during 2025 and 2024 is immaterial.

In connection with the Steelcase acquisition in December 2025, the Corporation acquired Steelcase's auction rate security and foreign exchange forward contracts. See "Note 4. Acquisitions and Divestitures" for more information on the acquisition of Steelcase and "Note 2. Summary of Significant Accounting Policies" for more information on auction rate securities and foreign exchange forward contracts.

Financial instruments measured at fair value were as follows:

	Fair value as of measurement date	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Balance as of January 3, 2026				
Cash and cash equivalents (including money market funds) (1)	$ 209.2	$ 209.2	$ —	$ —
Restricted Cash (3)	$ 8.8	$ 8.8	$ —	$ —
Mutual funds (3)	$ 11.7	$ 11.7	$ —	$ —
Government securities (3)	$ 7.0	$ —	$ 7.0	$ —
Corporate bonds (3)	$ 6.5	$ —	$ 6.5	$ —
Foreign exchange forward contracts - assets (2)	$ 2.2	$ —	$ 2.2	$ —
Auction Rate Security (3)	$ 2.7	$ —	$ —	$ 2.7
Interest rate swap derivative - liability (4)	$ (2.0)	$ —	$ (2.0)	$ —
Foreign exchange forward contracts - liabilities (4)	$ (0.4)	$ —	$ (0.4)	$ —
Put option liability (5)	$ (5.6)	$ —	$ —	$ (5.6)
Balance as of December 28, 2024				
Cash and cash equivalents (including money market funds) (1)	$ 20.2	$ 20.2	$ —	$ —
Restricted Cash (3)	$ 2.4	$ 2.4	$ —	$ —
Mutual funds (3)	$ 11.6	$ 11.6	$ —	$ —
Government securities (3)	$ 6.1	$ —	$ 6.1	$ —
Corporate bonds (3)	$ 7.8	$ —	$ 7.8	$ —
Interest rate swap derivative - liability (4)	$ (1.5)	$ —	$ (1.5)	$ —
Put option liability (5)	$ (5.9)	$ —	$ —	$ (5.9)

Amounts in parentheses indicate liabilities.

The index below indicates the line item in the Consolidated Balance Sheets where the financial instruments are reported:

(1) "Cash and cash equivalents"
(2) "Prepaid expenses and other current assets"
(3) Current portion - "Short-term investments"; Long-term portion - "Other Assets"
(4) Current portion - "Accounts payable and accrued expenses"; Long-term portion - "Other Long-Term Liabilities"
(5) "Other Long-Term Liabilities"

Note 10. Accumulated Other Comprehensive Income (Loss) and Shareholders' Equity

Accumulated Other Comprehensive Income (Loss)

The following table summarizes the components of accumulated other comprehensive income (loss) and the changes in accumulated other comprehensive income (loss), net of tax, as applicable:

	Foreign Currency Translation Adjustment	Unrealized Gains (Losses) on Debt Securities	Pension and Post-retirement Liabilities	Derivative Financial Instruments	Accumulated Other Comprehensive Income (Loss)
Balance as of December 31, 2022	$ (6.4)	$ (0.6)	$ (1.1)	$ 0.1	$ (8.0)
Other comprehensive income (loss) before reclassifications	(0.2)	0.3	(0.2)	(3.4)	(3.5)
Tax (expense) or benefit	—	(0.1)	0.1	0.8	0.8
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	—	0.1	0.1	(0.2)	0.0
Balance as of December 30, 2023	$ (6.5)	$ (0.3)	$ (1.2)	$ (2.7)	$ (10.6)
Other comprehensive income (loss) before reclassifications	(0.4)	0.1	1.3	2.5	3.5
Tax (expense) or benefit	—	(0.0)	(0.3)	(0.6)	(0.9)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	—	0.0	0.1	(0.4)	(0.2)
Balance as of December 28, 2024	$ (6.9)	$ (0.1)	$ (0.1)	$ (1.1)	$ (8.3)
Other comprehensive income (loss) before reclassifications	2.5	0.3	1.6	(1.0)	3.5
Tax (expense) or benefit	—	(0.1)	(0.5)	0.2	(0.3)
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	6.0	(0.0)	2.2	0.4	8.6
Balance as of January 3, 2026	$ 1.6	$ 0.1	$ 3.3	$ (1.5)	$ 3.5

Amounts in parentheses indicate reductions to equity.

Interest Rate Swap

During the normal course of business, the Corporation is subjected to market risk associated with interest rate movements. Interest rate risk arises from variable interest debt obligations. Interest rate swap derivative instruments are periodically held and used by the Corporation as a tool for managing interest rate risk. They are not used for trading or speculative purposes.

In November 2023, the Corporation entered into an interest rate swap transaction to hedge $100 million of outstanding variable-rate borrowings against future interest rate volatility. Under the terms of this interest rate swap, the Corporation pays a fixed rate of 4.7 percent and receives one-month SOFR on a $100 million notional value expiring June 14, 2027. As of January 3, 2026, the fair value of the Corporation's interest rate swap liability was $2.0 million. See "Note 9. Fair Value Measurements of Financial Instruments" for additional information. The unrecognized change in value of the interest rate swap is reported net of tax as $1.5 million in "Accumulated other comprehensive income (loss)" in the Consolidated Balance Sheets.

The following table details the reclassifications from accumulated other comprehensive income (loss):

Details about Accumulated Other Comprehensive Income (Loss) Components	Affected Line Item in the Statement Where Net Income is Presented	2025	2024	2023
Derivative financial instruments				
Interest rate swap	Interest expense, net	$ (0.5)	$ 0.5	$ 0.2
	Income tax expense	0.1	(0.1)	(0.1)
Unrealized gains (losses) on debt securities				
Gain (loss) on sale of debt securities	Selling and administrative expenses	0.0	(0.1)	(0.1)
	Income tax expense	(0.0)	0.0	0.0
Pension and post-retirement liabilities				
Settlement and Amortization of loss	Selling and administrative expenses	(3.0)	(0.1)	(0.1)
	Income tax expense	0.8	0.0	0.0
Foreign currency translation				
HNI India divestiture	Restructuring, impairment, and loss on divestiture	(6.0)	—	—
	Net of tax	$ (8.6)	$ 0.2	$ (0.0)

Amounts in parentheses indicate reductions to profit.

In 2025, in connection with its sale of HNI India in April 2025, the Corporation recognized a loss of $6.0 million in the year-to-date period related to the accumulated foreign exchange on the balance sheet. For further information on the divestiture of HNI India, see "Note 4. Acquisitions and Divestitures."

In the second quarter of 2025, the Corporation entered into an irrevocable non-participating group annuity contract with a third-party insurer to transfer a portion of the obligation and future payments related to a previously frozen pension plan. In connection with the settlement, the Corporation recognized $2.9 million as expense on the Consolidated Statements of Comprehensive Income with respect to the related portion of the accumulated other comprehensive loss associated with the pension plan.

Director Plan

In May 2017, the Corporation authorized 0.3 million shares of its common stock under its 2017 Equity Plan for Non-Employee Directors of HNI Corporation (the "2017 Director Plan"). The 2017 Director Plan permits the Corporation to issue to its non-employee directors options to purchase shares of Corporation common stock, restricted stock, or restricted stock units of the Corporation, and awards of Corporation common stock. The 2017 Director Plan also permits non-employee directors to elect to receive all or a portion of their annual retainers and other compensation in the form of shares of common stock. Shares of common stock issued under the Director Plan in 2025, 2024, and 2023, were 26 thousand, 27 thousand, and 43 thousand, respectively.

Dividends

The Corporation declared and paid cash dividends per common share as follows:

	2025	2024	2023
Dividends per common shares	$ 1.35	$ 1.31	$ 1.28

Members' Stock Purchase Plan

During 2017, shareholders approved the HNI Corporation Members' Stock Purchase Plan (the "2017 MSPP"). Under the 2017 MSPP, 0.8 million shares of common stock were authorized for issuance to participating members. Under the 2017 MSPP, rights to purchase stock are granted on a quarterly basis to all participating members who customarily work 20 hours or more per week and for five months or more in any calendar year. The price of the stock purchased under the MSPP is 85 percent of the closing price of the common stock as reported on the New York Stock Exchange on the exercise date. No member may purchase stock under the MSPP in an amount which exceeds a maximum fair value of $25,000 in any calendar year. Shares of common stock issued under the MSPP in 2025, 2024, and 2023, were 49 thousand, 39 thousand, and 77 thousand, respectively. The following table provides the average price per share issued under the MSPP:

	2025	2024	2023
Average price per share	$ 40.55	$ 40.11	$ 27.15

As of January 3, 2026, 0.2 million shares were available for issuance under the 2017 MSPP.

Change in Control

The Corporation has entered into change in control employment agreements with certain officers. According to the agreements, a change in control occurs when a third person or entity becomes the beneficial owner of 20 percent or more of the Corporation's common stock, when more than one-third of the Board of Directors is composed of persons not recommended by at least three-fourths of the incumbent Board of Directors, upon certain business combinations involving the Corporation, or upon approval by the Corporation's shareholders of a complete liquidation or dissolution of the Corporation. Upon a change in control, a key member is deemed to have a two-year employment agreement with the Corporation, and all of his or her benefits vest under the Corporation's compensation plans. If, at any time within two years of the change in control, his or her employment is terminated by the Corporation for any reason other than cause or disability, or by the key member for good reason, as such terms are defined in the agreement, then the key member is entitled to receive, among other benefits, a severance payment equal to two times (three times for the Corporation's Chairman, President, and Chief Executive Officer) annual salary and the average of the prior two years' bonuses.

Stock Repurchase

The par value method of accounting is used for common stock repurchases. The following table summarizes shares repurchased and settled by the Corporation:

	2025	2024	2023
Shares repurchased	1.8	1.3	0.0
Average price per share	$ 45.95	$ 50.86	$ 41.98
Cash purchase price	$ (83.3)	$ (66.0)	$ (0.4)
Purchases unsettled as of year end	—	0.2	0.1
Prior year purchases settled in current year	(0.2)	(0.1)	—
Shares repurchased per cash flow	$ (83.6)	$ (65.8)	$ (0.3)

As of January 3, 2026, approximately $84.3 million of the current repurchase authorization remained available for future repurchases.

Note 11. Stock-Based Compensation

Under the Corporation's 2021 Stock-Based Compensation Plan (the "2021 Plan"), the Corporation may award options to purchase shares of the Corporation's common stock and grant other stock awards to key personnel. Upon shareholder approval of the 2021 Plan in May 2021, no additional awards were granted under the Corporation's 2017 Stock-Based Compensation Plan (the "2017 Plan"), but all outstanding awards previously granted under the 2017 Plan remain outstanding in accordance with their terms. During the second quarter of 2023, the Corporation assumed the Kimball International, Inc. Stock Incentive Plan and its remaining share pool. The plan was renamed the "HNI Corporation Stock Incentive Plan for Legacy Kimball Employees" (the "2023 Kimball International Legacy Plan"). Under this plan the Corporation may grant equity compensation awards using the plan's share pool. At inception, there were approximately 1.1 million shares of the Corporation's stock available for issuance

under this plan. During the fourth quarter of 2025, the Corporation assumed the Steelcase Inc. Incentive Compensation Plan and its remaining share pool. The plan was renamed the "HNI Corporation Stock Incentive Plan for Legacy Steelcase Employees" (the "2025 Steelcase Inc Legacy Plan"). Under this plan the Corporation may grant stock-based compensation using the plan's share pool. At inception, there were approximately 2.4 million shares of the Corporation's stock available for issuance under this plan.

As of January 3, 2026, there was a total of approximately 5.2 million shares available for future issuance under the 2021 Plan, the 2017 Plan, the 2023 Kimball International Legacy Plan, and the 2025 Steelcase Inc Legacy Plan (collectively, the "Plans"). The Plans are administered by the Human Resources and Compensation Committee of the Board of Directors. Forms of awards issued under the Plans include stock options, restricted stock units based on a service condition ("RSUs"), and restricted stock units based on both financial performance and service conditions ("PSUs"). The Corporation uses common shares held in treasury to satisfy share option exercises and distributions of shares related to vested RSUs and PSUs.

