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

SCHEDULE 14A

(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to Rule 14a-12

Kadant Inc.
(Name of the Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

KADANT INC.
One Technology Park Drive
Westford, MA 01886 USA
Tel: +1 978-776-2000
www.kadant.com

April 1, 2026

Dear Stockholder:

I am pleased to invite you to attend the 2026 annual meeting of stockholders of Kadant Inc. The meeting will be held on Wednesday, May 20, 2026 at 2:30 p.m. at our corporate office located at One Technology Park Drive, Westford, Massachusetts 01886. In addition to the physical portion of the meeting at the corporate office of Kadant Inc., the 2026 annual meeting will also be held over the Internet in a virtual meeting format, via live webcast. You will be able to attend the annual meeting in person or via the webcast. Stockholders who attend via the webcast will be able to vote and submit questions by visiting https://edge.media-server.com/mmc/go/kai2026agm and entering a control number. Further information about how to attend the annual meeting via the webcast, vote your shares online during the meeting and submit questions during the meeting is included in the attached notice of meeting and proxy statement. Details regarding the business to be conducted at the meeting are described in the enclosed notice of the meeting and proxy statement.

We make our proxy materials available over the Internet, and stockholders will receive a notice describing the Internet availability of our proxy materials. The notice contains instructions for accessing our proxy materials over the Internet or requesting a paper copy of the proxy materials by mail. Our proxy materials include this proxy statement and our 2025 annual report to stockholders, containing our audited financial statements and information about our business.

Your vote is very important. Whether or not you plan to attend the meeting in person, you can ensure your shares of our common stock are voted at the meeting by submitting your instructions by telephone, the Internet, or in writing by returning your proxy card or voting form.

Thank you for your support and continued interest in Kadant.

Sincerely,

JONATHAN W. PAINTER
Chairman of the Board of Directors

KADANT INC.
One Technology Park Drive
Westford, MA 01886 USA
Tel: +1 978-776-2000
www.kadant.com

April 1, 2026

To Stockholders of
KADANT INC.

NOTICE OF ANNUAL MEETING

The 2026 annual meeting of stockholders of Kadant Inc. will be held on Wednesday, May 20, 2026, at 2:30 p.m. at our corporate office located at One Technology Park Drive, Westford, Massachusetts 01886 and online via the Internet at https://edge.media-server.com/mmc/go/kai2026agm. The purpose of the meeting is to consider and take action upon the following matters:

1. to elect two directors for a three-year term expiring in 2029;
2. to approve, by non-binding advisory vote, our executive compensation;
3. to ratify the selection of KPMG LLP by the audit committee of our board of directors as our company's independent registered public accounting firm for the 2026 fiscal year; and
4. to vote on such other business as may properly be brought before the meeting and any adjournment of the meeting.

The record date for the determination of the stockholders entitled to receive notice of and to vote at the meeting is March 23, 2026. Our stock transfer books will remain open.

Our By-Laws require that the holders of a majority of the shares of our common stock, issued and outstanding and entitled to vote at the meeting, be present in person or represented by proxy at the meeting in order to constitute a quorum for the transaction of business. Accordingly, it is important that your shares be represented at the meeting regardless of the number of shares you may hold. Whether or not you plan to attend the meeting in person or online, please ensure that your shares of our common stock are present and voted at the meeting by submitting your instructions by telephone, the Internet, or in writing by completing, signing, dating and returning your proxy card or voting form. You may obtain directions to the location of the annual meeting of stockholders by contacting the company at (978) 776-2000.

You are entitled to participate in the 2026 annual meeting if you were a stockholder of record at the close of business on March 23, 2026, the record date, or hold a legal proxy for the meeting provided by your bank, broker or nominee as of such record date. To access, participate in, and vote your shares virtually at the 2026 annual meeting, visit https://edge.media-server.com/mmc/go/kai2026agm and enter a control number. Stockholders of record must enter the control number found on your proxy card or the Notice of Internet Availability.

If your shares are held in "street name" through a broker, bank or other nominee, in order to participate in the annual meeting virtually, you must first obtain a legal proxy from your broker, bank or other nominee reflecting the number of shares of Kadant Inc. common stock you held as of the record date, your name and email address. You must then obtain a new control number from Equiniti Trust Company (EQ), the company's transfer agent, by presenting the legal proxy to EQ. You should submit a request for a new control number to EQ as follows: (1) by email to proxy@equiniti.com; (2) by facsimile to 718-765-8730 or (3) by mail to Equiniti Trust Company, Attn: Proxy Tabulation Department, 55 Challenger Road, Suite 200B 2nd Floor, Ridgefield Park, NJ 07660. Requests for registration must be labeled as "Legal Proxy" and be received by EQ no later than 5:00 p.m. Eastern time on May 13, 2026.

If you plan to join the meeting virtually, we encourage you to test your computer and internet browser prior to the meeting. If you experience technical difficulties, please visit the help pages found at https://www.webcaster4.com/support. You may also call 1-844-399-3386 or 919-744-2718 for assistance accessing the meeting.

If you join the meeting virtually, you can submit questions in writing during the meeting through the Q&A tab on the virtual platform. We intend to answer as many questions that pertain to company matters as time allows during the meeting. Questions that are substantially similar may be grouped or not answered to ensure we are able to answer as many questions as possible.

A complete list of registered stockholders will be made available to stockholders of record at the meeting. In addition, a complete list of registered stockholders will be available to stockholders of record at least ten days prior to the annual meeting for examination by sending an email to annualmeeting@kadant.com with a request to virtually access such list.

This notice, the proxy and proxy statement are sent to you by order of our board of directors on behalf of the company.

Stacy D. Krause

STACY D. KRAUSE
Senior Vice President,
General Counsel and Secretary

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PROXY STATEMENT

We are furnishing this proxy statement in connection with the solicitation of proxies by the board of directors of Kadant Inc. (we, us, the company) for use at our 2026 annual meeting of stockholders to be held on Wednesday, May 20, 2026, at 2:30 p.m. at our corporate office located at One Technology Park Drive, Westford, Massachusetts 01886, and at any adjournment of that meeting. The mailing address of our executive office is One Technology Park Drive, Westford, Massachusetts 01886. The notice of annual meeting, this proxy statement and the enclosed proxy are being first furnished to our stockholders on or about April 1, 2026.

In addition to the physical portion of the meeting at the corporate office of Kadant Inc., the 2026 annual meeting will also be held over the Internet in a virtual meeting format, via live webcast. You will be able to attend the annual meeting in person or via the webcast. Stockholders who attend via the webcast will be able to vote and submit questions by visiting https://edge.media-server.com/mmc/go/kai2026agm and entering a control number. Stockholders of record must enter the control number found on your proxy card or the Notice of Internet Availability.

If you plan to join the meeting virtually, we encourage you to test your computer and internet browser prior to the meeting. If you experience technical difficulties, please visit the help pages found at https://www.webcaster4.com/support. You may also call 1-844-399-3386 or 919-744-2718 for assistance accessing the meeting.

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INTERNET AVAILABILITY OF PROXY MATERIALS

Our proxy materials are available over the Internet. You will receive a Notice of Internet Availability containing instructions on how to access our proxy materials, including our proxy statement and 2025 annual report to stockholders, and submit your proxy. The Notice of Internet Availability also provides information on how to request paper copies of our proxy materials if you prefer. If you have previously requested a paper copy of the proxy materials, you will receive a paper copy of our proxy materials by mail. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials electronically unless you elect otherwise.

VOTING PROCEDURES

Purpose of Annual Meeting

Stockholders entitled to vote at the 2026 annual meeting will consider and act upon the matters outlined in the notice of meeting accompanying this proxy statement, including the election of two individuals, each to be elected for a three-year term expiring in 2029 (Proposal 1); approval of, by non-binding advisory vote, our executive compensation (Proposal 2); and ratification of the selection of KPMG LLP as our independent registered public accounting firm for the 2026 fiscal year (Proposal 3).

Voting Securities and Record Date

Only stockholders of record at the close of business on March 23, 2026, are entitled to vote at the meeting or any adjournment of the meeting. Each share is entitled to one vote. Our outstanding capital stock entitled to vote at the meeting (which excludes shares held in our treasury) as of March 23, 2026, consisted of 11,807,782 shares of our common stock, $.01 par value per share.

You are entitled to participate in the 2026 annual meeting if you were a stockholder of record at the close of business on March 23, 2026, the record date, or hold a legal proxy for the meeting provided by your bank, broker or nominee as of such record date. To access, participate in, and vote your shares virtually at the 2026 annual meeting, visit https://edge.media-server.com/mmc/go/kai2026agm and enter a control number. Stockholders of record must enter the control number found on your proxy card or the Notice of Internet Availability.

If your shares are held in "street name" through a broker, bank or other nominee, in order to participate in the annual meeting virtually, you must first obtain a legal proxy from your broker, bank or other nominee reflecting the number of shares of Kadant Inc. common stock you held as of the record date, your name and email address. You must then obtain a new control number from Equiniti Trust Company (EQ), the company’s transfer agent, by presenting the legal proxy to EQ. You should submit a request for a new control number to EQ as follows: (1) by email to proxy@equiniti.com; (2) by facsimile to 718-765-8730 or (3) by mail to Equiniti Trust Company, Attn: Proxy Tabulation Department, 55 Challenger Road, Suite 200B

2nd Floor, Ridgefield Park, NJ 07660. Requests for registration must be labeled as "Legal Proxy" and be received by EQ no later than 5:00 p.m. Eastern time on May 13, 2026.

Quorum

The holders of a majority of the shares of our common stock that are issued and outstanding and entitled to vote at the meeting constitute a quorum for the transaction of business at the meeting. If a quorum is not present, the meeting will be adjourned until a quorum is obtained. For purposes of determining the presence or absence of a quorum, abstentions, withhold votes or do not vote instructions, and broker non-votes (where a broker or nominee does not exercise discretionary authority to vote on a proposal) will be counted as present.

Manner of Voting

Each share of common stock you hold is entitled to one vote for or against a proposal. Shares entitled to be voted at the meeting can only be voted if the stockholder of record of such shares is present at the meeting, returns a signed proxy card, or authorizes proxies to vote his or her shares by telephone or over the Internet. Shares represented by valid proxy will be voted in accordance with your instructions. If you choose to vote your shares by telephone or over the Internet, you may do so until 11:59 p.m. Eastern time on Tuesday, May 19, 2026, by following the instructions on the proxy card or the Notice of Internet Availability.