RSUs generally vest ratably over three years with the exception of RSUs awards under the 2023 Kimball International Legacy Plan and the 2025 Steelcase Inc Legacy Plan, which cliff-vest three years after the original award date. PSUs were awarded starting in 2020, and generally vest at the end of a three-year period, subject to a performance metric based on the Corporation’s cumulative profitability during the period. PSUs and RSUs awarded starting in 2020 generally accrue cash dividends during the vesting periods, with payment made when earned shares are distributed to participants. Awards under the 2023 Kimball International Legacy Plan accrue share dividends during the vesting period, awarded upon vesting. Awards under the 2025 Steelcase Inc. Incentive Compensation Plan accrue and pay dividends quarterly in cash. Stock options awarded to members must be at exercise prices equal to or exceeding the fair market value of the Corporation’s common stock on the date of grant. Stock options are generally subject to four-year cliff vesting and must be exercised within 10 years from the date of grant.

The Corporation measures stock-based compensation expense at grant date, based on the fair value of the award, and recognizes expense over the members’ requisite service periods, adjusted for an estimated forfeiture rate for those shares not expected to vest. Additionally, expense related to PSUs is periodically adjusted for the probable number of shares to be awarded at the end of the three-year performance period.

Compensation cost charged against operations for the Plans and the 2017 MSPP described in "Note 10. Accumulated Other Comprehensive Income (Loss) and Shareholders’ Equity" was as follows:

	2025	2024	2023
Compensation cost (1)	$ 24.7	$ 17.4	$ 16.5

(1) Current year compensation costs includes $7.3 million of expense associated with the Steelcase acquisition.

The total income tax benefit recognized in the Consolidated Statements of Comprehensive Income for share-based compensation arrangements was as follows:

	2025	2024	2023
Income tax benefit	$ 6.3	$ 4.1	$ 4.2

RSUs

The following table summarizes the changes in RSUs (shares in thousands, per share amounts in dollars):

	Number of Shares	Weighted-Average Grant Date Fair Value
Nonvested as of December 31, 2022	535	$ 38.79
Granted	246	31.44
Assumed	228	*
Vested	(259)	34.71
Forfeited	(39)	35.05
Nonvested as of December 30, 2023	713	$ 33.99
Granted	191	43.82
Vested	(419)	35.32
Forfeited	(28)	32.58
Nonvested as of December 28, 2024	456	$ 36.85
Granted	230	46.40
Assumed	1,509	*
Vested	(654)	38.54
Forfeited	(17)	40.49
Nonvested as of January 3, 2026	1,525	$ 40.82

* RSUs assumed in 2023 in the above table are replacement awards issued to Kimball International employees in June 2023, and have no weighted-average grant date fair value because they were granted prior to the Corporation's acquisition of Kimball International. The total fair value of RSUs assumed at acquisition date is $6.1 million, with approximately 48 percent of the fair value attributed to service provided by Kimball International employees prior to the acquisition by the Corporation and thus is accounted for as purchase consideration.

*RSUs assumed in 2025 in the above table are replacement awards issued to Steelcase Inc. employees in December 2025, and have no weighted-average grant date fair value because they were granted prior to the Corporation's acquisition of Steelcase Inc. The total fair value of RSUs assumed at acquisition date that was classified in equity is $60.7 million, with approximately 76 percent of the fair value attributed to service provided by Steelcase Inc. employees prior to the acquisition by the Corporation and thus is accounted for as purchase consideration.

See "Note 4. Acquisitions and Divestitures" for further information.

As of January 3, 2026, there was $12.1 million of unrecognized compensation cost related to RSUs, which the Corporation expects to recognize over a weighted-average period of 1.3 years. The total value of shares vested was as follows:

	2025	2024	2023
Value of shares vested	$ 25.1	$ 14.8	$ 9.0

The increase in value of shares vested in the current year was driven by converted Steelcase RSUs.

PSUs

The following table summarizes the changes in PSUs (shares in thousands, per share amounts in dollars):

	Number of Shares	Weighted-Average Grant Date Fair Value
Nonvested as of December 31, 2022	428	$ 39.29
Granted	200	31.50
Expired	(142)	37.60
Forfeited	(32)	38.38
Nonvested as of December 30, 2023	455	$ 36.45
Granted	170	42.73
Expired	(49)	36.99
Vested	(90)	36.99
Forfeited	(17)	38.46
Nonvested as of December 28, 2024	469	$ 38.50
Granted	150	48.19
Expired	(40)	43.78
Vested	(78)	43.77
Forfeited	(26)	39.17
Nonvested as of January 3, 2026	475	$ 40.21

As of January 3, 2026, there was $6.6 million of unrecognized compensation cost related to PSUs, which the Corporation expects to recognize over a weighted-average period of 0.9 years. A portion of PSUs granted in 2022 vested in 2025, with the remaining portion expiring, based on the Corporation's partial achievement of the cumulative profitability target of the relevant three-year performance period.

Stock Options

Stock-based compensation expense related to stock options was estimated on the date of grant using the Black-Scholes option-pricing model with various assumptions. Expected volatilities were based on historical volatility as the Corporation does not expect that future volatility over the expected term of the options is likely to differ from the past. The Corporation used a calculation method based on the historical daily frequency for a period of time equal to the expected term. The Corporation used the current dividend yield as there are no plans to substantially increase or decrease its dividends. The Corporation used historical exercise experience to determine the expected term. The risk-free interest rate was selected based on yields from treasury securities as published by the Federal Reserve equal to the expected term of the options. The amount of stock-based compensation expense recognized during a period is also based on the portion of the stock options that are ultimately expected to vest. The Corporation estimates pre-vesting forfeitures at the time of grant by analyzing historical data and revises those estimates in subsequent periods if actual forfeitures differ from those estimates.

There were no stock options granted in any periods presented below.

The following table summarizes the changes in outstanding stock options (shares in thousands, per share amounts in dollars):

	Number of Shares	Weighted Average Exercise Price
Outstanding as of December 31, 2022	2,119	$ 41.86
Exercised	(225)	36.06
Forfeited or Expired	(32)	35.75
Outstanding as of December 30, 2023	1,862	$ 42.67
Exercised	(1,115)	44.31
Outstanding as of December 28, 2024	747	$ 40.22
Exercised	(42)	38.11
Canceled	(2)	$ 51.54
Outstanding as of January 3, 2026	703	$ 40.32

There were no nonvested stock options as of January 3, 2026, December 28, 2024, or December 30, 2023, and no activity related to nonvested options during the current year. Additionally, as of January 3, 2026, there was no unrecognized compensation cost related to stock option awards.

Information about stock options currently exercisable is as follows (shares in thousands, per share amounts in dollars):

	January 3, 2026			
	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Exercisable Period (years)	Aggregate Intrinsic Value
Exercisable	703	$ 40.32	2.5	$ 2.0

Other information for the last three years is as follows:

	2025	2024	2023
Total fair value of options vested	$ —	$ —	$ 4.6
Total intrinsic value of options exercised	$ 0.5	$ 7.2	$ 0.8
Cash received from exercise of stock options	$ 1.6	$ 49.4	$ 8.1
Tax benefit realized from exercise of stock options	$ 0.1	$ 1.7	$ 0.2

The decrease in stock option exercise activity during the current year was attributable to a reduced average market price per share of the Corporation's common stock in 2025.

Note 12. Employee Benefit Plan Obligations

HNI Legacy - Defined Contribution Retirement Plans

The Corporation has defined contribution retirement plans covering substantially all its HNI Legacy members. The Corporation’s contribution to the plans is based on member eligible earnings and/or member contributions. A portion of the contribution is also based on results of operations, and a portion is contributed in the form of common stock of the Corporation. Cash contributions by the Corporation are primarily made in each payroll period, concurrent with member contributions. Stock contributions to member retirement plans are typically made in the following year.

The following table includes the Corporation's contributions related to each annual period:

	2025	2024	2023
Stock contribution	$ 3.7	$ 3.9	$ 3.9
Cash contribution	25.6	27.0	25.9
Total annual contribution	$ 29.3	$ 30.9	$ 29.8

HNI Legacy - Deferred Compensation

The Corporation maintains a salary deferral program within its legacy business which allows certain employees and non-employee directors to defer a portion of their compensation. The Corporation also maintains a SERP, acquired as part of the 2023 Kimball International acquisition, which allows certain employees to engage in self-directed investments. The liabilities associated with the SERP represent the Corporation's obligation to distribute those funds. The following table details the Corporation's associated obligations.

	January 3, 2026	December 28, 2024
HNI Legacy - Deferred compensation plan (1)	$ 4.2	$ 3.3
Kimball International Legacy SERP (2)	$ 11.7	$ 11.6

(1) The current portion and long-term portions are reported in "Current maturities of other long-term obligations" and "Other Long-Term Liabilities" on the Consolidated Balance Sheets, respectively.
(2) The current portion and long-term portions are reported in "Accounts payable and accrued expenses" and "Other Long-Term Liabilities" on the Consolidated Balance Sheets, respectively. Associated investments are held as mutual funds and are reported in "Short-term investments" and "Other Assets."

HNI Legacy - Ongoing Post Employment Benefits

The Corporation offers a fixed subsidy to certain retirees who choose to participate in a third-party insurance plan selected by the Corporation. Guidance on accounting by employers for other post-retirement plans requires recognition of the overfunded or underfunded status on the balance sheet. Under this guidance, gains and losses, prior service costs and credits, and any remaining transition amounts under previous guidance not yet recognized through net periodic benefit cost are recognized in accumulated other comprehensive income (loss), net of tax effects, until they are amortized as a component of net periodic benefit cost. The measurement date – the date at which the benefit obligation and plan assets are measured – is required to be the Corporation's fiscal year-end.

The following table sets forth the activity and reporting location of the benefit obligation and plan assets:

	2025	2024
Change in benefit obligation		
Benefit obligation at beginning of year	$ 16.6	$ 17.5
Service cost	0.3	0.3
Interest cost	0.9	0.8
Benefits paid	(1.2)	(1.0)
Actuarial (gain) loss	(1.2)	(1.2)
Benefit obligation at end of year	$ 15.3	$ 16.6
Change in plan assets		
Fair value at beginning of year	$ —	$ —
Actual return on assets	—	—
Employer contribution	1.2	1.0
Transferred out	—	—
Benefits paid	(1.2)	(1.0)
Fair value at end of year	$ —	$ —
Funded Status of Plan	$ (15.3)	$ (16.6)
Amounts recognized in the Consolidated Balance Sheets consist of:		
Current liabilities - "Current maturities of other long-term obligations"	$ 1.1	$ 1.1
Non-current liabilities - "Other Long-Term Liabilities"	$ 14.2	$ 15.4
Change in Accumulated Other Comprehensive Income (before tax):		
Net (gain) loss at beginning of year	$ (3.5)	$ (2.5)
Actuarial (gain) loss	(1.2)	(1.2)
Amortization of actuarial gain (loss)	0.2	0.1
Net (gain) loss at end of year	$ (4.6)	$ (3.5)

Estimated future benefit payments are as follows:

Fiscal 2026	$ 1.1
Fiscal 2027	$ 1.1
Fiscal 2028	$ 1.1
Fiscal 2029	$ 1.1
Fiscal 2030	$ 1.1
Fiscal 2031 - 2035	$ 5.5

Expected contributions are as follows:

Fiscal 2026	$ 1.1

The discount rate is set at the measurement date to reflect the yield of a portfolio of high quality, fixed income debt instruments. The discount rate used was as follows:

	2025	2024	2023
Discount rate	5.4%	5.6%	5.0%

Steelcase Legacy - Employee Benefit Plan Obligations

The Corporation's Legacy Steelcase employee retirement benefit plan obligations are as follows:

	January 3, 2026
Defined contribution retirement plans	$ 29.9
Post-retirement medical benefits	24.5
Defined benefit pension plans	38.0
Deferred compensation plans and agreements	54.1
	$ 146.5
Employee benefit plan obligations	
Current portion	$ 65.0
Long-term portion	81.5
	$ 146.5

Steelcase Legacy - Defined Contribution Retirement Plans

Substantially all of Steelcase's U.S. employees are eligible to participate in defined contribution retirement plans, primarily the Steelcase Inc. Retirement Plan (the “Retirement Plan”). Company contributions, including discretionary profit sharing and 401(k) matching contributions, and employee 401(k) contributions fund the Retirement Plan. All contributions are made to a trust which is held for the sole benefit of participants.