You may revoke your proxy at any time before the shares are voted at the meeting by entering new voting instructions by telephone or over the Internet before 11:59 p.m. Eastern time on Tuesday, May 19, 2026, by written notice received by our corporate secretary before the meeting, by executing and returning a new proxy bearing a later date or by voting by ballot at the meeting. Attendance at the meeting without voting by ballot will not revoke a previously submitted proxy.

You may specify your choices by marking the appropriate box on the proxy card. If your proxy card is signed and returned without specifying choices, your shares will be voted in accordance with the recommendations of our board of directors and as the individuals named as proxy holders on the proxy card deem advisable on all other matters that may properly come before the meeting. The board of directors recommends that you vote for the listed nominees for director; for approval of our executive compensation; and for ratification of the selection of our independent registered public accounting firm.

If you hold your shares in "street name" through a broker, bank or other representative, generally the broker or other representative may only vote the shares that it holds for you in accordance with your instructions. However, if the broker or other representative has not timely received your instructions, it may vote on certain matters for which it has discretionary voting authority. The vote on election of directors and the advisory vote on executive compensation are non-discretionary voting matters and your broker will not be able to vote on these matters without receiving your instructions. The vote to ratify the selection of our independent registered public accounting firm is a discretionary matter and your broker has discretionary authority to vote on that proposal. Your broker or other representative will generally provide detailed voting instructions with your proxy materials. These instructions may include information on whether your shares can be voted by telephone or over the Internet and the manner in which you may revoke your votes.

Vote Required

Assuming a quorum is present at the meeting, the vote required to adopt each of the proposals is as follows:

- ***Election of Directors (Proposal 1)***. The election of directors is determined by a majority of the votes cast in person or by proxy by the stockholders entitled to vote on the election of directors in an uncontested election. Under our By-Laws, a nominee will be elected to the board of directors if the votes cast "for" the nominee's election exceed the votes cast "against" the nominee's election. Abstentions and broker non-votes are not counted as votes "for" or "against" a nominee and will have no effect upon the outcome of the vote on the election of directors. If an uncontested incumbent nominee receives a majority of votes "against" his or her election, the director must tender his or her resignation to the board of directors. The board of directors will then decide whether to accept the resignation within 90 days following certification of the stockholder vote. We will publicly disclose the board of directors' decision and its reasoning regarding the offered resignation.
- ***All Other Matters: Advisory Vote on Executive Compensation (Proposal 2) and Ratification of Selection of Independent Registered Public Accounting Firm (Proposal 3)***. The advisory vote on our executive compensation and the ratification of the selection of our independent registered public accounting firm are determined by a majority of the votes cast by the holders of the shares present or represented by proxy at the meeting and voting on each matter. Under our By-Laws, abstentions and broker non-votes will have no effect on the determination of whether stockholders have approved these proposals.

Multiple Stockholders per Household

When more than one stockholder shares the same address, we will deliver only one notice describing the Internet availability of our proxy materials to that address, unless we have been instructed to the contrary by the stockholders. Similarly, beneficial owners with the same address who hold their shares in street name through a broker, bank or other representative may have elected to receive only one copy of the notice at that address. We will promptly send a separate copy of the notice, our annual report or proxy statement to you if you request one by writing or calling us at Kadant Inc., One Technology Park Drive, Westford, Massachusetts 01886 (telephone: 978-776-2000). If you are receiving multiple copies and would like to receive only one copy for your household in the future, you should contact your broker, bank or other representative if you hold shares in street name, or contact our transfer agent, Equiniti Trust Company, Shareholder Services, PO Box 500, Newark, NJ 07101 (telephone: 800-937-5449) if you hold shares in your own name.

PROPOSAL 1

ELECTION OF DIRECTORS

Our board of directors is divided into three classes of directors serving staggered three-year terms, with each class being as nearly equal in number as possible. Directors for each class are elected at the annual meeting of stockholders held in the year in which the term for their class expires. We have two directors whose terms expire at the 2026 annual meeting.

Our board of directors has nominated John M. Albertine and Thomas C. Leonard for election as directors for the three-year term expiring at the 2029 annual meeting of stockholders. Messrs. Albertine and Leonard are each currently a member of our board of directors. If either nominee becomes unable to serve as a director, the proxy holders may vote the proxy for the election of a substitute nominee to be designated by our board of directors. We do not expect that either nominee will be unable to serve. Directors serve until the expiration of their terms and until their successors have been elected and qualified or until their earlier resignation, death or removal in accordance with our By-Laws.

Information regarding the names, ages, principal occupations and employment during the past five years of each of our directors is provided below. We have also included information about each director’s specific experience, qualifications, attributes or skills that led the board of directors to conclude that he or she should serve as a director. Unless we have specifically noted below, no corporation or organization referred to below is a subsidiary or affiliate of ours. There are no family relationships among any of our directors and executive officers. Information on the stock ownership of our directors is provided in this proxy statement under the heading "Stock Ownership." Information regarding the compensation of our directors is provided in this proxy statement under the heading "Director Compensation."

Nominees for Director for the Three-Year Term That Will Expire in 2029

John M. Albertine

Dr. Albertine, 81, has been a member of our board of directors since June 2001, is the chairman of our compensation committee and is one of the board of directors' designated "audit committee financial experts." Dr. Albertine has been the founder, chairman and chief executive officer of Albertine Enterprises, Inc., a Washington, D.C.-based public policy consulting firm, since 1990. He also has served since 2005 as a founding partner of JJ&B, LLC, a Washington, D.C.-based investment banking firm that provides finance, corporate strategy and economic analysis to clients. Dr. Albertine has been a member of the board of directors of Tecogen, Inc., a publicly traded manufacturer of cogeneration, chiller and heat pump systems, since 2022. Dr. Albertine has been the chairman of the Crest Foundation, Center for Research in Environmental and Sustainable Technologies, since 2021. Crest is a non-profit environmental and social governance initiative dedicated to people and planet well-being. Dr. Albertine has served on the boards of 16 publicly traded companies in his business career. From 2008 to 2018, Dr. Albertine served as a director of Intersections Inc., a publicly traded global provider of consumer and corporate identity risk management services, and served as chairman of its risk committee. Dr. Albertine also served for 10 years ending in 2013 as a trustee and six years as vice chairman of the Virginia Retirement System, a public pension fund. Dr. Albertine also served as a member of Virginia Governor Tim Kaine's Board of Economic Advisors for the State of Virginia for two terms ending in 2014. Dr. Albertine holds a Ph.D. in economics from the University of Virginia. We believe Dr. Albertine’s qualifications to serve on our board of directors include his knowledge of the economy, capital markets and diverse businesses, his service as a director on numerous other public company boards and as chairman of the board of two of those public companies and his chairmanship of a non-profit foundation devoted to environment and people well-being, and his education as an economist.

Thomas C. Leonard

Mr. Leonard, 71, has been a member of our board of directors since June 2005, is the chairman of our audit committee and is one of the board of directors' designated "audit committee financial experts." Mr. Leonard was a director of Dynasil Corporation of America (Dynasil), a company that develops and manufactures detection and analysis technology, precision instruments and optical components for homeland security, medical and industrial markets, from 2016 to 2024, serving as its chief financial officer and chief accounting officer from 2013 to 2016 and chair of its audit committee from 2019 to 2024. From 2008 to 2012, Mr. Leonard was the senior vice president-finance, treasurer and chief financial officer of Pennichuck Corporation, a publicly-traded water utility holding company. From 2006 to 2008, he was a vice president of CRA International, a consulting firm, where he specialized in forensic accounting. He was previously a managing director specializing in forensic accounting and dispute resolution at Huron Consulting Group LLC, a publicly-traded management consulting firm, from 2002 to 2006. Previously, Mr. Leonard was a senior partner at Arthur Andersen LLP, an independent public accounting firm, from 1987 through 2002 and served as partner-in-charge of its New England assurance and business advisory practice. Mr. Leonard is a certified public accountant. We believe Mr. Leonard’s qualifications to serve on our board of directors include his expertise in finance and accounting and experience as a public company chief financial officer.

Our directors listed below are not up for election this year and each will continue in office for the remainder of his or her specified term of office or until his or her earlier resignation, death or removal in accordance with our By-Laws.

Erin L. Russell

Term Expires May 2027

Ms. Russell, 52, has been a member of our board of directors since January 2019, is the chair of our risk oversight and sustainability committee and is one of the board of directors' designated "audit committee financial experts." She has served as a director and chair of the audit committee and member of the compensation committee of eHealth, Inc., a publicly-traded leading online health insurance marketplace since July 2021. Ms. Russell also currently serves as a director, member of the audit committee and member of the nominating and corporate governance committee of Modivcare, a publicly-traded technology-enabled healthcare services company. Ms. Russell is also a director of Fortrea, a publicly-traded contract research organization primarily serving customers in the pharmaceutical, biotechnology and medical device industries. From 2020 through 2022, Ms. Russell served as a director, member of the compensation committee and the chair of the audit committee of Tivity Health, Inc., a publicly-traded provider of fitness, healthy life changing, and digital engagement solutions that went private in 2022. She was a principal of Vestar Capital Partners, L.P. (Vestar), a private equity firm specializing in management buyouts, recapitalizations and growth equity investments, from August 2001 until April 2017. While at Vestar, Ms. Russell served on the boards of directors of a number of companies, including most recently as a director of DeVilbiss Healthcare LLC from 2012 until 2015 and as a director and a member of the audit committee of 21st Century Oncology Inc. from 2008 until 2016, including as the chair of the audit committee until 2014, both private healthcare companies. She also served as a director of DynaVox Inc., a communications device manufacturer, from 2004 until 2014, including serving as the chair of its audit committee until its initial public offering in 2010. Ms. Russell is also chair of the board of St. Thomas Aquinas Catholic School, where she has served since 2018, and has served on the advisory boards of McIntire School of Commerce since 2016 where she is the current chair and the Jefferson Scholars Foundation at the University of Virginia since 2008. We believe Ms. Russell’s qualifications to serve on our board of directors include her financial, operating, mergers and acquisitions, and management experience gained through working with a variety of private equity portfolio companies, her knowledge and experience gained through service on the boards of other companies, and her high level of financial literacy and experience with capital and credit markets gained through her investment experience.