Total expense under all defined contribution retirement plans was $2.0 million for December 10, 2025 through January 3, 2026. The Corporation expects to fund approximately $42.4 million related to defined contribution plans in 2026, including funding related to the 2025 discretionary profit sharing contributions.

Steelcase Legacy - Post-Retirement Medical Benefits

The Corporation maintains post-retirement benefit plans that provide medical and life insurance benefits to certain North American-based retirees and eligible dependents. The plans were frozen to new participants in 2003. Cost of the post-retirement benefits are accrued during the service periods of employees based on actuarial calculations for each plan. These plans are unfunded. Investments in COLI policies are intended to be utilized as a long-term funding source for these benefit obligations. See "Note 18. Company-Owned Life Insurance" for additional information.

Steelcase Legacy - Defined Benefit Pension Plans

The Corporation's defined benefit pension plans include various qualified foreign retirement plans as well as domestic non-qualified supplemental retirement plans that are limited to a select group of management. The benefit plan obligations for the non-qualified supplemental retirement plans are primarily related to the Steelcase Inc. Executive Supplemental Retirement Plan. This plan, which is unfunded, was frozen to new participants in 2016, and the benefits were capped for existing participants.

The funded status of the Corporation's legacy Steelcase defined benefit pension plans (excluding investments in COLI policies) is as follows:

	January 3, 2026	
	Qualified Plans - Foreign	Non-qualified Supplemental Retirement Plans
Plan Assets	$ —	$ —
Projected benefit plan obligations	10.3	19.3
Funded status	$ (10.3)	$ (19.3)
Current liability	$ (0.4)	$ (6.4)
Long-term liability	(10.0)	(12.9)
Total benefit plan obligations	$ (10.4)	$ (19.3)
Accumulated benefit obligation	$ 4.9	$ 19.3

The following table sets forth the activity and reporting location of the Legacy Steelcase benefit obligation and plan assets:

	Defined Benefit Pension Plans	Post-Retirement Plans
	2025	2025
Change in plan assets		
Fair value as of December 10, 2025	$ —	$ —
Actual return on assets	—	—
Employer contribution	0.0	0.2
Plan participants' contributions	—	0.1
Benefits paid	(0.0)	(0.2)
Fair value at end of year	$ —	$ —
Change in benefit obligation		
Benefit obligation as of December 10, 2025	$ 28.6	$ 24.6
Service cost	0.0	0.0
Interest cost	0.1	0.1
Net actuarial (gain) loss (1)	0.1	—
Plan participants' contributions	—	0.1
Currency Changes	0.1	0.0
Special termination benefits	0.8	—
Benefits paid	(0.0)	(0.2)
Benefit plan obligations, end of year	29.6	24.5
Funded Status	$ (29.6)	$ (24.5)
Amounts recognized in the Consolidated Balance Sheets consist of:		
Current liabilities - "Current maturities of other long-term obligations"	(6.8)	(2.6)
Non-current liabilities - "Other Long-Term Liabilities"	(22.8)	(22.0)

(1)The net actuarial loss (gain) was recognized in Accumulated Other Comprehensive Income (Loss) before tax in 2025.

Weighted-average assumptions used to determine benefit obligations and net periodic benefit cost are as follows:

	Pension Plans	Post-Retirement Plans
	2025	2025
Discount rate	4.3%	5.1%
Rate of salary progression	1.0%	

The assumed healthcare cost trend for the Corporation's Legacy Steelcase plan was 6.75% for pre-age 65 retirees as of January 3, 2026, gradually declining to 4.50% after seven years. Post-age 65 trend rates are not applicable as the plan provides a fixed subsidy for post-age 65 benefits.

The Corporation expects to contribute approximately $6.8 million to the Legacy Steelcase pension plans and fund approximately $2.6 million related to post-retirement plans in 2026. The estimated future benefit payments under Legacy Steelcase pension and post-retirement plans are as follows:

	Pension Plans	Post-Retirement Plans
Fiscal 2026	$ 6.8	$ 2.6
Fiscal 2027	$ 2.6	$ 2.5
Fiscal 2028	$ 2.6	$ 2.5
Fiscal 2029	$ 2.6	$ 2.3
Fiscal 2030	$ 2.8	$ 2.2
Fiscal 2031 - 2035	$ 10.5	$ 9.7

Cash payments during 2025 for Legacy Steelcase defined contribution plans were $0.7 million.

The measurement dates for the Corporation's Legacy Steelcase retiree benefit plans are consistent with the Corporation's fiscal year end. Accordingly, discount rates are selected to measure benefit obligations that are consistent with market indices at the end of each year.

Steelcase Legacy - Multi-Employer Pension Plan

Prior to the Steelcase acquisition in December 2025, one subsidiary, SC Transport Inc., previously contributed to the Central States, Southeast and Southwest Areas Pension Fund (the "Fund"), a multi-employer pension plan, based on obligations arising under a collective bargaining agreement that covered SC Transport Inc. employees and retirees. Under current law, an employer that withdraws or partially withdraws from a multi-employer pension plan may incur a withdrawal liability to the plan, which represents the portion of the plan’s underfunding that is allocable to the withdrawing employer under complex actuarial and allocation rules.

In 2019, the Fund asserted that SC Transport Inc.'s absence of hiring additional union employees over the past ten years constituted an adverse selection practice under the Fund and, if not remedied, would result in an assessment of a withdrawal liability. As a result of the Fund's assertion, SC Transport Inc. recorded an $11.2 million charge related to its estimated future obligations under a withdrawal from the Fund to be paid out in installments over a period of up to 20 years. The withdrawal liability was discounted using a rate of 3.5%. The balance of the liability as of January 3, 2026 was $8.4 million.

Steelcase Legacy - Deferred Compensation Programs

The Corporation maintains four Legacy Steelcase deferred compensation programs. The first deferred compensation program is closed to new entrants. In this program, certain employees elected to defer a portion of their compensation in return for a fixed benefit to be paid in installments beginning when the participant reaches age 70. Under the second plan, certain employees may elect to defer a portion of their compensation. The third plan is intended to restore retirement benefits that would otherwise be paid under the Retirement Plan but are precluded as a result of the limitations on eligible compensation under Internal Revenue Code Section 401(a)(17). A fourth plan, which was terminated as of the date of the Steelcase acquisition, allowed pre-acquisition,

non-employee directors to elect to defer all or a portion of their board retainer and committee fees. The deferred amounts in the last three plans earn a return based on the investment option selected. These deferred compensation obligations are unfunded.

Deferred compensation expense (gain), which represents annual participant earnings on amounts that have been deferred, and expense (gains) related to restoration retirement benefits, were $0.5 million for 2025.

Note 13. Leases

The Corporation leases certain showrooms, office space, manufacturing facilities, distribution centers, retail stores, and equipment and determines if an arrangement is a lease at inception. ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Leases with an initial term of twelve months or less are not recorded on the Consolidated Balance Sheets; expense for these leases is recognized on a straight-line basis over the lease term. As of January 3, 2026, approximately 92 percent of the value of the Corporation's leased assets is for real estate. The remaining 8 percent of the value of the Corporation's leased assets is for equipment.

As the rates implicit in its leases cannot be readily determined, the Corporation estimates secured incremental borrowing rates based on the information available at the commencement date in determining the present value of lease payments. The Corporation uses separate discount rates for its United States operations and international operations.

Certain real estate leases include one or more options to renew with renewal terms that can extend the lease term from one to ten years. The exercise of lease renewal options is at the Corporation's sole discretion. Certain real estate leases include an option to terminate the lease term earlier than the specified lease term for a fee. These options are not included as part of the lease term unless they are reasonably certain to be exercised.

Many of the Corporation's real estate lease agreements include periods of rent holidays and payments that escalate over the lease term by specified amounts or indices. While not significant, certain equipment leases have variable lease payments based on machine hours and certain real estate leases have rate changes based on the Consumer Price Index. The Corporation's lease agreements do not contain any material residual value guarantees.

The Corporation has lease agreements with lease and non-lease components, which are generally accounted for as a single lease component.

On occasion, the Corporation rents or subleases certain real estate to third parties. This sublease portfolio consists mainly of operating leases for office furniture showrooms and is not significant.

Lease costs included in the Consolidated Statements of Comprehensive Income consisted of the following:

	Classification	2025	2024	2023
Operating lease costs				
Fixed	Cost of sales	$ 6.4	$ 6.3	$ 5.4
	Selling and administrative expenses	27.9	25.2	24.3
Short-term / variable	Cost of sales	1.4	1.5	1.4
	Selling and administrative expenses	1.7	1.6	1.7
Finance lease costs				
Amortization	Cost of sales	1.5	1.3	1.4
	Selling and administrative, and interest expense	5.3	4.2	3.1
Less: Sublease income				
	Cost of sales	(0.0)	(0.0)	(0.0)
	Selling and administrative expenses	(1.0)	(1.0)	(0.5)
Total lease costs		$ 43.1	$ 39.0	$ 37.0

Maturity of lease liabilities as of January 3, 2026 is as follows:

	Operating Leases	Finance Leases	Total
2026	$ 85.1	$ 4.7	$ 89.9
2027	69.4	3.4	72.8
2028	50.2	2.7	52.9
2029	41.4	1.5	42.9
2030	30.9	0.2	31.1
Thereafter	73.4	—	73.4
Total lease payments	350.4	12.6	363.0
Less: Interest	(61.4)	(1.1)	(62.6)
Present value of lease liabilities	$ 289.0	$ 11.5	$ 300.5

As of January 3, 2026, there were $0.3 million and $1.2 million of legally binding minimum lease payments for operating leases and finance leases, respectively, that were signed but not yet commenced and thus excluded from lease liabilities. Additionally, there were no operating or finance lease options to extend lease terms that were reasonably certain of being exercised as of current fiscal year end. The increase in lease assets in the current year was driven by the acquisition of Steelcase as described in "Note 4. Acquisitions and Divestitures." Leases included in the Steelcase acquisition are recorded at their preliminary value and are subject to change, which may be material.

The following table summarizes the weighted-average discount rates and weighted-average remaining lease terms for operating and finance leases as of January 3, 2026:

	Weighted-Average Discount Rate	Weighted-Average Remaining Lease Term (years)
Operating leases	6.1%	5.6
Finance leases	5.9%	3.2

The following table summarizes cash paid for amounts included in the measurements of lease liabilities and the leased assets obtained in exchange for new operating and finance lease liabilities:

	2025	2024	2023
Cash paid for amounts included in the measurements of lease liabilities			
Operating cash flows from operating / finance leases	$ 36.1	$ 31.9	$ 29.7
Financing cash flows from finance leases	$ 6.0	$ 4.8	$ 4.2
Leased assets obtained in exchange for new operating / finance lease liabilities	$ 185.2	$ 38.3	$ 62.3

Of the $185.2 million new lease assets, $170.3 million were acquired as part of the Steelcase acquisition on December 10, 2025.

Note 14. Guarantees, Commitments, and Contingencies

The Corporation utilizes letters of credit and surety bonds in the amount of approximately $45 million to back certain insurance policies and payment obligations. Additionally, the Corporation periodically utilizes trade letters of credit and bankers' acceptances to guarantee certain payments to overseas suppliers. As of January 3, 2026, there was $7 million outstanding related to these types of guarantees. The letters of credit, bonds, and banker’s acceptances reflect fair value as a condition of their underlying purpose and are subject to competitively determined fees.