Rebecca Martinez O'Mara

Term Expires May 2027

Rebecca Martinez O'Mara, 60, has been a member of our board of directors since May 2022 and is the chair of our nominating and corporate governance committee. Ms. O’Mara currently serves as a director of Enviri Corporation, a publicly-traded environmental solutions company. Ms. O’Mara served as President of Industrial Services for Stanley Black & Decker, Inc., a Fortune 500 manufacturer of industrial tools and household hardware, from 2020 to 2022. She was previously Vice President of Services and Solutions at Grundfos Holdings A / S, a global pump manufacturer, from 2017 to 2019. From 2013 to 2017, she was Vice President of Marketing, Customer Service and Aftermarket, at Sullair, LLC, a global industrial air compressor manufacturer. From 2007 to 2012, Ms. O’Mara was Program Director at Fiat Industrial SpA, a global heavy equipment manufacturer. Prior to her role at Fiat, Ms. O’Mara was Director of Global Business Development - Remanufacturing for Caterpillar Inc., a Fortune 100 construction equipment manufacturer from 2003 to 2007. She started her career at AT&T (formerly Ameritech) where she spent over 10 years in various positions including marketing, operations, and public policy. Ms. O'Mara is a member of the Latino Corporate Directors Association and is also a Chicago United Business Leaders of Color Honoree. We believe Ms. O'Mara's qualifications to serve on our board of directors include executive operational experience as a profit and loss leader at numerous industrial companies, including roles in business development, strategy, financial and organizational management, mergers and acquisitions, and scaling businesses with Industry 4.0 solutions. She also has experience overseeing environmental, corporate social responsibility, and sustainability challenges.

Jonathan W. Painter

Term Expires May 2028

Mr. Painter, 67, has been the chairman of our board of directors since July 2020 and has been a member of our board of directors since January 2010. He previously served as the executive chairman of our board of directors from July 2019 to July 2020, our chief executive officer from January 2010 to June 2019 and served as our president from September 2009 to March 2019. He also served as our chief operating officer from September 2009 to January 2010. Prior to becoming our president, Mr. Painter was an executive vice president from 1997 to September 2009, and from 2007 to September 2009 had supervisory responsibility for our stock-preparation and fiber-based products businesses. He also served as president of our composites building products business from 2001 until its sale in 2005. Mr. Painter was our treasurer and the treasurer of Thermo Electron Corporation, now named Thermo Fisher Scientific Inc. (Thermo), a manufacturer of high-tech instrumentation, from 1994 to 1997. Prior to 1994, Mr. Painter held various managerial positions with our company and Thermo. Mr. Painter also serves as the lead independent director and member of the nominating and corporate governance and audit committees of Graham Corporation, a publicly-traded designer and manufacturer of critical equipment for the defense, space, energy and chemical industries. We believe Mr. Painter's qualifications to serve on our board of directors include his diverse experience in operations, finance, law, acquisitions and corporate strategy, as well as his experience as our former president and chief executive officer.

Jeffrey L. Powell

Term Expires May 2028

Mr. Powell, 67, has served as our chief executive officer and a member of our board of directors since July 2019 and as our president since April 2019. He previously served as an executive vice president and co-chief operating officer from March 2018 to March 2019, with supervisory responsibility for our stock-preparation, wood processing, and fiber-based products businesses. Prior to March 2018, he had served as an executive vice president with responsibility for such businesses since March 2013. From September 2009 to March 2013, he served as our senior vice president with responsibility for such businesses. From January 2008 to September 2009, Mr. Powell was vice president, new ventures, with principal responsibility for acquisition-related activities. Prior to joining us, Mr. Powell was the chairman and chief executive officer of Castion Corporation, a manufacturer of systems for industrial wastewater treatment, from April 2003 through December 2007. Prior to Castion, Mr. Powell held various management positions at Thermo, including chief executive officer and president of one of its publicly traded subsidiaries. From 2007 to 2015, Mr. Powell served on the board of directors of TerraTherm, a private thermal technology solutions company, including on its compensation committee. We believe Mr. Powell's qualifications to serve on our board of directors include his diverse experience in acquisitions, corporate strategy, and operations, as well as his role as our president and chief executive officer.

Board Skills and Experience

The following matrix provides information regarding the members of our board of directors, including certain types of knowledge, skills, experiences and attributes possessed by one or more of our directors which our board of directors believes are relevant to our business. The matrix does not encompass all of the knowledge, skills, experience or attributes of our directors, and the fact that a particular knowledge, skill, experience or attribute is not listed does not mean that a director does not possess it. In addition, the absence of a particular knowledge, skill, experience or attribute with respect to any of our directors does not mean the director in question is unable to contribute to the decision-making process in that area. The type and degree of knowledge, skill and experience listed below may vary among the members of our board of directors.

Knowledge, Skills and Experience	Albertine	Leonard	O'Mara	Painter	Powell	Russ
Public Company Board Experience	x	x	x	x	x	x
Financial Acumen and Expertise	x	x	x	x	x	x
Risk Management	x	x	x	x	x	x
Regulatory and Industry				x	x	
Executive Experience	x	x	x	x	x	x
Operations			x	x	x	
Strategic Leadership, Planning & Oversight	x		x	x	x	x
Mergers and Acquisitions	x	x	x	x	x	x
Academic/Education	x					
Sustainable Business Practices and Social Responsibility	x		x		x	
Corporate Finance and Capital Markets	x	x	x	x	x	x

Recommendation

Our board of directors believes that the election of Messrs. Albertine and Leonard as directors is in the best interests of our company and our stockholders and recommends a vote **FOR** their election.

PROPOSAL 2

ADVISORY VOTE ON EXECUTIVE COMPENSATION

We are asking that our stockholders cast an advisory, non-binding vote on the executive compensation of our named executive officers, commonly referred to as "say-on-pay." This proposal is required by Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act). In 2023, our board of directors recommended, our stockholders agreed, and our board of directors thereafter concluded, that our stockholders cast an advisory vote once every year on the executive compensation of our named executive officers. We believe it is appropriate to seek the views of our stockholders on the design and effectiveness of our executive compensation program, as described in this proxy statement.

Our compensation philosophy is described under the heading "Compensation Discussion and Analysis" contained in this proxy statement. Our goal is to attract and retain a talented leadership group, and we seek to accomplish this goal with a compensation program that rewards performance and is aligned with our stockholders' long-term interests. Our program emphasizes compensation linked to objective performance measures, which we believe are linked in turn to the creation of stockholder value. Highlights of our compensation program include the following:

- ***Cash compensation in the form of base salary and an annual performance-based cash incentive opportunity (bonus).*** We use objective financial measures based on earnings per share growth and return on average stockholders' equity to determine our executives' annual performance-based bonus and there is no individual performance component.
- ***Equity compensation to reward performance and retain key personnel.*** We annually award performance-based restricted stock units that use objective financial measures based on adjusted earnings before interest, taxes, depreciation and amortization (adjusted EBITDA). All performance-based awards are subject to additional time-based vesting periods once the performance goals have been met. We also may use equity compensation in other forms that are intended to promote retention of our key personnel, and for this purpose have used time-based restricted stock units.
- ***All of our named executive officers are employees-at-will.*** All of our current named executive officers are employees-at-will and do not have an employment agreement or severance agreement other than an agreement that provides benefits upon termination of employment following a change in control, except for Mr. Fredrik H. Westerhout. The employment agreement with Mr. Westerhout, who serves as our vice president and resides in The Netherlands, contains terms and conditions more typical of European executives. See "Compensation Discussion and Analysis - Other Elements of Compensation and Compensation Policies", "Executive Compensation - Pension Benefits" and "Executive Compensation - Potential Payments Upon Termination or Change in Control" for more information on the change in control agreements and the employment agreement with Mr. Westerhout.

We believe that our executive compensation program provides compensation opportunities that reflect our company's performance and align the pay of our executives to the long-term interests of our stockholders. Fiscal 2025 was a

solid year across key metrics, which led to full year increases in gross margins, operating cash flow and bookings compared to the prior fiscal year. For fiscal 2025, our corporate performance measures used in our incentive plans resulted in our named executive officers earning above target performance-based cash bonus awards and earning below target under our performance-based equity award program.

Our board of directors is asking stockholders to approve a non-binding advisory vote on the following resolution:

> RESOLVED, that the compensation paid to our named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (SEC), including the compensation discussion and analysis, the compensation tables and any related material disclosed in this proxy statement, is hereby approved.

As an advisory vote, this proposal is not binding upon the board of directors. The outcome of this advisory vote will not overrule any decision by our company or our board of directors (or any of its committees), create or imply any change to the fiduciary duties of our company or our board of directors (or any of its committees), or create or imply any additional fiduciary duties for our company or our board of directors (or any of its committees). However, our compensation committee, which is responsible for designing and administering our executive compensation program, and our board of directors value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

Recommendation

Our board of directors recommends a vote **FOR** Proposal 2. Proxies solicited by our board of directors will be voted **FOR** the proposal unless stockholders otherwise specify to the contrary on their proxy.

PROPOSAL 3

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of our board of directors has selected KPMG LLP as our company's independent registered public accounting firm for the 2026 fiscal year. KPMG LLP was appointed as our company's independent registered public accounting firm in August 2012, and has audited our consolidated financial statements since our 2012 fiscal year. Although we are not required to seek stockholder ratification of this selection, our board of directors decided to provide our stockholders with the opportunity to do so. If this proposal is not approved by our stockholders at the 2026 annual meeting, our audit committee will reconsider the selection of KPMG LLP. Even if the selection of KPMG LLP is ratified, our audit committee in its discretion may select a different independent registered public accounting firm at any time during the year.

Representatives of KPMG LLP are expected to be present at the 2026 annual meeting of stockholders. They will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from stockholders.

Recommendation

Our board of directors believes that the ratification of the selection of KPMG LLP as our company's independent registered public accounting firm for the 2026 fiscal year is in the best interests of our company and stockholders and recommends you vote **FOR** ratification. Proxies solicited by our board of directors will be voted **FOR** the proposal unless stockholders otherwise specify to the contrary on their proxy.

CORPORATE GOVERNANCE

Our board of directors believes that good corporate governance is important to ensure that our company is managed for the long-term benefit of stockholders. Current copies of our corporate governance guidelines, code of business conduct and ethics, and charters for our audit, compensation, nominating and corporate governance, and risk oversight and sustainability committees are available on our website, www.kadant.com, in the Investors section under the caption "Corporate Governance." We may also use our website in the future to make certain disclosures required by the rules of the NYSE, on which our common stock is listed.

Director Independence

Our board of directors has determined that each of the following directors qualifies as an "independent director," as defined in the listing requirements of the NYSE: Dr. Albertine, Mr. Leonard, Ms. O'Mara, Mr. Painter, and Ms. Russell. Mr. Painter qualifies as an "independent director" as defined in the listing requirements of the NYSE because more than three years have passed since he served as our executive chairman. Its findings included an affirmative determination that none of our outside directors has a material relationship with our company. Mr. Powell, who serves as our current president and chief

executive officer, does not qualify as an "independent director" under the NYSE rules. Our board of directors has established guidelines to assist it in determining whether a director has a material relationship with our company. Under these guidelines, a director is not considered to have a material relationship with our company if the director is independent and the director:

- receives, or has a family member that receives, less than $120,000 in direct compensation from our company for services rendered, excluding director and committee fees or deferred compensation for prior service;
- is an executive officer of another company that does business with our company, unless the annual sales to, or purchases from, our company account for more than the greater of $1 million or 2% of the annual consolidated gross revenues of the company of which the director is an executive officer;
- is an executive officer of another company that is indebted to our company, or to which our company is indebted, unless the total amount of either company's indebtedness to the other is more than 1% of the total consolidated assets of the company of which the director is an executive officer; or
- is an officer, director or trustee of a charitable organization, unless our company's discretionary charitable contributions to the organization are more than the greater of $1 million or 2% of the organization's total annual charitable receipts. For this purpose, the automatic matching of employee charitable contributions, if any, is not included in the amount of our company's contributions.

Ownership of a significant amount of our company's stock, by itself, does not constitute a material relationship.

For relationships not covered by these guidelines, the determination of whether a material relationship exists is made by the other members of our board of directors who are independent.

Committees of our Board of Directors

Our board of directors has established an audit committee, a compensation committee, a nominating and corporate governance committee, and a risk oversight and sustainability committee. Each committee operates under a charter that has been approved by our board of directors. Current copies of the committee charters are posted on our website, www.kadant.com.

Our board of directors has determined that all of the members of each committee also meet the independence guidelines applicable to each committee set forth in the listing requirements of the NYSE, including the enhanced NYSE and the SEC independence requirements for members of the audit and compensation committees.

The audit committee is responsible for the selection of our company's independent registered public accounting firm and assists our board of directors in its oversight of the integrity of our financial statements, our independent registered public accounting firm's performance, qualifications and independence, the performance of our internal audit function and, in conjunction with our risk oversight and sustainability committee, our compliance with legal and regulatory requirements. The audit committee meets regularly with management and our independent registered public accounting firm to discuss the annual audit of our financial statements, the quarterly reviews of our financial statements and our quarterly and annual earnings disclosures. The audit committee also reviews the experience and qualifications of the lead partner and other senior members of the independent auditor, including compliance with applicable rotation requirements, and considers whether there should be rotation of the firm itself. The current members of the audit committee are Mr. Leonard (chairman), Dr. Albertine, and Ms. Russell and their committee report is included in this proxy statement under the heading "Audit Committee Report." Each of Dr. Albertine, Mr. Leonard and Ms. Russell has been designated by our board of directors as an "audit committee financial expert" (as defined in applicable SEC regulations).

The compensation committee reviews the performance and determines the compensation of the chief executive officer and other officers of our company, administers executive compensation, incentive compensation and incentive programs and policies, including compensation recovery policies, and reviews and assesses management succession planning. The current members of the compensation committee are Dr. Albertine (chairman), Mr. Leonard and Ms. O'Mara. See "Compensation Discussion and Analysis" below for information regarding the compensation committee's processes and procedures for the consideration and determination of executive compensation.

The nominating and corporate governance committee identifies and recommends to our board of directors qualified candidates for nomination as directors, develops and monitors our company's corporate governance principles and evaluates the performance of our board and the individual directors. The current members of the nominating and corporate governance committee are Ms. O'Mara (chair), Dr. Albertine and Ms. Russell.

The risk oversight and sustainability committee assists our board of directors in fulfilling its oversight responsibilities with respect to management's identification, prevention, evaluation, management and monitoring of our company's critical enterprise risks, including major strategic, operational and reputational risks inherent in our business, including with respect to privacy and cybersecurity, legal, regulatory, and sustainability and compliance therewith. The current

members of the risk oversight and sustainability committee are Ms. Russell (chair), Dr. Albertine, Mr. Leonard and Ms. O'Mara.

Attendance at Meetings

In 2025, our board of directors met seven times and acted by unanimous written consent once, the audit committee met eight times, the risk oversight and sustainability committee met five times, the compensation committee met six times and acted by unanimous written consent once, and the nominating and corporate governance committee met two times. Each director attended over 75% of all meetings of our board of directors and committees on which he or she served that were held during 2025. Our directors are encouraged to attend the annual meeting of stockholders to the extent practicable. All of our directors attended our 2025 annual meeting of stockholders.

Board Self-Evaluation and Individual Director Evaluation

Our board of directors conducts an annual self-evaluation of the board's performance as a whole and a peer evaluation of each of the individual directors. As part of this process, directors are asked to assess the independence from management of each individual director, and each director was deemed independent taking his or her tenure on the board into consideration. Our board of directors believes such evaluations are valuable tools in assessing the board's effectiveness in performing its oversight of management and fulfilling its responsibilities. The results of the evaluations are collected by the chair of the nominating and corporate governance committee and communicated to the board of directors.

Board Leadership Structure

Our board of directors separated the roles of chief executive officer and chairman of the board in 2010 and believes this leadership structure continues to be appropriate.

Our chief executive officer is responsible for setting our strategic direction and the day-to-day leadership and performance of our company. Our chairman of the board of directors provides guidance to the chief executive officer and sets the agenda for board meetings and presides over meetings of the full board of directors.

In addition, because our chief executive officer is also a director and is not independent under the NYSE rules, we also schedule regular executive sessions of our non-employee and independent directors without management present. The presiding director at these sessions is rotated among the chair of the committees of our board of directors, all of whom are independent directors. Our board of directors recognizes that different leadership structures may be appropriate in the future, depending on our company's circumstances, and will periodically review its leadership structure as situations change, our company evolves, and best practices develop.

Board Role in Risk Oversight

Our board of directors administers its risk oversight function directly and through its audit committee and risk oversight and sustainability committee. In general, management is responsible for the day-to-day management of the risks our company faces, while the board of directors, acting as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

Our board of directors delegated authority to the risk oversight and sustainability committee to assist in fulfilling its oversight responsibilities with respect to management's identification, prevention, evaluation, management and monitoring of our company's critical enterprise risks, including major strategic, operational and reputational risks inherent in our business, including with respect to privacy and cybersecurity, legal, regulatory, and sustainability and compliance therewith. The risk oversight and sustainability committee meets regularly with our chief executive officer and senior management to discuss risk management-related and other matters, including quarterly briefings regarding recent cybersecurity incidents in the industry and the cybersecurity threat landscape from our Head of Global IT or counsel. We continually invest in efforts to protect, monitor and mitigate cybersecurity risks, including through our information security training and compliance programs, which includes quarterly employee network security trainings. As of the date of this filing, we do not believe that there currently are or have been any cybersecurity incidents, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us or our business strategy, results of operations or financial condition.

The board of directors and the audit committee regularly discuss with management and our independent registered public accounting firm our major risk exposures, their potential financial impact on our company, and the steps we take to manage these risks. The audit committee assists the board of directors in fulfilling its oversight responsibilities with respect to risk management in the areas of financial reporting, internal controls and, in coordination with the risk oversight and sustainability committee, compliance with legal and regulatory requirements. In addition, the audit committee discusses policies with respect to risk assessment and risk management with management, our internal auditors and our independent registered accounting firm.

Board Tenure

Our board of directors recognizes that its current members have served on the board of directors for various tenures, with the shortest tenure being four years, but with several other directors serving for 10 years or more. Our board of directors believes that the board represents a balance of experience in the industries served by our company and in the financial and business communities, which provides effective guidance and oversight to management. Our board of directors also recognizes the desire to keep our board of directors "refreshed" and has adopted a policy limiting director tenure to age 75 for members, other than certain grandfathered members of the board, which include Messrs. Albertine, Leonard and Painter. Directors (other than the grandfathered members) will not be nominated for election after reaching age 75. In addition, our nominating and corporate governance committee assesses the continuing independence of long-tenured directors from management as part of its determination on whether to nominate an incumbent director for re-election.

Nomination of Directors

The nominating and corporate governance committee of our board of directors identifies and evaluates director candidates and recommends to our board of directors qualified candidates for nomination as directors for election at our annual meeting of stockholders or to fill vacancies on our board of directors. The process followed by the committee in fulfilling its responsibilities includes requests to board members and others for recommendations, meetings to evaluate biographical information, experience and other background material relating to potential candidates, and interviews of selected candidates.

In considering candidates, the committee applies the criteria for selection of directors adopted by our board of directors, which is set forth as an appendix to our company's corporate governance guidelines. These criteria include the following assessments of the candidate's:

- integrity;
- business acumen, experience and judgment;
- knowledge of our company's business and industry;
- ability to understand the interests of various constituencies of our company and to act in the interests of all of our stockholders;
- potential conflicts of interest; and
- contribution to diversity on our board of directors.

Our criteria recognizes the value of having a diversity of perspectives, experiences and backgrounds on the board of directors. Consistent with applicable law and the exercise of its fiduciary duties, our nominating and corporate governance committee seeks to include qualified candidates with diverse backgrounds in the pool from which director candidates are selected. The committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The committee believes that the backgrounds and qualifications of our company's directors, considered as a group, should provide a significant breadth of experience, knowledge and abilities to assist our board of directors in fulfilling its responsibilities. Nominees are not discriminated against on the basis of race, religion, national origin, sex, sexual orientation, gender identity or expression, disability or any other basis prohibited by law.

After completing its evaluation of potential nominees, the nominating and corporate governance committee makes a recommendation to our board of directors as to the persons who should be nominated for election to our board of directors, and our board of directors determines the nominees after considering the recommendation and report of the committee.