The Corporation periodically guarantees borrowing arrangements involving certain workplace furnishings dealers and third-party financial institutions. The remaining terms of outstanding guarantees are less than five years in length and generally require the Corporation to make payments directly to the financial institution in the event that the dealer is unable to repay its borrowings in

accordance with the stated terms. The aggregate amount guaranteed by the Corporation in connection with these agreements is approximately $7 million as of January 3, 2026. The Corporation has determined the likelihood of making future payments under these guarantees is not probable and therefore no liability has been accrued.

The Corporation has contingent liabilities which have arisen in the ordinary course of its business, including liabilities relating to pending litigation, environmental remediation, taxes, and other claims. After consultation with legal counsel, the Corporation expects that liabilities, if any, resulting from these matters will not have a material adverse effect on the Corporation's financial condition, cash flows, or on the Corporation's quarterly or annual operating results when resolved in a future period.

Note 15. Reportable Segment Information

Management views the Corporation as two reportable segments based on industry: Workplace Furnishings and Residential Building Products. On December 10, 2025, the Corporation completed its acquisition of Steelcase, as such, Steelcase will be included in the Workplace Furnishings segment.

The Workplace Furnishings segment designs, manufactures, and markets a broad line of commercial office furniture which includes panel-based and freestanding furniture systems, seating, storage, benching, tables, architectural products, social collaborative items, ancillary products, and hospitality products. The Residential Building Products segment manufactures and markets a full array of gas, wood, electric, and pellet-fueled fireplaces, inserts, stoves, facings, outdoor fire pits and fire tables, and accessories.

For purposes of segment reporting, intercompany sales between segments are immaterial, and operating profit is income before income taxes exclusive of certain unallocated corporate expenses. These unallocated general corporate expenses include the net costs of the Corporation's corporate operations. Management views interest income and expense as corporate financing costs and not as a reportable segment cost. In addition, management applies an effective income tax rate to its consolidated income before income taxes so income taxes are not reported or viewed internally on a segment basis. Identifiable assets by segment are those assets applicable to the respective industry segments. Corporate assets consist principally of cash and cash equivalents, short-term investments, long-term investments, IT infrastructure, and corporate office real estate and related equipment.

The Corporation's chief operating decision maker ("CODM") is the Chairman, President, and Chief Executive Officer. On a regular basis the CODM receives a reporting package that includes summarized financial results of the Corporation and its underlying operating segments. In evaluating the performance of the segments and making resource allocation decisions across the organization, the CODM is primarily focused on operating income, including analysis of trends, budget-to-actual variances, and performance against historical comparable periods.

Reportable segment data reconciled to the Corporation's consolidated financial statements was as follows:

	2025	2024	2023
Net Sales:			
Workplace Furnishings	$ 2,164.1	$ 1,888.0	$ 1,740.3
Residential Building Products	674.9	638.4	693.7
Total	$ 2,839.0	$ 2,526.4	$ 2,434.0
Cost of Sales:			
Workplace Furnishings	$ 1,295.7	$ 1,140.6	$ 1,091.8
Residential Building Products	367.3	352.4	393.9
Total	$ 1,662.9	$ 1,493.0	$ 1,485.7
Selling and Administrative Expenses:			
Workplace Furnishings	$ 667.8	$ 573.3	$ 524.8
Residential Building Products	185.5	174.0	183.2
General Corporate	83.7	73.4	64.0
Total	$ 937.0	$ 820.7	$ 772.0
Acquisition Costs:			
Workplace Furnishings	$ —	$ —	$ 12.5
General Corporate	94.6	—	28.6
Total	$ 94.6	$ —	$ 41.2
Restructuring, impairment, and loss on divestiture:			
Workplace Furnishings	$ 17.6	$ 5.1	$ 42.5
Residential Building Products	0.4	1.1	—
General Corporate	0.6	—	2.3
Total	$ 18.5	$ 6.2	$ 44.8
Operating Income (Loss):			
Workplace Furnishings	$ 183.0	$ 169.1	$ 68.6
Residential Building Products	121.8	110.8	116.6
General Corporate	(178.9)	(73.4)	(94.9)
Total	126.0	206.5	90.3
Interest Expense, Net:	35.6	27.2	25.5
Other Non-Operating Income, net:	0.4	—	—
Income Before Income Taxes:	$ 90.8	$ 179.3	$ 64.8
Depreciation and Amortization Expense:			
Workplace Furnishings	$ 72.8	$ 73.5	$ 59.5
Residential Building Products	14.9	14.3	13.7
General Corporate	19.3	20.1	21.6
Total	$ 107.1	$ 107.8	$ 94.9
Capital Expenditures (including capitalized software):			
Workplace Furnishings	$ 50.8	$ 36.2	$ 62.7
Residential Building Products	10.0	8.2	12.6
General Corporate	7.1	8.4	3.7
Total	$ 67.8	$ 52.9	$ 79.1
Identifiable Assets:			
Workplace Furnishings	$ 3,887.4	$ 1,282.6	$ 1,311.4
Residential Building Products	440.6	465.8	467.1
General Corporate	557.0	126.7	150.3
Total	$ 4,885.0	$ 1,875.1	$ 1,928.8

No geographic information for revenues from external customers is disclosed since the Corporation's primary activities during the periods ended January 3, 2026, December 28, 2024, and December 30, 2023 were concentrated in the United States.

Reportable geographic information is as follows:

		2025
Long-lived assets (1):		
United States	$	1,106.6
Foreign locations		316.3
Total	$	1,423.0

(1) Long-lived assets include property, plant and equipment and right-of-use lease assets.

No country outside of the United States represented greater than 10% of the Corporation's long-lived assets as of January 3, 2026. No geographic information for long-lived assets for the years ended December 28, 2024 and December 30, 2023 is disclosed since the Corporation's primary investments during the periods were concentrated in the United States.

Note 16. Restructuring and Impairment

Restructuring, impairment, and loss on divestiture activity in the current year relate to the loss on divestiture of HNI India, described in "Note 4. Acquisitions and Divestitures," the impairment of intangible assets at a small Workplace Furnishings business, described in "Note 6. Goodwill and Other Intangible Assets," and continued manufacturing optimization initiatives across all segments, including production relocation at the Mexico plant and certain domestic plants. These projects are comprised of cash and non-cash set-up and move costs recorded to cost of sales, including accelerated depreciation and asset relocation and disposal costs. Current-year cash restructuring costs were also incurred for employee benefits in connection with facility closures in Workplace Furnishings.

Restructuring recorded in 2024 and 2023 included goodwill and intangible asset impairments incurred at small Workplace Furnishings brands and manufacturing optimization initiatives, primarily in the Workplace Furnishings segment.

Restructuring and impairment charges were as follows:

	Classification	2025	2024	2023
Workplace Furnishings				
Cost of sales				
Inventory valuation	Cost of sales	$ —	$ —	$ (0.3)
Facility set-up and consolidation costs	Cost of sales	2.5	5.0	1.2
Divestiture of HNI India	Restructuring, impairment, and loss on divestiture	6.1	—	—
Long-lived asset charges	Restructuring, impairment, and loss on divestiture	—	—	2.3
Exit costs	Restructuring, impairment, and loss on divestiture	3.8	5.1	9.2
Goodwill and intangible asset impairment	Restructuring, impairment, and loss on divestiture	7.7	—	31.0
Residential Building Products				
Reorganization costs	Restructuring, impairment, and loss on divestiture	0.4	1.1	—
General Corporate				
Divestiture of HNI India	Restructuring, impairment, and loss on divestiture	0.6	—	—
Exit costs	Restructuring, impairment, and loss on divestiture	—	—	0.8
Investment impairment	Restructuring, impairment, and loss on divestiture	—	—	1.5
Total		$ 21.1	$ 11.2	$ 45.7

As of January 3, 2026 and December 28, 2024, accrued restructuring expenses of $13.1 million and $3.3 million, respectively, were included in "Accounts payable and accrued expenses" in the Consolidated Balance Sheets. Cash payments related to these charges in 2025, 2024, and 2023 totaled $8.7 million, $6.0 million, and $9.8 million respectively. Of the $13.1 million ending accrued restructuring expense, $12.8 million was from Steelcase, with related expense taken prior to the acquisition date.

On January 8, 2026, after the balance sheet date, the Corporation announced it will exit its Wayland, New York facility in 2027. Cash restructuring charges associated with this action are expected to total $7.1 million, while non-cash charges in the form of accelerated depreciation are expected to total $5.2 million.

Note 17. Supplier Finance Programs

Some of the Corporation’s third-party financial institutions offer supply chain finance ("SCF") programs by which they allow eligible Corporation suppliers the opportunity to sell their trade receivables due from the Corporation. Supplier participation in the SCF programs is voluntary and requires an agreement between the supplier and the financial institution, to which the Corporation is not a party. Any sales of supplier receivables to the financial institutions are at the sole discretion of the supplier and are priced at a rate that leverages the Corporation’s credit rating and thus may be more beneficial to the supplier. The Corporation’s responsibility is limited to making payment on the terms originally negotiated with each supplier.

In the table below, new invoices confirmed represent the invoices which have been confirmed by the Corporation to the financial institutions as valid for payment under the SCF programs, while confirmed invoices paid represent payments made to the financial institutions by the Corporation based on the original invoice terms. The balance at the end of the period represents invoices which have been confirmed as valid to the financial institutions under the terms of the SCF programs, but in which the Corporation has not yet made payment. The SCF programs payment obligations due by the Corporation to the financial institutions are recorded in "Accounts payable and accrued expenses" in the Consolidated Balance Sheets. The Corporation's payments to the financial institutions to settle obligations related to suppliers that elected to participate in the SCF programs are reflected in cash flows from operating activities in the Consolidated Statements of Cash Flows.

	2025	2024
Balance at beginning of period	$ 31.2	$ 28.4
New invoices confirmed during the period	176.9	200.3
Confirmed invoices paid during the period	(182.0)	(197.5)
Balance at end of period	$ 26.1	$ 31.2

Note 18. Company-Owned Life Insurance

The Corporation's investments in COLI policies are recorded at their net cash surrender value. The investments were acquired as part of the December 10, 2025 acquisition of Steelcase so, as a consequence, income disclosed represents activity since that date. The valuation of the investment is preliminary and subject to change during the measurement period. See "Note 4. Acquisitions and Divestitures" for further information on the Steelcase acquisition.

The Corporation's investments in COLI are intended to be utilized as a long-term funding source for post-retirement medical benefits, deferred compensation and defined benefit pension plan obligations. The designation of its COLI investments as funding sources for its long-term benefit plan obligations does not result in these investments representing a committed funding source for these obligations. The Corporation may designate any portion of them to another purpose at any time.

The net returns in cash surrender value, normal insurance expenses and any maturity benefits related to the Corporation's investments in COLI policies ("COLI income") are recorded in Selling and administrative expenses in the Consolidated Statements of Comprehensive Income. COLI income is intended to offset the expense associated with long-term benefit plan obligations which are also recorded in Selling and administrative expenses in the Consolidated Statements of Comprehensive Income. COLI income totaled $0.2 million in 2025.

The balances of our COLI investments as of January 3, 2026 were as follows:

Type	Ability to Choose Investments	Net Return	Target Asset Allocation as of January 3, 2026	Cash Surrender Value as of January 3, 2026	Borrowings Against as of January 3, 2026	Net Cash Surrender Value as of January 3, 2026
Whole life COLI policies	No Ability	A rate of return set periodically by the insurance companies	Not applicable	$ 102.3	$ (55.9)	$ 46.4
Variable life COLI policies	Can allocate across a set of choices provided by the insurance companies	Fluctuates depending on performance of underlying investments	60% fixed income; 40% equity	68.1	(44.0)	24.1
Total				$ 170.4	$ (99.8)	$ 70.6

Note 19. Investments in Unconsolidated Affiliates

The Corporation occasionally enters into joint ventures and other equity investments to expand or maintain its geographic presence, support its distribution network, or invest in new business ventures, complementary products and services through dealer relationships and manufacturing joint ventures. The only current manufacturing joint venture is Steelcase Jeraisy Company Limited, which is located in the Kingdom of Saudi Arabia and is engaged in the manufacturing of wood and metal office furniture systems, seating, accessories and related products for the Kingdom.