The nominating and corporate governance committee will consider candidates recommended by individual stockholders, if their names and credentials are provided to the committee on a timely basis for consideration prior to the annual meeting. Stockholders who wish to recommend an individual to the nominating and corporate governance committee for consideration as a potential candidate for director should submit the individual's name, together with appropriate supporting documentation, to the committee at the following address: Nominating and Corporate Governance Committee, c/o Corporate Secretary, Kadant Inc., One Technology Park Drive, Westford, Massachusetts 01886. A submission will be considered timely if it is made during the timeframes disclosed in this proxy statement under "Stockholder Proposals." The submission must be accompanied by a statement as to whether the stockholder or group of stockholders making the recommendation has owned more than 5% of our common stock for at least a year prior to the date the recommendation is made. Submissions meeting these requirements will be considered by the nominating and corporate governance committee using the same process and applying substantially the same criteria it follows for candidates submitted by others. If our board of directors determines to nominate and recommend for election a stockholder-recommended candidate, then the candidate's name will be included in our company's proxy card for the next annual meeting of stockholders.

Stockholders also have the right under our company's By-Laws to directly nominate candidates for director, without any action or recommendation on the part of the nominating and corporate governance committee or our board of directors, by following the procedures described in this proxy statement under "Stockholder Proposals." Except as otherwise required by

law, candidates nominated by stockholders in accordance with these bylaw procedures will not be included in our company's proxy card for the next annual meeting of stockholders.

Communications with Directors

Stockholders and other interested parties who wish to send written communications on any topic to our board of directors, or the presiding director of executive sessions of the non-employee and independent directors, may do so by addressing such communications to our Board of Directors, c/o Corporate Secretary, Kadant Inc., One Technology Park Drive, Westford, Massachusetts 01886. The independent members of our board of directors have approved a process directing the corporate secretary to monitor communications and to forward communications, such as those relating to corporate governance, long-term strategy and their oversight responsibilities, to our board of directors and to forward communications that relate to ordinary business affairs, personal grievances or other similar matters to management for response, if any.

Code of Business Conduct and Ethics

Our company's code of business conduct and ethics is applicable to all our employees, officers and directors. A current copy of our code of business conduct and ethics is posted on our website, www.kadant.com. We intend to satisfy disclosure requirements of the SEC and NYSE regarding amendments to, or waivers of, our code of business conduct and ethics by providing information on our website.

Compensation Committee Interlocks and Insider Participation

During fiscal 2025, our compensation committee was comprised solely of the following independent directors: Dr. Albertine, Mr. Leonard and Ms. O'Mara. None of our officers, former officers or employees serves on our compensation committee. During fiscal 2025, none of our executive officers served on the board of directors or compensation committee of another company in which any of our directors also served as a director or executive officer.

Certain Relationships and Related Persons Transactions

We review relationships and transactions between our company and our directors, nominees for director, executive officers and their immediate family members to determine whether these individuals have a direct or indirect material interest in a transaction, based on the facts and circumstances. Such transactions are referred to the disinterested members of the audit committee of our board of directors to review and approve or ratify the transaction. Directors and executive officers are canvassed in writing to determine whether such related persons transactions exist or are under consideration, and are required under our code of business conduct and ethics to disclose to us potential conflicts of interest with our company.

SEC rules require us to disclose certain relationships and related persons transactions our company enters into with our directors, nominees for director, executive officers, owners of more than 5% of the outstanding shares of our common stock, or members of their immediate families. Christopher Blanchard, the son of Thomas Andrew Blanchard, one of our executive officers, is an employee of one of our subsidiaries. Since January 1, 2025, we paid Mr. Blanchard's son salary and bonus payments of approximately $255,952.

SUSTAINABILITY AND CORPORATE RESPONSIBILITY

We are a global supplier of technologies and engineered systems that drive Sustainable Industrial Processing®. Our products and services play an integral role in enhancing efficiency, optimizing energy utilization, and maximizing productivity in process industries while helping our customers advance their sustainability initiatives. Our business strategy is centered around innovation, automation, and sustainability, which drives both our success and that of our customers.

In March 2020, we issued our first corporate sustainability report, which detailed our sustainability achievements. Our first step was to consult with independent advisors to support the development of the sustainability report, including pinpointing the sustainability topics that are most important to both our internal stakeholders (employees and investors) and to our external stakeholders (customers, potential investors, and communities). In 2024, we revisited our material sustainability topics to monitor and reassess those most important to our internal and external stakeholders. This assessment reflected a double materiality approach, which assessed both our inward and outward impacts relating to sustainability. During this process, the following issues were determined to be the most material:

Corporate Governance	**Financial Performance** **Ethics and Compliance** **Supply Chain Sustainability**
Innovation	**Research and Development** **Delivering Value to Customers**
Employees	**Health, Safety, and Wellness** **Recruitment, Retention, and Development**
Environment	**Energy, Emissions, and Climate Change** **Effluents, Waste, and Recycling** **Environmental Compliance** **Biodiversity**

In March 2026, we issued our 2025 corporate sustainability report. Below are highlights from our 2025 corporate sustainability report summarizing our approach to certain key issues:

- ***Corporate Governance, Ethics and Compliance.*** We are committed to strong corporate governance practices that ensure Kadant is managed for the long-term benefit of our stockholders and other stakeholders.
    - In 2020, we became a signatory to the United Nations Global Compact (UNGC), the world's largest corporate sustainability initiative. Under the UNGC, members are encouraged to align their operations and strategies with universal principles on human rights, labor, environment, and anti-corruption and take strategic actions to advance broader societal goals, such as the UN Sustainable Development Goals. In May 2025, we filed our annual Communication on Progress, detailing our efforts to implement the principles of the UNGC.
    - Our executive leadership team is responsible for the day-to-day management of the risks that our company faces, while the board of directors, acting as a whole and through its committees, has responsibility for the oversight of risk management. The risk oversight and sustainability committee assists the board of directors in fulfilling its responsibilities regarding the identification, prevention, evaluation, management, and monitoring of our company's critical enterprise risks, including major strategic, operational, and reputational risks inherent in our business, including with respect to privacy and cybersecurity, legal, regulatory, our sustainability efforts and goals, as well as climate-related risks and opportunities. The risk oversight and sustainability committee meets regularly with our chief executive officer and senior management to discuss enterprise risk management and sustainability.
    - Several central policies and guidelines serve as the foundation of our commitment to our values, and clearly delineate what we expect of our employees and senior leadership of the company. We have a CEO message on corporate responsibility posted on our website. Our policies and guidelines include our board of directors' corporate governance guidelines, our code of business conduct and ethics, ethics and compliance hotline, anti-harassment policy, insider trading policy, foreign corrupt practices act policy, global supplier code of conduct, environmental, health and safety policy, human rights policy, conflict minerals policy, and global export control policy.
- ***Supply Chain Sustainability.*** As a company that sources from thousands of suppliers from around the world, we recognize the need for our suppliers to abide by and exceed various environmental, social, and economic regulations and standards both from an international perspective, for example human rights, and a country by country basis for countries where our suppliers operate. We manage these risks and regulatory issues in our supply chain primarily through our global supplier code of conduct, in which we have outlined our expectations of our suppliers and subcontractors. Since 2021, we have been actively screening and evaluating our suppliers against environmental and social criteria and engaging with our suppliers to encourage them to align with our supplier code of conduct, climate strategy and to set paths to reduce their emissions.
- ***Innovation.*** Innovation and continuous improvement are central to our organization. From our earliest years, we have focused on engineering products and processes that help our customers improve operating efficiency, reduce the consumption of resources and energy, and increase productivity. Engineering innovative products and processes is an intrinsic element of our culture. We are committed to focusing on our customers' wants and needs and innovation is how we deliver on this commitment.

- ***Health, Safety and Wellness.*** We work to minimize the risks associated with the tasks our employees perform, and we take our responsibility for our employees' health and safety very seriously. Our businesses follow an occupational health and safety management system that covers employees, who receive appropriate and necessary safety trainings to both protect their own health and safety as well as the people, equipment, and environment around them.
- ***Recruitment, Retention, and Development.*** Recruiting, training and developing our employees is crucial for our continued success as a company. Employee training and development programs include tuition reimbursement policies, leadership and career development opportunities, and paid certifications and trainings. The effectiveness of our training and development programs is assessed through our safety records, feedback we collect from participants, and the capabilities that our employees possess and demonstrate to the organization.
- ***Equal Opportunity and Non-Discrimination.*** We are an equal opportunity employer and we strive to promote the diversity of our organization. We embrace the diversity of our employees, including their unique backgrounds, experiences, and talents. We seek to create an environment where everyone is valued and appreciated for their distinct contributions to the growth and sustainability of our business. We strive to cultivate a culture that supports and enhances our ability to recruit, develop and retain talent at every level.
- ***Energy, Emissions and Climate Change.*** We are committed to reducing our energy consumption, greenhouse gas (GHG) emissions and climate change footprint.
    - In 2025, we continued to source 100% of our electricity from renewable sources, including through the purchase of renewable energy certificates, for all of our non-renewable energy usage and further explored options for onsite renewable generation. In December 2023, as part of our ongoing commitment to accurately track and reduce our GHG emissions and climate change footprint, we signed a commitment letter with the Science Based Targets initiative (SBTi) that committed us to establishing near- and long-term Science-Based Targets. In December 2025, after refining our indirect Scope 3 GHG emissions attributable to our activities and products, we submitted our GHG emissions inventory and near-term emissions reduction targets to SBTi for validation. In March 2026, SBTi formally validated our near-term Scope 1, 2 and 3 targets.
    - We recognize the value of setting quantitative goals, not only for financial performance but for our sustainability performance. As part of our mission to drive Sustainable Industrial Processing, we have set the following sustainability goals for 2026:
        - we plan to develop a detailed climate action plan that outlines the steps to align with our SBTi approved goals;
        - we will continue to monitor our climate-related risks and opportunities published in our Task Force on Climate-related Financial Disclosures (TCFD) report and track potential new risks and opportunities; and
        - we plan to continue to source 100% of our electricity from renewable energy sources through the purchase of renewable energy certificates for all our non-renewable energy usage and continue to explore options for onsite renewable energy generation.
    - We have taken a variety of steps to minimize our energy usage and reduce the resulting GHG emissions. We also believe our most significant opportunity to lessen our environmental impact is by delivery of products that allow our customers to reduce waste and energy use and maximize yield from the natural resources that they use. By shifting the market toward greater efficiency and the use of more renewable resources, we are playing our part in protecting the environment and ensuring a more sustainable future.
- ***Effluents, Waste and Recycling.*** We are committed to conserving energy and other natural resources, including water, within our own operations. Our internal efforts to reduce waste and increase recycling and reusability are extensive. Our equipment and products can also reduce the waste streams of our customers, making their processes more efficient and positively impacting their business models.