The investments below were acquired as part of the December 10, 2025 acquisition of Steelcase so, as a consequence income disclosed below represents activity since that date. The valuation of these investments is preliminary and subject to change during the measurement period. See "Note 4. Acquisitions and Divestitures" for further information on the Steelcase acquisition.

The Corporation's investments in unconsolidated affiliates and related direct ownership interests are recorded in are summarized below:

	January 3, 2026	
	Investment Balance	Ownership Interest
Equity method investments:		
Dealer relationships	$ 38.4	25%-40%
Manufacturing joint venture	8.0	49 %
	46.4	
Cost method investments:		
Dealer relationship	5.8	Less than 10%
Other	2.2	Less than 10%
	8.0	
Total investments in unconsolidated affiliates	$ 54.4	

The Corporation's equity in earnings of unconsolidated affiliates was $0.6 million in 2025 and is recorded in "Other non-operating income, net" in the Consolidated Statements of Income.

The following tables summarizes the combined accounts of our equity method investments in unconsolidated affiliates:

Balance Sheets	January 3, 2026
Total current assets	$ 251.6
Total non-current assets	98.3
Total assets	$ 349.9
Total current liabilities	$ 172.5
Total long-term liabilities	27.8
Total liabilities	$ 200.4

Statements of Income	2025
Revenue	$ 43.6
Gross profit	9.8
Income before income tax	2.4
Net income	$ 2.3

Supplemental Information		2025
Dividends received from unconsolidated affiliates	$	0.3
Sales to unconsolidated affiliates	$	20.3
Amount due from unconsolidated affiliates	$	26.6

Note 20. Subsequent Events

Facility Exit

On January 8, 2026, after the balance sheet date, the Corporation announced it will exit its Wayland, New York facility in 2027. See "Note 16. Restructuring and Impairment" for further information.

On February 20, 2026, the U.S. Supreme Court invalidated the current U.S. presidential administration's tariff measures after concluding that the International Emergency Economic Powers Act did not authorize their imposition. It is uncertain how future repercussions of the ruling and other changes in trade policy would impact our operations, supply chain, and cash flow.

Exhibit 10.37

HNI Corporation 2021 Stock-Based Compensation Plan:
Restricted Stock Unit Award Agreement

Congratulations on your selection as a Participant who will receive Restricted Stock Units under the HNI Corporation 2021 Stock-Based Compensation Plan (the "Plan"). This Award Agreement provides a brief summary of your rights under the Plan. Capitalized terms found but not defined in this Award Agreement are defined in the Plan.

The Plan provides complete details of all of your rights under the Plan and this Award Agreement, as well as all of the conditions and limitations affecting your rights. If there is any inconsistency between the terms of this Award Agreement and the terms of the Plan, the Plan's terms shall completely supersede and replace the conflicting terms of this Award Agreement.

Overview of Your Restricted Stock Unit Grant

1. **Number of Restricted Stock Units Granted:** Number of Awards Granted
2. **Grant Date:** Grant Date

3. **Vesting of Restricted Stock Units:** Subject to the terms of Section 7 and 8 below, the total number of Restricted Stock Units granted above, rounded up or down to the nearest whole share, will vest on the first anniversary of the Grant Date (the "Vesting Date"), provided that you remain continuously employed by the Company through such Vesting Date.
4. **Impact of Vesting of Restricted Stock Units:** On the Vesting Date, you will be issued a number of Shares equal to the number of Restricted Stock Units that become vested on that Vesting Date. A portion of these Shares will be withheld to pay applicable withholding taxes due on such Vesting Date. To the extent that payroll taxes are required to be withheld prior to a Vesting Date, the Company may withhold such taxes from your cash compensation payable by the Company in accordance with Section 3121(v) of the Code.
5. **Shareholder Rights:** Prior to the time that your Restricted Stock Units vest and the Company has issued Shares relating to such Restricted Stock Units, you will not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any Shares deliverable with respect to such Restricted Stock Units. Restricted Stock Units will not pay or accrue dividends.

6. **Non-Transferability of Restricted Stock Units:**

(a) No assignment or transfer of Restricted Stock Units, whether voluntary or involuntary, by operation of law or otherwise, can be made except by will or the laws of descent and distribution or pursuant to beneficiary designation procedures approved by the Company.

(b) Notwithstanding the preceding paragraph, you may transfer your Restricted Stock Units to one or more family members (as such term is defined in the General Instructions to Form S-8, (or any successor to such instructions or such form) under the Securities Act of 1933, as amended) or to one or more trusts established solely for the benefit of one or more family members or to one or more partnerships in which the only partners are family members; provided, however, that (i) no such transfer shall be effective unless you deliver reasonable prior notice thereof to the Company and such transfer is thereafter effected subject to the specific authorization of, and in accordance with any terms and conditions that shall have been made applicable thereto by, the Committee or the Board, (ii) any such transferee shall be subject to the same terms and conditions hereunder as you are and (iii) such transfer cannot be made for value.

7. **Termination of Employment:**

(a) *Death or Disability:* If your employment terminates due to your death or you become Disabled, as defined below, your outstanding Restricted Stock Units which are outstanding as of the date of your death or Disability shall become immediately 100% vested, provided that you are employed by the Company on the date of your death or Disability. The Shares subject to the Restricted Stock Units that become vested pursuant to this Section 7(a) shall be issued to you or your beneficiary or estate within 60 days after the date of your death or Disability. For purposes of this Award Agreement, and notwithstanding the terms of the Plan, you will be considered "Disabled" or to have a "Disability" if you are, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Company.

(b) *For Other Reasons:* Restricted Stock Units which are not vested as of the date of employment termination for reasons other than those specified in Section 7(a) or 7(b) and which have not become vested pursuant to Section 8 shall immediately terminate and shall be forfeited to the Company.

(c) *Definition of Cause:* For purposes of this Award Agreement, "Cause" shall have the meaning described in your employment or severance agreement with the Company, or if no such agreements exists, then it shall mean your: (i) repeated failure to perform a substantial part of your duties and responsibilities; (ii) willful misconduct, illegal act, fraud or dishonesty; (iii) material violation of the rules of conduct of the Company or (iv) violation of your duty of confidentiality and loyalty to the Company, which in each case shall be determined by the Company in its sole and absolute discretion.

8. **Change in Control:** In the event of a Change in Control, all outstanding Restricted Stock Units shall become fully vested and Article 18 of the Plan will apply. The Shares subject to the Restricted Stock Units that become vested pursuant to this Section 8 shall be issued to you within 30 days after the date of the Change in Control; provided that if the Change in Control does not constitute a "change in control event," within the meaning of Section 409A of the Code, then the Restricted Stock Units shall become fully vested as of the date of the Change in Control, but the Shares subject to such Restricted Stock Units shall not be issued to you until the dates on which the Restricted Stock Units otherwise would have become vested and issuable pursuant to Section 3 of this Award Agreement.

9. **Section 409A**. The Restricted Stock Units are intended to be exempt from or comply with Section 409A of the Code, and this Award Agreement shall be interpreted and construed accordingly.

Please acknowledge your agreement to participate in the Plan and this Award Agreement, and to abide by all of the governing terms and provisions, by providing your digital signature on the Agreement to Participate. Please print a copy of the Agreement to Participate for your files.

Refer any questions you may have regarding your grant of Restricted Stock Units to the Vice President, Member and Community Relations. Once again, congratulations on the receipt of your restricted stock unit award.

Sincerely,

Jeff Lorenger
Chairman, President and Chief Executive Officer
HNI Corporation

HNI Corporation 2021 Stock-Based Compensation Plan:

Restricted Stock Unit Award

Agreement to Participate

By signing this Agreement to Participate, I acknowledge that I have read the Award Agreement and the Plan, and that I fully understand all of my rights thereunder, as well as all of the terms and conditions which may limit the vesting of the Restricted Stock Units.

Electronic Signature _____ Date of Signature

Participant Name

HNI Corporation Policy on Securities Trades by Directors, Officers and Members

Purpose

This Policy on Securities Trades by Directors, Officers and Members ("Policy") provides guidelines with respect to transactions in securities of HNI Corporation (the "Corporation" or "HNI") and securities of other covered companies referred to below. This Policy promotes compliance with applicable securities laws by prohibiting certain persons who are aware of material nonpublic information about HNI or another covered company from (i) trading in securities of HNI or that company or (ii) providing material nonpublic information to others who may trade on the information.

Persons Subject to the Policy

This Policy applies to the following persons (each of whom is referred to as a "Covered Person" and who are collectively referred to as "Covered Persons"):

- All officers and other employees ("members") of the Corporation and its subsidiaries
- All members of the Corporation's Board of Directors ("directors")
- Family Members (as defined below) of any such officer, member or director
- Entities and other persons as described below subject to the influence or control of any such officer, member or director
- Other persons the Corporation may determine should be subject to this Policy, such as contractors, consultants or advisers who may obtain material nonpublic information in connection with their relationships with the Corporation

Transactions Subject to the Policy

This Policy applies to transactions in the Corporation's securities ("Corporation Securities"), including HNI common stock, options to purchase common stock, restricted stock units, performance stock units, private notes, debt securities or any other type of securities the Corporation may issue (as well as derivative securities relating to any Corporation Securities whether or not issued by the Corporation).

This Policy also applies to the securities of companies (referred to as "other covered companies") with which the Corporation or any of its subsidiaries (i) conducts business (including a customer or supplier) or (ii) engages or may engage in acquisitions, joint ventures, strategic alliances or other transactions, and about which Covered Persons may be aware of material nonpublic information.

Individual Responsibility

Each Covered Person has an ethical and legal obligation to maintain the confidentiality of information about the Corporation and to not engage in transactions in Corporation Securities or other covered securities while in possession of material nonpublic information. Each Covered Person is responsible for his or her compliance with this Policy as well as compliance by any Family Member or other person or entity whose transactions are subject to this Policy, as discussed below. Each Covered

Person is responsible for determining whether he or she is in possession of material nonpublic information, and no action on the part of the Corporation, the Administrator (as defined below) or any other member or director constitutes legal advice regarding, or protects a Covered Person from liability under, applicable securities laws. A Covered Person could be subject to severe legal penalties and disciplinary action by the Corporation for violating this Policy or applicable securities laws, as described below under the heading "Consequences of Violations."

Administration of the Policy

The administrator of this Policy (the "Administrator") is the Corporation's Senior Vice President, Secretary and General Counsel or any other person designated by such officer to serve in this role. All determinations and interpretations by the Administrator relating to this Policy are binding on Covered Persons and not subject to further review.

Statement of Policy

No Covered Person who is aware of material nonpublic information relating to the Corporation may, directly or indirectly through Family Members or other covered persons or entities:

- Engage in, or offer to engage in, transactions in Corporation Securities, except as specifically permitted in this Policy,
- Recommend the purchase or sale of any Corporation Securities,
- Disclose material nonpublic information to persons within the Corporation whose jobs do not require them to have that information, or outside of the Corporation to other persons, unless disclosure is made in accordance with the Corporation's policies regarding disclosure of information with respect to the Corporation, or
- Assist anyone to engage in the above activities.

In addition, no Covered Person who, in the course of such Covered Person's service with or on behalf of the Corporation or its subsidiaries, learns of material nonpublic information about any customer, supplier or other covered company referred to above doing business or engaging in transactions with the Corporation or any of its subsidiaries may trade in such company's securities until the information becomes public or is no longer material.