Our historical and most recent corporate sustainability reports, which are not incorporated by reference into this proxy statement, can be found on our website www.kadant.com/sustainability.

STOCK OWNERSHIP

The following table sets forth the beneficial ownership of shares of our common stock as of March 1, 2026, with respect to:

- those persons we know to beneficially own more than 5% of the outstanding shares of our common stock based on our review of filings made with the SEC;
- each of our directors;
- each of our executive officers named in the Summary Compensation Table under the heading "Executive Compensation;" and
- all of our directors and executive officers as a group.

Unless otherwise indicated, the address of any person or entity listed is c/o Kadant Inc., One Technology Park Drive, Westford, Massachusetts 01886. The applicable percentage of beneficial ownership is based on 11,789,023 shares of our common stock outstanding as of March 1, 2026.

	Shares of Common Stock Beneficially Owned (1)	
Name of Beneficial Owner	**Number (2)**	**% of Class**
BlackRock, Inc. (3)	1,776,651	15.1 %
The Vanguard Group (4)	1,218,273	10.3 %
Kayne Anderson Rudnick Investment Management, LLC (5)	1,189,442	10.1 %
Wasatch Advisors LP (6)	884,597	7.5 %
John M. Albertine	7,963	*
Thomas C. Leonard	4,642	*
Rebecca Martinez O'Mara	1,401	*
Jonathan W. Painter	8,880	*
Erin L. Russell	3,326	*
Jeffrey L. Powell	66,531	*
Michael J. McKenney	16,454	*
Stacy D. Krause	3,535	*
Michael C. Colwell	4,688	*
Fredrik H. Westerhout	3,925	*
All directors and executive officers as a group (14 persons)	150,509	1.3 %

* *Less than 1%*

(1) The number of shares beneficially owned by each stockholder is determined under the rules of the SEC, and the information provided is not necessarily indicative of beneficial ownership for any other purpose. Unless otherwise indicated, as determined under such rules, each stockholder has sole investment and voting power (or shares such power with his or her spouse) with respect to the shares reported in this table. The inclusion of any shares deemed beneficially owned does not constitute an admission of beneficial ownership of such shares.

(2) Shares beneficially owned by the following individuals or group include the following shares underlying RSUs that will vest or become distributable within 60 days after March 1, 2026: Mr. Powell (11,536), Mr. McKenney (3,488), Ms. Krause (2,172), Mr. Colwell (1,632), Mr. Westerhout (1,629) and all directors and current executive officers as a group (24,637). Shares beneficially owned by Mr. Painter include three shares held in a custodial account for the benefit of his son.

(3) The address of BlackRock, Inc. is 50 Hudson Yards, New York, New York 10001. BlackRock, Inc. filed as the parent holding company of BlackRock (Netherlands) B.V., BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Asset Management Schweiz AG, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Fund Managers Ltd., BlackRock Institutional Trust Company, National Association, BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (UK) Limited, and BlackRock Investment Management, LLC. The information about BlackRock, Inc. is based on its Schedule 13G/A filed with the SEC on March 7, 2025, and is as of February 28, 2025. According to BlackRock Inc., as of February 28, 2025, BlackRock, Inc. had sole voting power over 1,763,360 shares of common stock, shared voting power over 0 shares of common stock, sole dispositive power over 1,776,651 shares of common stock and shared dispositive power over 0 shares of common stock. One other person, iShares Core

S&P Small-Cap ETF, is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of the common stock of Kadant Inc. and is more than 5% of the total outstanding common stock.

(4) The address of The Vanguard Group is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355. The information about The Vanguard Group is based on its Schedule 13G/A filed with the SEC on January 8, 2025, and is as of December 31, 2024. According to The Vanguard Group, as of December 31, 2024, The Vanguard Group had sole voting power over 0 shares of common stock, shared voting power over 21,826 shares of common stock, sole dispositive power over 1,182,198 shares of common stock and shared dispositive power over 36,075 shares of common stock.

(5) The address of Kayne Anderson Rudnick Investment Management, LLC (Kayne Anderson) is 2000 Avenue of the Stars, Suite 1110, Los Angeles, California 90067. The information about Kayne Anderson is based on its Schedule 13G/A filed with the SEC on February 13, 2026, and is as of December 31, 2025. According to Kayne Anderson, as of December 31, 2025, Kayne Anderson had sole voting power over 781,645 shares of common stock, shared voting power over 212,222 shares of common stock, sole dispositive power over 977,220 shares of common stock and shared dispositive power over 212,222 shares of common stock.

(6) The address of Wasatch Advisors LP is 505 Wakara Way, 3rd Floor, Salt Lake City, Utah 84108. The information about Wasatch Advisors LP is based on its Schedule 13G/A filed with the SEC on November 13, 2025, and is as of September 30, 2025. According to Wasatch Advisors LP, as of September 30, 2025, Wasatch Advisors LP had sole voting power over 627,115 shares of common stock, shared voting power over 0 shares of common stock, sole dispositive power over 884,597 shares of common stock and shared dispositive power over 0 shares of common stock.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, executive officers and beneficial owners of more than 10% of our common stock to file with the SEC initial reports of ownership and reports of changes in ownership of our securities. Based solely upon a review of these filings, all Section 16(a) filing requirements applicable to such persons were complied with during 2025 on a timely basis.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation Objectives

Our compensation policies are designed to reward and motivate executives to achieve long-term value for our stockholders by meeting our business objectives, and to attract, engage and retain dedicated, talented individuals. We believe that an executive compensation program, designed and administered with a clear and strong link to our business strategy, long-term goals, and value creation for our stockholders, will accomplish these objectives.

Executive Summary

Our executive compensation program emphasizes compensation linked to objective performance measures, which we believe are related to the creation of stockholder value. Highlights of our compensation program include the following:

- ***Cash compensation in the form of base salary and an annual performance-based cash incentive opportunity (bonus).*** We use objective financial measures based on earnings per share growth and return on average stockholders' equity to determine our executives' annual performance-based bonuses and there is no individual performance component.
- ***Equity compensation to reward performance and retain key personnel.*** We annually award performance-based restricted stock units that use objective financial measures based on EBITDA. All performance-based awards are subject to additional time-based vesting periods once the performance goals have been met. We also use equity compensation in other forms that are intended to promote retention of our key personnel, and for this purpose have used time-based RSUs.
- ***All of our current named executive officers are employees-at-will.*** All of our current named executive officers are employees-at-will and do not have an employment agreement or severance agreement other than an agreement that provides benefits upon termination of employment following a change in control, except for Mr. Westerhout. The employment agreement with Mr. Westerhout, who serves as our vice president and resides in The Netherlands, contains terms and conditions more typical of European executives. See "Compensation Discussion and Analysis - Other Elements of Compensation and Compensation Policies," "Executive Compensation - Pension Benefits" and "Executive Compensation - Potential Payments Upon

Termination or Change in Control" for more information on the change in control agreements and the employment agreement with Mr. Westerhout.

We believe that our executive compensation program provides compensation opportunities that reflect our company's performance and align the pay of our executives to the long-term interests of our stockholders. Fiscal 2025 was a solid year across key metrics, which led to full year increases in gross margin, operating cash flow and bookings compared to the prior fiscal year. For fiscal 2025, our corporate performance measures used in our incentive plans resulted in our named executive officers earning above target performance-based cash bonus awards and earning below target under our performance-based equity award program.

2025 Financial Performance Highlights

Our compensation committee typically makes its determinations on executive compensation for our named executive officers, including our chief executive officer, in February and March of each year, after our company's financial results for the prior year have been determined. We reported the following financial highlights for fiscal 2025:

- Revenue of $1.05 billion in 2025, consistent with 2024;
- GAAP diluted EPS of $8.65 in 2025, a decrease of 9% compared to $9.48 in 2024;
- Adjusted diluted EPS[1] of $11.01 in 2025, a decrease of 8% compared to $11.92 in 2024;
- Net income attributable to Kadant of $102 million in 2025, a decrease of 9% compared to $112 million in 2024;
- Adjusted EBITDA of $216 million in 2025, a decrease of 6% compared to $230 million in 2024;
- Adjusted EBITDA margin of 20.6% in 2025, compared to 21.8% in 2024; and
- Operating cash flows of $171 million in 2025, compared to $155 million in 2024, an increase of 10%.

We were pleased with our company's financial performance in 2025 despite the challenges brought about by the economic environment, tariff-related uncertainty and geopolitical tensions. Our closing stock price was $286.40 at the end of fiscal 2025, compared to $350.80 at the end of our 2024 fiscal year. Our one-year TSR in 2025 was -18% and our three-year TSR was 17%. Despite the decline in our one-year TSR, our three-year TSR remained robust at 17%, underscoring the long-term shareholder value we have delivered.

Our compensation committee uses certain financial measures that are derived from generally accepted accounting principles (GAAP) to measure the performance of our named executive officers that are based upon adjusted diluted EPS and adjusted EBITDA, as described below. The non-GAAP financial measures used by our compensation committee and those presented above, including adjusted diluted EPS, adjusted EBITDA and adjusted EBITDA margin, are not meant to be considered superior to or a substitute for results of operations prepared in accordance with GAAP. We believe these measures allow us to compare results consistently between periods and to exclude certain items that may not be indicative of our core business, operating results or future outlook. A reconciliation of the non-GAAP financial measures presented above to the most comparable GAAP measures is included in Annex A to this proxy statement.

2025 Say-on-Pay Vote

Our stockholders cast an advisory vote ("say on pay") annually on the executive compensation of our named executive officers. At our company's 2025 annual meeting of stockholders, stockholders had the opportunity to approve our executive compensation program by casting a non-binding, advisory vote. A substantial majority of our stockholders approved our program (approximately 91% of the shares voted were cast in favor), indicating broad shareholder support for and alignment with our executive compensation program. Our compensation committee considered the 2025 stockholder vote in making its determinations regarding the structure of our compensation program in 2026.

Determining Compensation

The compensation committee of our board of directors has primary responsibility for developing and evaluating the executive compensation for the named executive officers of our company included in the Summary Compensation Table below under "Executive Compensation." In making compensation decisions, our compensation committee reviews our company's performance and evaluates each executive's performance during the year, taking into consideration performance goals,

[1] Adjusted diluted EPS reflects our new methodology announced on February 19, 2026 to add back intangible asset amortization expense to the calculation of this non-GAAP financial measure for the fiscal years presented.

leadership qualities, scope of responsibilities, career experience, long-term potential as well as data on market compensation opportunities for comparable positions. Our compensation committee also uses its judgment in making compensation decisions.

Our compensation committee is directly responsible for evaluating the performance of our chief executive officer and determining his compensation in light of the goals and objectives of our compensation program. The chief executive officer does not participate in any discussion pertaining to his compensation. It also oversees the design, development and implementation of the executive compensation program for all executive officers. Our compensation committee assesses the performance of our other named executive officers and determines their compensation, based on initial recommendations from the chief executive officer. The other named executive officers do not play a role in their own compensation determinations, and our compensation committee delegates to the chief executive officer the responsibility to communicate its compensation decisions and assessment of performance to the other named executive officers.

Role of Compensation Committee Consultant. Our compensation committee retains a nationally-recognized firm, Willis Towers Watson, as its independent compensation consultant to assess the competitiveness and design of our executive compensation program and to advise the committee on the amount and form of executive compensation and succession planning. Our compensation committee has assessed the independence of Willis Towers Watson pursuant to applicable SEC rules and concluded that no conflict of interest exists that would prevent the independent representation of our compensation committee.

Our compensation committee generally relies on Willis Towers Watson to provide it with comparison group benchmarking data and information as to market practices and trends, to inform it of evolving and best practices in executive compensation, and to summarize alternative proposals in structuring executive compensation arrangements. Willis Towers Watson meets regularly with our compensation committee and attends executive sessions without management as requested by our compensation committee.

Compensation Peer Group. As noted above, Willis Towers Watson provides market data and other specific information on executive compensation practices and regularly meets with our compensation committee and management to discuss specific compensation data and compensation trends. To ensure that compensation levels are generally aligned with competitive market rates, our compensation consultant conducted a competitive compensation review or a "benchmarking study" based on 2024 proxy and survey data which was used to review and help determine competitive cash and equity-based compensation for our executives for the 2025 fiscal year.

Our compensation consultant also conducted a benchmarking study based on 2025 proxy and survey data which was used to review and help determine competitive cash and equity-based compensation for our executives for the 2026 fiscal year. For the compensation review, market compensation data was extracted from published executive compensation surveys from Willis Towers Watson’s own and other proprietary databases and annual proxy filings from peer group companies. The companies whose compensation we benchmark include comparable manufacturing companies and selected paper and forest product companies, some of which are principally based in New England, with whom we could potentially compete for executive talent. Because the size of the organizations in our compensation peer group varies, our compensation consultant adjusts the market data, where appropriate, from our compensation peer group based on our revenue level to develop more comparable comparisons of executive compensation. While we use substantially the same compensation peer group in our competitive compensation reviews, we make changes in the composition of our compensation peer group to reflect mergers or other extraordinary corporate events (such as bankruptcy filings) and review and confirm the appropriate composition of our compensation peer group.

Our 2025 compensation peer group for our executive and non-employee director compensation programs, which is set forth below, remained unchanged from the prior year.

Albany International Corp.	EnPro Industries, Inc.	PTC Inc.
Barnes Group Inc.	ESCO Technologies Inc.	RBC Bearings Incorporated
Charles River Laboratories International, Inc.	Franklin Electric Co., Inc.	Standex International Corporation
Columbus McKinnon Corporation	Louisiana-Pacific Corporation	Watts Water Technologies, Inc.

In May 2025, our compensation committee, following recommendations put forth by our compensation consultant, approved revisions to our compensation peer group in an effort to better align our compensation peer group with our size and industry. The following compensation peer group will be used in the executive and director compensation surveys prepared by our compensation consultant to benchmark our executive compensation and non-employee director compensation programs for 2026 compensation:

Albany International Corp.	ESCO Technologies Inc.	PTC Inc.
Balchem Corporation	Franklin Electric Co., Inc.	RBC Bearings Incorporated
Cognex Corporation	JBT Marel Corporation	SPX Technologies Inc.
Columbus McKinnon Corporation	Louisiana-Pacific Corporation	Standex International Corporation
EnPro, Inc.	Mueller Water Products, Inc.	Watts Water Technologies, Inc.
ESAB Corporation		

Components of Executive Compensation

Our compensation program meets our executive compensation objectives by using the following pay and benefit elements:

- annual cash compensation, consisting of base salary and cash incentive compensation opportunities;
- long-term (equity) incentive compensation, consisting of a performance-based element and a retention element; and
- other elements of compensation, including retirement and 401(k) plans, health and welfare benefits and change in control agreements.

Our compensation committee believes that the combination of these elements rewards performance, through an assessment of individual performance and company financial measures, aligns the interests of management with our stockholders, and assists in the retention of our executives. We target total direct compensation (the combination of base salary and short and long-term incentives) and each component thereof for our named executive officers generally between the 50th percentile (median) and 60th percentile of our compensation peer group adjusted based on our revenue level for executives in similar roles, with similar responsibilities and experience. The majority of target direct compensation for our named executive officers is in the form of performance-based pay, consisting of the annual cash incentive opportunity and equity incentive compensation elements of our compensation program, with the intent of rewarding above-average performance, if achieved. In addition, our compensation committee may grant special bonuses on an individual or group basis in recognition of extraordinary achievements or to address other special situations. No such special bonuses were paid for 2025.

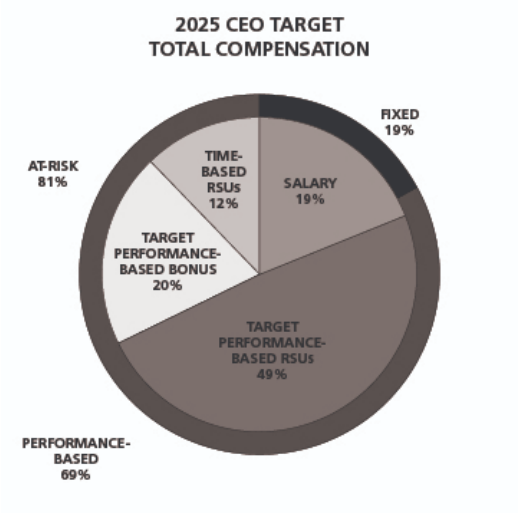
As shown below, target total direct compensation consists of base salary, target annual cash incentive compensation opportunity and target long-term incentive compensation opportunity. For an individual named executive officer, total target direct compensation may be higher or lower than the median of our compensation peer group, and each element of compensation may be above or below the median for that element, based on a number of factors, including assessments of the executive's job responsibilities, length of service, experience and skills.

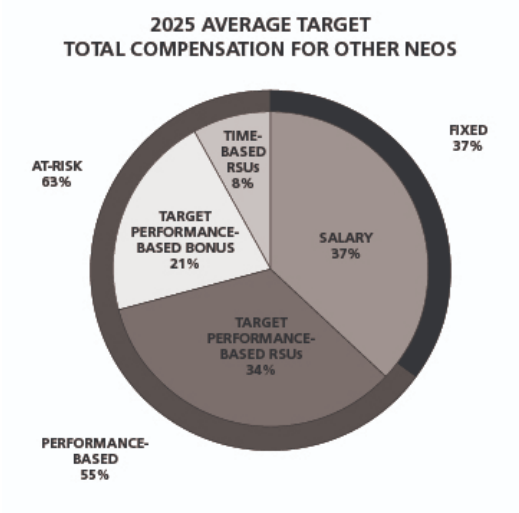
Total Target Direct Compensation	=	Base Salary	+	Target Annual Cash Incentive Compensation Opportunity (or Target Bonus)	+	Target Long-Term Incentive Compensation Opportunity

Our components of total target direct compensation granted during fiscal year 2025 were:

Compensation Element	Form of Compensation	Purpose	Performance Criteria
Base Salary	Cash	Provides compensation that is not “at risk” to our named executive officers to reward them for their skill sets and service	Not performance-based; reflects skills and experience of our named executive officers
Annual Cash Incentive Compensation	Cash	Motivates our named executive officers to achieve company performance objectives	Performance-based: objectively measured using adjusted diluted EPS and return on shareholder investment metrics
Long-term Incentive Compensation	Performance-based Restricted Stock Unit Awards *(typically represents approximately 80% of value of annual long-term incentive compensation award)*	Provides incentive for our named executive officers to focus on company income growth and align with interests of our stockholders; once earned, encourages retention over a three-year vesting period from the time of grant	Performance-based: objectively measured using an adjusted EBITDA target
	Time-based Restricted Stock Unit Awards *(typically represents approximately 20% of value of annual long-term incentive compensation award)*	Encourages retention of our named executive officers over a three-year vesting period	Not specifically performance-based, but at risk and aligned with shareholder value creation (based on stock price performance)

In furtherance of our pay-for-performance philosophy, our executive compensation program links a significant proportion of our executives’ total target direct compensation opportunity directly to company performance. As illustrated in the charts below, our compensation committee structured Mr. Powell’s total target direct compensation opportunity as president and chief executive officer for 2025 so that approximately 81% of his pay was "at risk" and approximately 69% of his pay was explicitly "performance-based." For our other named executive officers (NEOs), on average, approximately 63% of their total direct compensation opportunity was "at risk" and approximately 55% was explicitly "performance-based." For this purpose, we categorize our executives’ target bonus opportunity and the grant date fair value of performance-based and time-based RSUs in the calculation of "at risk" compensation and then exclude the grant date fair value of time-based RSUs to calculate "performance-based" compensation.





Our compensation committee regularly assesses the design and effectiveness of our executive compensation program. In March 2025, our compensation committee determined that, based on the performance achieved in recent years and consistent with its compensation philosophy, increases in target total direct compensation for our named executive officers were appropriate.