Covered Persons should be discreet in their handling of inside information and not discuss such information in public places where it can be overhead, such as elevators, restaurants, taxis, and airplanes.

There are no exceptions to this Policy, except as specifically noted in this Policy. For example, there is no exception to this Policy for small transactions or transactions that may be necessary or justifiable for independent reasons, such as the need to raise money for an emergency expenditure. As a result, there may be instances where a Covered Person will be required to forgo a planned transaction and suffer financial hardship because of the restrictions imposed by this Policy.

Definition of Material Nonpublic Information

Material Information. Information is considered "material" if a reasonable investor would consider it important in deciding to buy, hold or sell securities. Any information that is expected to affect the price of the Corporation's common stock or any other Corporation Securities, or the price of the securities of any other covered company, whether positively or negatively, should be considered material. Materiality is based on facts and circumstances and is often evaluated by enforcement authorities with the benefit of hindsight. While it is not possible to define all categories of material information, the following are some examples of information ordinarily regarded as material:

- Financial condition and results of operation of the Corporation, including quarterly and annual results
- Projections of future earnings or losses or other earnings guidance
- Changes to previously announced earnings guidance or the decision to suspend earnings guidance
- A pending or proposed merger, acquisition or tender offer, acquisition or disposition of a significant asset or a joint venture
- A corporate restructuring
- A change in dividend policy, the declaration of a stock split or an offering of additional securities
- Bank borrowings or other financing transactions out of the ordinary course
- The establishment, expansion or termination of a repurchase program for Corporation Securities
- A change in the Corporation's pricing or cost structure
- A change in senior management
- A change in auditors or determination that the auditor's reports may no longer be relied upon
- Development of a significant new product, process, or service
- Pending or threatened significant litigation or the resolution of such litigation
- A significant cyber-attack or other cybersecurity incident
- Impending bankruptcy or the existence of severe liquidity problems
- The gain or loss of a significant customer or supplier
- The imposition of a ban on trading in Corporation Securities or the securities of any other company

When Information is Considered Public. Information not disclosed to the public is generally considered to be nonpublic information. Information must be widely disseminated through one of the following means to qualify as disclosed to the public:

- In a Corporation press release disseminated through a widely distributed news or wire service
- In a report (such as a Form 8-K, Form 10-Q or Form 10-K) or other document publicly filed with the Securities and Exchange Commission ("SEC")

- Through presentation of information on an earnings call or other communication that is publicly accessible, so long as the fact of and means to access the presentation have been publicly disclosed by a widely disseminated Corporation press release or SEC filing

By contrast, information would not be considered widely disseminated if the information is available only to the Corporation's members or to a select group of analysts, brokers, and institutional investors. In addition, disclosure on the Corporation's website or on a social media platform, by itself, would not be considered wide dissemination for purposes of this Policy.

Once information is widely disseminated, the investing public needs sufficient time to absorb the information. Generally, information should not be considered fully absorbed by the market until one full trading day after the information is released. Depending on the circumstances, the Corporation may determine a longer or shorter absorption period should apply to the release of particular material nonpublic information.

Precautions to Prevent Misuse or Unauthorized Disclosure

When a Covered Person has exposure to material nonpublic information, that person should consider taking the following precautions to prevent misuse or unauthorized disclosure, including:

- Maintaining files securely and avoiding storing material nonpublic information on computer systems that can be accessed by other individuals
- Avoiding discussing confidential matters in areas where conversation could be overheard
- Restricting disclosure of information on a "need to know" basis
- Refraining from making any statement on the Internet or via social media regarding the Corporation, since such a statement may be seen as a recommendation to buy or sell Corporation Securities

Transactions by Family Members and Other Persons

This Policy applies to the following family members of a Covered Person (referred to as "Family Members"): family members who reside with a Covered Person (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws); anyone else who lives in the Covered Person's household; and any family members who do not live in such person's household but whose transactions in Corporation Securities are directed by a Covered Person or are subject to such Covered Person's influence or control, such as parents or children who consult with a Covered Person before they trade in securities.

A Covered Person is responsible for the transactions of Family Members and should advise the Family Members to confer with the Covered Person before they trade in Corporation Securities or other securities covered by this Policy. A Covered Person should treat all such transactions as if the transactions were for such person's own account. This Policy does not, however, apply to personal securities transactions of Family Members where the purchase or sale decision is made by a third party not controlled or influenced by a Covered Person or such Family Members.

This Policy also applies to any entities or other persons whose securities transactions a Covered Person influences or controls, or whose securities transactions are controlled by a Covered Person's Family Members, including any corporations, partnerships, limited liability companies or trusts (such entities collectively referred to as "Controlled Entities"). Transactions by Controlled Entities and any such other persons should be treated as if they were for such Covered Person's own account.

Excluded Transactions

The following transactions are not covered by, and subject to the restrictions of, this Policy, except as noted:

- The vesting of restricted stock units ("RSUs") or performance stock units ("PSUs") granted pursuant to the Stock-Based Compensation Plan, or the exercise of a tax withholding right where the Corporation withholds shares of stock to satisfy tax withholding requirements upon the vesting of any RSUs or PSUs.

- Purchases of deferred share units under the Corporation's executive or directors deferred compensation plan or the receipt of shares of common stock upon distribution of deferred share units held under either plan.

- Purchases of Corporation Securities in the Corporation's Profit-Sharing Retirement Plan ("PSRP") from periodic contribution of money to the plan pursuant to a payroll deduction.

- Purchases of Corporation Securities in the Corporation's Member Stock Purchase Plan ("MSPP") from periodic contribution of money to the MSPP by election made at the time of enrollment in the plan, except that this Policy does apply to an initial election to participate in the MSPP for any enrollment period.

- Purchases of Corporation Securities under the Corporation's Dividend Reinvestment and Share Purchase Plan ("DRIP") resulting from reinvestment of dividends paid on Corporation Securities, except that this Policy does apply to voluntary purchases of Corporation Securities from additional voluntary contributions made to the DRIP, and to an election to participate in the DRIP or increase the level of participation in the DRIP.

- Transactions in mutual funds that are invested in Corporation Securities.

- Transfers of Corporation Securities between brokerage accounts where no market sales or purchases occur.

- Any other purchase of Corporation Securities from the Corporation or sales of Corporation Securities to the Corporation.

Option Exercise

The exercise of stock options to purchase shares of Corporation common stock is covered by this Policy regardless of the type of exercise use ("exercise and sell to cover," "exercise and sell," "exercise and hold," or "exercise and net") even if there is no market sale of shares.

Sale Transactions

This Policy applies to all sales of Corporation Securities (other than sales to the Corporation), so even if a purchase or acquisition of shares described above is excluded from this Policy, a sale of those shares is covered by this Policy (for example, while the vesting of RSUs is excluded from this Policy, the sale of the shares acquired in the transaction is covered by this Policy).

PSRP Transactions

This Policy applies to elections made under the PSRP to (i) increase or decrease the percentage of periodic contributions allocated to the Corporation stock fund, (ii) make an intra-plan transfer of an existing account balance into or out of the Corporation stock fund, (iii) borrow money against the PSRP account if the loan will result in a liquidation of all or some of the Corporation stock fund balance, and (iv) pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Corporation stock fund.

Gifts of Corporation Securities

Bona fide gifts of securities are not transactions subject to this Policy, unless the person making the gift has reason to believe that the recipient intends to sell the Corporation Securities while the person making the gift is aware of material nonpublic information, provided that Designated Individuals (as defined below) must pre-clear any proposed gift transaction as described below under the heading "Pre-Clearance to Trade."

Special Prohibited Transactions

There is a heightened legal risk and/or the appearance of improper or inappropriate conduct if Covered Persons engage in certain types of transactions. No Covered Person may engage in any of the following transactions:

Short-Term Trading. Any Covered Person who purchases Corporation Securities in the open market may not sell any Corporation Securities of the same class during the six months following the purchase (or vice versa). Further, short-term trading of Corporation Securities may subject directors and specified officers of the Corporation to short-swing profit liability under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Short Sales. All short sales of Corporation Securities are prohibited. In addition, Section 16(c) of the Exchange Act prohibits directors and specified officers of the Corporation from engaging in short sales.

Publicly Traded Options. Put options, call options or other derivative securities on an exchange or in any other organized market are prohibited.

Hedging Transactions. Officers, directors and members of the Corporation and its subsidiaries are prohibited from engaging in any hedging or monetization transactions involving Corporation Securities, such as prepaid variable forwards, equity swaps, collars, and exchange funds.

Margin Accounts and Pledged Securities. Covered Persons are prohibited from holding Corporation Securities in a margin account or otherwise pledging Corporation Securities as collateral for a loan.

Standing and Limit Orders. Standing or limit orders on Corporation Securities (other than through a Rule 10b5-1 Plan, as defined below) are discouraged. If a Covered Person determines he or she must use a standing order or limit order, the order should be limited to short duration (in no event more than five trading days) and should otherwise comply with this Policy.

Level 1, Level 2, and Level 3 Designated Individuals

Members of the Corporation's Board of Directors, officers of the Corporation subject to the reporting requirements of Section 16 of the Exchange Act, and other leaders of the Corporation as designated by the Administrator are collectively referred to as the "Level 1 Designated Individuals."

Members of the Corporation who are not Level 1 Designated Individuals but who are deemed to be "insiders" by the Administrator consistent with existing legal requirements or at the discretion of the Administrator are collectively referred to as the "Level 2 Designated Individuals."

Other members who generally have access to material nonpublic information as designated by the Administrator are referred to as the "Level 3 Designated Individuals."

Level 1 Designated Individuals, Level 2 Designated Individuals, and Level 3 Designated Individuals are collectively referred to as the "Designated Individuals."

Designated Individuals trading in Corporation Securities must observe the additional requirements of this Policy specified below.

Blackout Periods / Open Windows

Except as otherwise specifically permitted in this Policy, Designated Individuals are prohibited from transacting in Corporation Securities other than during an Open Window, which is any period that is not designated below as (i) a quarterly period in which trading in Corporation Securities is prohibited or (ii) an event-specific period in which trading in Corporation Securities or other covered securities is prohibited. Any such period in which trading by Designated Individuals is prohibited is referred to as a "Blackout Period."

Quarterly Blackout Periods. Quarterly Blackout Periods are the periods beginning at the close of market on the 15th day prior to the last day of a fiscal quarter and ending at the close of business one full trading day following the Corporation's public disclosure of financial results for the quarter. The following example indicates when a Designated Individual may first trade after public announcement of quarterly earnings:

Announcement on Tuesday	First Day of Trading
Before market opens	Wednesday
While market is open	Thursday
After market closes	Thursday

The Administrator will attempt to notify Designated Individuals of the beginning of each quarterly Blackout Period.

Event-Specific Blackout Periods. From time to time, other types of material information regarding the Corporation or other companies in connection with specific events (such as negotiations of mergers, acquisitions or dispositions or securities offerings) may not be publicly disclosed. While disclosure of such material nonpublic information is pending, the Administrator may impose special Blackout Periods during which some or all Designated Individuals are prohibited from trading in Corporation Securities or other covered securities. If the Administrator imposes a special Blackout Period, any Designated Individual prohibited from trading will be notified by the Administrator. The Administrator also will notify each such Designated Individual when the Blackout Period is terminated and trading in Corporation Securities or other covered securities is permitted.

Except as otherwise specifically permitted in this Policy, trading in Corporation Securities or other covered securities is prohibited any time a Designated Individual is aware of material nonpublic information, even during an Open Window.

Pre-Clearance to Trade

Except with respect to transactions pursuant to a Rule 10b5-1 Plan as described below, Level 1 and Level 2 Designated Individuals are prohibited from trading in Corporation Securities without first obtaining pre-clearance from the Administrator. Level 1 and Level 2 Designated Individuals are more likely to have access to material nonpublic information because of their positions or affiliations with the Corporation and, as a result, their trades in Corporation Securities are more likely to be subject to greater scrutiny. A request for pre-clearance should be submitted to the Administrator using the attached Request for Clearance to Trade form at least two business days before the proposed transaction and shall comply with any other procedures established by the Administrator. The Administrator is under no obligation to approve a transaction submitted for pre-clearance and will have sole discretion to determine whether to permit the transaction. The Administrator may establish other pre-clearance requirements for any Designated Individual or such Designated Individual's Family Members or Controlled Entities at any time.

If a Level 1 or Level 2 Designated Individual seeks pre-clearance and the request is denied, he or she should refrain from engaging in any transaction in Corporation Securities, and should not inform any other person of the restriction. Moreover, pre-clearance does not, in any circumstance, relieve anyone of their legal obligation to refrain from trading while in possession of material nonpublic information. In other words, even if pre-clearance is received, if the requesting person becomes aware of material nonpublic information or becomes subject to a Blackout Period, the transaction may not be completed.

Pre-clearance of a transaction is valid only for the two-business day period immediately following receipt by the Level 1 or Level 2 Designated Individual of such pre-clearance, unless otherwise approved by the Administrator.

When a request for pre-clearance is made, the requesting person should carefully consider whether he or she may be aware of any material nonpublic information about the Corporation and should provide a detailed description of those circumstances to the Administrator.

Designated Individuals who have a reporting obligation under Section 16 of the Exchange Act must refrain from a transaction when they have effected any non-exempt "opposite-way" transactions within the past six months. Designated Individuals who have a reporting obligation under Section 16 of the Exchange Act should also be prepared to file Form 144, if necessary, at the time of any sale.

Neither the Corporation nor any of its directors, officers or members will be liable for the legal or financial consequences of any approval or pre-clearance, refusal to approve or pre-clear, or delay in reviewing any requests for approval or pre-clearance of any transaction, Rule 10b5-1 Plan or other request under this Policy.

For sales of Corporation Securities from the MSPP, Level 1 and Level 2 Designated Individuals must first transfer the shares from the MSPP to another brokerage account of the Level 1 or Level 2 Designated Individual (which can be done at any time provided no sales or purchases of Corporation Securities occur) and then seek pre-clearance or use a Rule 10b5-1 Plan to sell the shares from the Level 1 or Level 2 Designated Individual's brokerage account. Fidelity is the Corporation's preferred broker for these transactions.

Rule 10b5-1 Plans

Rule 10b5-1 under the Exchange Act provides a defense from insider trading liability. To rely on this defense, a Covered Person must establish a Rule 10b5-1 plan for transactions in Corporation Securities meeting the conditions of the rule (a "Rule 10b5-1 Plan"). To comply with this Policy, a Rule 10b5-1 Plan must be approved by the Administrator before it is effective. A Rule 10b5-1 Plan must be established in good faith during an Open Window and when the Covered Person who establishes the Rule 10b5-1 Plan is not aware of material nonpublic information.

Once the plan is adopted, such Covered Person must not exercise any influence over the number of securities to be traded, the price at which they are to be traded or the date of any trade. Each plan must specify the number, pricing, and timing of transactions in advance or delegate discretion on these matters to an independent third party. Once a Rule 10b5-1 Plan is effective and has been approved in accordance with this paragraph, no further pre-approval of transactions conducted pursuant to the Rule 10b5-1 Plan will be required.

Level 1 and Level 2 Designated Individuals must complete, sign, and return to the Administrator the attached Representation Statement prior to establishing, modifying, or terminating (other than by plan expiration) a Rule 10b5-1 Plan.

Cooling Off Periods. Trades may not be commenced under a Rule 10b5-1 Plan that is established or modified by a Level 1 Designated Individual until the later of (1) ninety (90) calendar days after

adoption or modification of the Rule 10b5-1 Plan, or (2) two business days following disclosure of the Corporation's financial results in a Form 10-Q or Form 10-K filing for the completed fiscal quarter in which the plan was adopted or modified (but not longer than 120 calendar days).

Trades may not be commenced under a Rule 10b5-1 Plan that is established or modified by a Level 2 Designated Individual until at least thirty (30) calendar days after adoption of the Rule 10b5-1 Plan.

Level 1 and Level 2 Designated Individuals may not amend, modify, or terminate (other than by plan expiration) a Rule 10b5-1 Plan during a Blackout Period or when aware of material nonpublic information. If a Rule 10b5-1 Plan of a Level 1 or Level 2 Designated Individual is terminated (other than by plan expiration) during an Open Window, unless otherwise approved by the Administrator, the Designated Individual must wait until the next Open Window before establishing a new Rule 10b5-1 Plan or (if applicable) trading outside of a Rule 10b5-1 Plan.

Overlapping Plans. Unless approved by the Administrator, Level 1 and Level 2 Designated Individuals may not use multiple overlapping Rule 10b5-1 Plans. Typical exceptions may include (i) a series of separate contracts with different broker-dealers or agents that, when taken as a whole, effectively function as a single plan and meet the applicable requirements, (ii) a second plan under which trading is authorized to begin only after all trades under an earlier-commencing plan are completed or expired, and (iii) a plan providing for an agent to sell Corporation Securities in a "sell-to-cover" transaction only as necessary to satisfy tax withholding obligations arising exclusively from the vesting of an equity award, such as an award of restricted stock or stock appreciation rights, but not of stock options.

Single-Trade Rule 10b5-1 Plans. Level 1 and Level 2 Designated Individuals may not establish more than one Rule 10b5-1 Plan within any consecutive twelve (12) month period where the Rule 10b5-1 Plan could trigger all transactions under the plan in a single trade, unless the plan authorizes only "sell-to-cover" transactions meeting the requirements described above.

Open Market Transaction With a Pending Rule 10b5-1 Plan. No Covered Person may commence any open market transaction in Corporation Securities while they have a Rule 10b5-1 Plan in effect unless approved by the Administrator.

Post-Transaction Notices by Section 16 Filers

Designated Individuals who have a reporting obligation under Section 16 of the Exchange Act must also notify the Administrator of the occurrence of any purchase, sale or other acquisition or disposition of Corporation Securities as soon as possible following the transaction, but in any event within one business day after the transaction. Such notification may be oral or in writing (including by e-mail) and should include the identity of the Designated Individual, the type of transaction, the date of the transaction, the number of shares involved and the purchase or sale price.

Consequences of Violations

The purchase or sale of securities (any securities, not just Corporation Securities) while aware of material nonpublic information, or the disclosure to others of material nonpublic information who then trade in securities, is prohibited by law. Punishment for insider trading, including tipping (i.e.,

communicating material nonpublic information to persons who might be expected to trade while in possession of that information), is severe and could include fines and imprisonment. In addition, failure to comply with this Policy may subject a member to discipline from the Corporation, including termination, whether or not such member's failure to comply results in a violation of law. Any monetary penalties or other sanctions imposed upon, or liabilities incurred by, a Covered Person for insider trading will be the sole responsibility of that Covered Person. The Corporation will not cover or indemnify the Covered Person for these costs.

While the regulatory authorities concentrate their efforts on the individuals who trade, or who tip inside information to others who trade, the federal securities laws also impose potential liability on companies and other "controlling persons" within the organization if they fail to take reasonable steps to prevent insider trading by company personnel. The Corporation could itself face a criminal penalty of up to $25 million, while its members could be assessed criminal penalties of up to $5 million and civil penalties of up to three times the profit gained, or loss avoided, as a result of a member's violation.

Applicability of Policy to Former Insiders

This Policy continues to apply to transactions in Corporation Securities even after termination of service to the Corporation. If an individual is in possession of material nonpublic information when his or her service terminates, that individual may not trade in Corporation Securities until that information has become public or is no longer material. The pre-clearance procedures applicable to such individual specified under the heading "Pre-Clearance to Trade" above, however, will cease to apply to transactions in Corporation Securities **[upon the expiration of any Blackout Period or other Corporation-imposed trading restrictions in force]** at the time of such individual's termination of service.

The Administrator will, under most circumstances, require Level 1 and Level 2 Designated Individuals to continue to comply with the trading restrictions imposed under this Policy for six months following the termination of employment of a Level 1 or Level 2 Designated Individual or their removal as a Level 1 Designated Individual or Level 2 Designated Individual.

Responsibility

The Administrator will disseminate this Policy and inform Covered Persons as to its interpretation and application. Each Covered Person should use his or her best judgment with respect to compliance and contact the Administrator if potential issues arise. The Administrator will prepare and disseminate to Covered Persons educational materials relating to this Policy and communicate this Policy and advise Covered Persons on its application in individual situations.

The Administrator has the discretion, on a case-by-case basis and in appropriate circumstances, to waive or modify the application of any provision of this Policy so long as no such waiver or modification will result in any Covered Person engaging in a transaction in Corporation Securities or other securities covered by this Policy while aware of material nonpublic information. Any transaction undertaken pursuant to any such waiver or modification shall be deemed to be in compliance with this Policy.

Direct any questions or comments regarding this Policy or its implementation to the Administrator.

Policy revised: January 14, 2025

REQUEST FOR CLEARANCE TO TRADE

Name: _____

Date: _____

I hereby request clearance for myself (or a Family Member or Controlled Entity) to execute the following transaction relating to the securities of HNI Corporation. Capitalized terms have the meaning ascribed to them in the HNI Corporation Policy on Securities Trades by Directors, Officers and Members (the "Policy").

Type of Transaction:

☐ I wish to purchase. Number and type of securities to be purchased: ____

☐ I wish to sell. Number and type of securities to be sold: ____

☐ I wish to exercise an option and sell all or a portion of the shares of common stock purchased at the then market price in a "cashless exercise" or "same day sale" and hold any remaining shares of common stock in my brokerage account.

Number of options to be exercised: ____
Number of shares of common stock to be sold: ____
Number of shares of common stock held in account: _____

☐ Other transaction: _____

If the request is for a member of my immediate family or household:

Name of Person: _____ Relationship: _____

I hereby certify and represent that I am not aware of, and I am not in possession of, any material nonpublic information as described in the Policy, and I agree that should I become aware of any material nonpublic information concerning the Corporation before completing the approved transaction, I will not complete the transaction. I understand that once approved, this authorization is valid on the date of approval and for two business days thereafter. I further understand that the approval will lapse if I become in possession of, or, in the judgment of the Administrator, I am likely to be in possession of material nonpublic information, or otherwise on the expiration of the two-business day period of this approval.

_____
Signature

Approved by:

_____ _____
Administrator Date

REPRESENTATION STATEMENT

Name: _____

Date: _____

I wish to execute, amend, or terminate (other than through plan expiration) a Rule 10b5-1 Plan for trading in Corporation Securities.

Capitalized terms have the meaning ascribed to them in the HNI Corporation Policy on Securities Trades by Directors, Officers and Members (the "Policy").

I hereby certify and represent that:

1. I am not aware of, and I am not in possession of, any material nonpublic information as described in the Policy.

2. I am entering into the Rule 10b5-1 Plan in good faith and will act in good faith with respect to the contract, instruction or plan I will execute, give, or adopt.

_____
Signature

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

Subsidiary	Country/State of Incorporation	Doing Business As
Allsteel LLC	Illinois	Allsteel LLC; HNI Global; HNI One; HNI One - Global Accounts; One from HNI; HNI Canada
Design Holdings Inc.	Iowa	Design Holdings Inc.; Danish Design Store; Design Public; Design Public Group
The Gunlocke Company LLC	Iowa	The Gunlocke Company LLC
Hearth & Home Technologies LLC	Iowa	Hearth & Home Technologies; Fireside Hearth & Home; The Outdoor GreatRoom Company
HNI Holdings Inc.	Iowa	HNI Holdings Inc.
HNI Services LLC	Iowa	HNI Services LLC
HNI Technologies Inc.	Iowa	HNI Technologies Inc.
HNI Workplace Furnishings LLC	Iowa	HNI Workplace Furnishings LLC; Allsteel; HON; The HON Company; Gunlocke; The Gunlocke Company; HBF, HBF Textiles; Hickory Business Furniture
The HON Company LLC	Iowa	The HON Company LLC; Lewis Office LLC; Lewis Office; The HON Company LLC - ATHC
Kimball International, Inc.	Indiana	Kimball International, Inc.
Kimball Furniture Group, LLC	Indiana	Kimball Furniture Group, LLC
Kimball International Brands, Inc.	Indiana	Kimball International Brands, Inc.
Kimball Hospitality, Inc.	Indiana	Kimball Hospitality, Inc.
Steelcase Inc.	MI	Steelcase Inc.
Steelcase Holding SAS	France	Steelcase Holding SAS
Steelcase SAS	France	Steelcase SAS

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the registration statements (No. 333-290205 and No. 333-271298) on Form S-4 and (No. 333-292058, No. 333-281662, No. 333-279552, No. 333-272345, No. 333-256458, No. 333-217793, No. 333-190646, No. 333-168761, No. 333-168760, No. 333-168758, No. 333-159935, No. 333-142742, No. 333-91682, and No. 333-31366) on Form S-8 of our report dated March 3, 2026, with respect to the consolidated financial statements of HNI Corporation and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Chicago, Illinois
March 3, 2026

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Sarbanes-Oxley Act Section 302

I, Jeffrey D. Lorenger, certify that:

1. I have reviewed this Annual Report on Form 10-K of HNI Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a – 15(e) and 15d – 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a – 15(f) and 15d – 15(f)) for the registrant and have:

a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2026

By: /s/ Jeffrey D. Lorenger
Name: Jeffrey D. Lorenger
Title: Chairman, President, and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Sarbanes-Oxley Act Section 302

I, Vincent P. Berger, certify that:

1. I have reviewed this Annual Report on Form 10-K of HNI Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a – 15(e) and 15d – 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a – 15(f) and 15d – 15(f)) for the registrant and have:

a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2026

By: /s/ Vincent P. Berger
Name: Vincent P. Berger
Title: Executive Vice President and Chief Financial Officer

EXHIBIT 32.1

Certification of CEO and CFO Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report on Form 10-K of HNI Corporation (the "Corporation") for the period ended January 3, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jeffrey D. Lorenger, as Chairman, President, and Chief Executive Officer of the Corporation, and Vincent P. Berger, as Executive Vice President and Chief Financial Officer of the Corporation, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation as of the dates and for periods expressed in the Report.

Date: March 3, 2026 By: /s/ Jeffrey D. Lorenger
Name: Jeffrey D. Lorenger
Title: Chairman, President, and Chief Executive Officer

Date: March 3, 2026 By: /s/ Vincent P. Berger
Name: Vincent P. Berger
Title: Executive Vice President and Chief Financial Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Corporation for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

EXHIBIT 97

HNI Corporation Policy

Category: HMR Number: 01HMR-02-006 Date: 10/02/2023
Title: Incentive Compensation Recovery Policy
Issued By: Steven Bradford
Approved By: Jeff Lorenger

Statement of Policy

In the event HNI Corporation (the "Corporation") is required to prepare an Accounting Restatement, except as otherwise set forth in this Incentive Compensation Recovery Policy (this "Policy"), the Corporation shall recover, reasonably promptly, the Excess Incentive Compensation received by any Covered Executive during the Recoupment Period. The Policy is intended to align with the highest standards of honest and ethical business standards.

This Policy applies to all Incentive Compensation received during the Recoupment Period by a person (a) after beginning service as a Covered Executive, (b) who served as a Covered Executive at any time during the performance period for that Incentive Compensation and (c) while the Corporation has a class of securities listed on the New York Stock Exchange ("NYSE") or another national securities exchange or association. This Policy may therefore apply to a Covered Executive even after that person is no longer a Corporation employee or a Covered Executive at the time of recovery.

Incentive Compensation is deemed "received" for purposes of this Policy in the fiscal period during which the financial reporting measure specified in the Incentive Compensation award is attained, even if the payment or issuance of such Incentive Compensation occurs after the end of that period. For example, if the performance target for an award is based on total stockholder return for the year ended December 31, 2023, the award will be deemed to have been received in 2023 even if paid in 2024.

Exceptions

The Corporation is not required to recover Excess Incentive Compensation pursuant to this Policy to the extent the Human Resources and Compensation Committee (the "Committee") makes a determination that recovery would be impracticable for one of the following reasons (and the applicable procedural requirements are met):

(a) after making a reasonable and documented attempt to recover the Excess Incentive Compensation, which documentation will be provided to the NYSE to the extent required, the Committee determines that the direct expenses that would be paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered;

(b) based on a legal opinion of counsel acceptable to the NYSE, the Committee determines that recovery would violate a home country law adopted prior to November 28, 2022; or

(c) the Committee determines that recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Corporation, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

Policy Definitions

"Accounting Restatement" means an accounting restatement due to the material noncompliance of the Corporation with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. For the avoidance of doubt, restatements that do not represent the correction of an error are not Accounting Restatements, including, without limitation, restatements resulting solely from: retrospective application of a change in generally accepted accounting principles; retrospective revisions to reportable segment information due to a change in the structure of the Corporation's internal organization; retrospective reclassifications due to discontinued operations; retrospective applications of changed in reporting entity, such as from a reorganization of entities under common control; retrospective adjustments to provisional amounts in connection with prior business combinations; and retrospective revisions for stock splits, reverse stock splits, stock dividends or other changes in capital structure.

"Covered Executive" shall mean the Corporation's Chief Executive Officer, President, Chief Financial Officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Corporation in charge of a principal business unit, division, or function, any other officer who performs a policy-making function for the Corporation, and any other person who performs similar policy-making functions for the Corporation.

"Excess Incentive Compensation" means the amount of Incentive Compensation received during the Recoupment Period by any Covered Executive that exceeds the amount of Incentive Compensation that otherwise would have been received by such Covered Executive if the determination of the Incentive Compensation to be received had been determined based on restated amounts in the Accounting Restatement and without regard to any taxes paid.

"Incentive Compensation" means any compensation (including cash and equity compensation) that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure. For purposes of this definition, a "financial reporting measure" is (i) any measure that is determined and presented in accordance with the accounting principles used in preparing the Corporation's financial statements and any measure derived wholly or in part from such measures, or (ii) the Corporation's stock price and/or total shareholder return. A financial reporting measure need not be presented within the financial statements or included in a filing with the Securities and Exchange Commission. Incentive Compensation subject to this Policy may be provided by the Corporation or subsidiaries or affiliates of the Corporation.

"Recoupment Period" means the three completed fiscal years preceding the Trigger Date, and any transition period (that results from a change in the Corporation's fiscal year) of less than nine months within or immediately following those three completed fiscal years, provided that any transition period of nine months or more shall count as a full fiscal year.

"Trigger Date" means the earlier to occur of: (a) the date the Board of Directors, the Audit Committee (or such other committee of the Board as may be authorized to make such a conclusion), or the officer or officers of the Corporation authorized to take such action if action by the Board of Directors is not required concludes, or reasonably should have concluded, that the Corporation is required to prepare an Accounting Restatement; or (b) the date a court, regulator, or other legally authorized body directs the Corporation to prepare an Accounting Restatement; in the case of both (a) and (b) regardless of if or when restated financial statements are filed.

Administration

This Policy is intended to comply with Section 303A.14 of the NYSE Listed Company Manual, Section 10D of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 10D-1(b)(1) as promulgated under the Exchange Act, and shall be interpreted in a manner consistent with those requirements. The Committee has full authority to interpret and administer this Policy. The Committee's determinations under this Policy shall be final and binding on all persons, need not be uniform with respect to each individual covered by the Policy, and shall be given the maximum deference permitted by law.

The Committee has the authority to determine the appropriate means of recovering Excess Incentive Compensation based on the particular facts and circumstances, which could include, but is not limited to, seeking direct reimbursement, forfeiture of awards, offsets against other payments, and forfeiture of deferred compensation (subject to compliance with Section 409A of the Internal Revenue Code).

Subject to any limitations under applicable law, the Committee may authorize any officer or employee of the Corporation to take actions necessary or appropriate to carry out the purpose and intent of this Policy, provided that no such authorization shall relate to any recovery under this Policy that involves such officer or employee.

If the Committee cannot determine the amount of excess Incentive Compensation received by a Covered Executive directly from the information in the Accounting Restatement, such as in the case of Incentive Compensation tied to stock price or total stockholder return, then it shall make its determination based on its reasonable estimate of the effect of the Accounting Restatement and shall maintain documentation of such determination, including for purposes of providing such documentation to the NYSE.

Except where an action is required by Section 303A.14 of the NYSE Listed Company Manual, Section 10D of the Exchange Act or Rule 10D-1(b)(1) promulgated under the Exchange Act to be determined in a different matter, the Board may act to have the independent directors of the Board administer this policy in place of the Committee.

No Indemnification or Advancement of Legal Fees

Notwithstanding the terms of any indemnification agreement, insurance policy, contractual arrangement, the governing documents of the Corporation or other document or arrangement, the Corporation shall not indemnify any Covered Executive against, or pay the premiums for any insurance policy to cover, any amounts recovered under this Policy or any expenses that a Covered Executive incurs in opposing Corporation efforts to recoup amounts pursuant to the Policy.

Non-Exclusive Remedy; Successors

Recovery of Incentive Compensation pursuant to this Policy shall not in any way limit or affect the rights of the Corporation to pursue disciplinary, legal, or other action or pursue any other remedies available to it. This Policy shall be in addition to, and is not intended to limit, any rights of the Corporation to recover Incentive Compensation from Covered Executives under any legal remedy available to the Corporation and applicable laws and regulations, including but not limited to the Sarbanes-Oxley Act of 2002, as amended, or pursuant to the terms of any other Corporation policy, employment agreement, equity award agreement, or similar agreement with a Covered Executive.

This Policy shall be binding and enforceable against all Covered Executives and their successors, beneficiaries, heirs, executors, administrators, or other legal representatives.

Amendment

This Policy may be amended from time to time by the Committee or the Board of Directors.

Effective Date

This Policy shall apply to any Incentive Compensation received on or after October 2, 2023.

Adopted by the Human Resources and Compensation Committee on November 8, 2023

Form of Acknowledgment to be signed by Covered Executives

HNI CORPORATION
INCENTIVE COMPENSATION RECOVERY POLICY

FORM OF ACKNOWLEDGMENT

By my signature below, I hereby acknowledge that I have read and understand the HNI Corporation Incentive Compensation Recovery Policy (the "Policy") adopted by HNI Corporation (the "Corporation"), and that I consent and agree to abide by its provisions and further agree that (defined terms used but not defined in this Acknowledgment shall have the meanings set forth in the Policy):

1. The Policy shall apply to any Incentive Compensation as set forth in the Policy and all such Incentive Compensation shall be subject to recovery under the Policy;

2. Any applicable award agreement or other document setting forth the terms and conditions of any Incentive Compensation granted to me by the Corporation or its affiliates shall be deemed to include the restrictions imposed by the Policy and shall be deemed to incorporate the Policy by reference, and in the event of any inconsistency between the provisions of the Policy and the applicable award agreement or other document setting forth the terms and conditions of any Incentive Compensation granted to me, the terms of the Policy shall govern unless the terms of such other agreement or other document would result in a greater recovery by the Corporation;

3. In the event it is determined by the Corporation that any amounts granted, awarded, earned, or paid to me must be forfeited or reimbursed to the Corporation, I will promptly take any action necessary to effectuate such forfeiture and/or reimbursement;

4. I acknowledge that, notwithstanding any indemnification agreement or other arrangement between the Corporation and me, the Corporation shall not indemnify me against, or pay the premiums for any insurance policy to cover, losses incurred under the Policy;

5. The Policy may be amended from time to time in accordance with its terms; and

6. This Acknowledgment and the Policy shall survive and continue in full force and in accordance with its terms, notwithstanding any termination of my employment with the Corporation and its affiliates.

Signature: __

Print Name: __

Date: __