Annual Cash Compensation

Base Salary. Base salaries are determined by considering the executive's job responsibilities and competitive compensation rates for executives with similar roles at comparable organizations in the marketplace. Base salaries are reviewed and adjusted annually at our compensation committee's discretion based on a variety of factors, including general or regional economic conditions, cost of living changes, executive performance and changes in market rates of pay for comparable executives. In March 2025, our compensation committee approved salary increases for 2025 for our named executive officers of 4.0% on average.

Cash Incentive Compensation. Cash incentive compensation opportunities are provided annually and objectively determined based on the achievement of predetermined quantitative performance measures under our stockholder-approved annual cash incentive plan. In March 2022, our board of directors approved an amendment of our cash incentive plan which amended and restated the prior cash incentive plan reapproved by stockholders and effective as of May 17, 2017, which was due to be terminated at our 2022 annual meeting of stockholders, to remove references to Section 162(m) of the Internal Revenue Code (Section 162(m)) as such section is no longer applicable to the cash incentive plan. The amendment and restatement removed the prior dollar limit on individual awards under the cash incentive plan, which had been included because it was required by Section 162(m). Stockholder approval of the cash incentive plan, which was a Section 162(m) requirement, is no longer required, and the cash incentive plan shall remain in effect for future years unless and until amended, terminated, or replaced at the discretion of the board of directors. Each year, our compensation committee selects the executives who will receive an incentive opportunity under the plan, establishes a reference (i.e., target) bonus for each executive based on competitive market compensation data, determines the performance period applicable to the award and establishes the performance goals and ranges applicable to the awards.

Our annual cash incentive program is designed to measure performance objectively and our compensation committee believes that the design of our annual incentive program is highly effective in delivering incentives correlated to the financial performance of our company and uses effective benchmarks of performance.

We use two performance metrics: (i) growth in adjusted diluted EPS as compared to the average adjusted diluted EPS for the prior two fiscal years and (ii) adjusted return on average stockholders' equity (the average of stockholders' equity at the beginning and end of the fiscal year). Our compensation committee adjusts the performance measures for certain non-recurring items, such as restructuring charges, acquisition costs, amortization of acquired profit inventory and backlog, gains or losses on dispositions of assets, results of discontinued operations, effects or changes in or adoption of accounting principles, write-downs of assets or asset impairment, and discrete tax items to reflect the performance of our continuing operations. For 2026, compensation our Board amended and restated our cash incentive plan to permit adjustment for intangible asset amortization expenses and any other adjustment or exclusion established by our compensation committee to align with our new methodology for calculating adjusted diluted EPS that was announced on February 19, 2026. At the end of the performance period, actual performance is then measured against a linear scale of performance that assigns a bonus factor to a level of actual performance for each measure. Our performance metrics consist of the following:

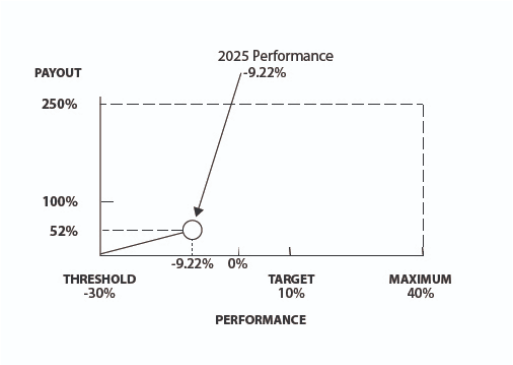
- The adjusted diluted EPS metric measures performance from -30% to 40% growth compared to the average of the prior two fiscal years, with a target established at 10% growth (at which an incentive equal to 100% of the reference bonus for that metric would be earned) and a bonus factor assigned using a scale of zero to 2.5;
- The adjusted return on average stockholders' equity metric measures performance from 4% to 12%, with a target established at an 8% return on average stockholders' equity (at which an incentive equal to 100% of the reference bonus for that metric would be earned) and a bonus factor assigned using a scale of zero to 2.5;
- The two metrics (growth in adjusted diluted EPS and adjusted return on average stockholders' equity) are weighted equally; and
- Each performance metric is translated into a bonus factor ranging from zero to 2.5 using the following linear scales:
    - The linear scale used for the adjusted diluted EPS growth metric has two slopes: from -30% to 10%, the bonus factor is calculated on a linear progression from zero to one; and from 10% to 40%, the bonus factor is calculated on a linear progression from one to 2.5. In addition, for purposes of the comparison to prior years, the performance metric used cannot be lower than -30% or higher than 40% and the maximum bonus factor that can be earned is 2.5.

- The linear scale used for the adjusted return on average stockholders' equity metric has two slopes: from 4% to 8%, the bonus factor is calculated on a linear progression from zero to one; and from 8% to 12%, the bonus factor is calculated on a linear progression from one to 2.5 and the maximum bonus factor that can be earned is 2.5.

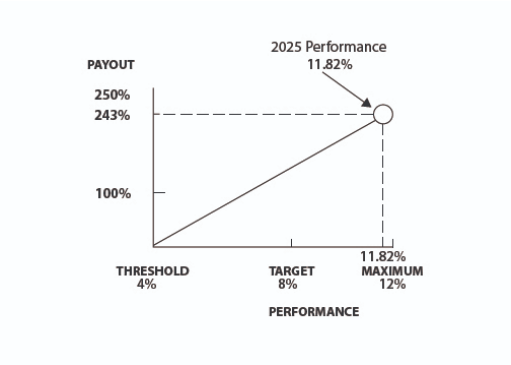
In March 2025, our compensation committee approved the eligible participants under our annual cash incentive plan, determined the performance measures and targets and established the 2025 fiscal year as the applicable performance period. In February 2026, our compensation committee determined the extent to which the performance measures for fiscal 2025 had been met or exceeded. Specifically, our adjusted diluted EPS metric for 2025 was lower than the prior two-year average adjusted earnings per share by -9.22%, and resulted in a bonus factor of 0.52. The adjusted return on average stockholders' equity was 11.82% for 2025, and resulted in the bonus factor of 2.43. In 2025, these performance measures were weighted equally for all the named executive officers, and resulted in a weighted bonus factor of 1.48. In February 2026, our compensation committee determined to pay cash incentives for 2025 by applying the weighted objective bonus factor to the target bonus opportunity for each executive, resulting in the non-equity incentive plan compensation reported in the "Executive Compensation – 2025 Summary Compensation Table" set forth below.

The charts below illustrate the linear scales for our performance metrics and our level of achievement in fiscal 2025.

ADJUSTED DILUTED EPS



ADJUSTED AVERAGE RETURN ON SHAREHOLDERS' EQUITY



In March 2026, our compensation committee selected the executives who are eligible to receive incentive opportunities under our annual cash incentive plan for 2026, including our named executive officers, determined the performance measures and targets and established the 2026 fiscal year as the applicable performance period. Our compensation committee approved increases of approximately 14.7% on average in the target bonus opportunities of our named executive officers, including increases of approximately 26.3% for Mr. Colwell, 25.1% for Ms. Krause and 11.5% for Mr. McKenney in order to better align their respective compensation with our compensation philosophy.

Long-term Incentive Compensation

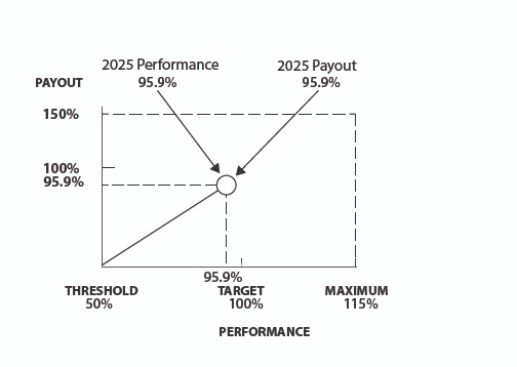
Our compensation committee considers the award of equity-based incentives to the named executive officers each year the most essential part of our executive compensation program. In an effort to minimize the potential for granting equity awards while we are in possession of material nonpublic information, our compensation committee approves all annual stock grants to our directors, officers and employees in March of each year during an open window at least two trading days after filing our Annual Report on Form 10-K. We only grant time- and performance-based RSUs as part of our long-term incentive compensation program, and have not granted options to our directors, officers or employees since 2013. Our compensation committee annually evaluates our equity compensation program against market practice using surveys conducted by its independent compensation consultant, and generally targets the total estimated value of the long-term equity awards to be delivered to executive officers between the 50th and 60th percentiles of market compensation for target long-term equity awards for executives in comparable positions based on our survey data. Our committee may also adjust the estimated value to be delivered to reflect the committee's assessment of individual performance, value to the organization, and similar factors. Specific target equity incentive opportunities may be higher or lower than the 50th percentile. Our compensation committee believes that a portfolio of explicitly performance-focused equity incentive vehicles and retention-focused, shareholder-aligned equity incentive vehicles allows executives to be compensated for both shorter-term performance and incorporates a longer-term retention element. Our compensation committee currently uses performance-based RSUs as the primary performance-focused element of its equity incentive program and substantially fewer time-based RSUs that also provide a retention element

for its equity incentive program. Approximately 80% of the value of the annual equity incentive awards to the named executive officers has been in the form of explicitly performance-based RSUs.

Performance-based RSUs have a one-year performance measurement period linked to the fiscal year in which they are granted. Our compensation committee uses as the performance measure EBITDA generated from our continuing operations for the fiscal year in which the award is made and adjusted to exclude the effects of restructuring costs and other non-recurring items, results from acquisitions made during the year, depreciation and amortization expenses, and non-cash compensation expenses (adjusted EBITDA). At the end of the fiscal year, our compensation committee determines the actual adjusted EBITDA and compares it to the target adjusted EBITDA, to determine whether and to what extent the performance measure has been achieved. Performance is measured against a linear progression that has two slopes, which is intended to reward performance falling within a performance range of between 50% and 115% of the target performance measure. If actual adjusted EBITDA is between 50% and 100% of the target adjusted EBITDA, the number of shares deliverable pursuant to the RSU is determined using a straight-line linear scale between 50% and 100% of the target RSU amount. If actual adjusted EBITDA is between 100% and 115% of the target adjusted EBITDA, the number of shares deliverable pursuant to the RSU is determined using a straight-line linear scale between 100% and 150% of the target RSU amount. If actual adjusted EBITDA is below 50% of the target adjusted EBITDA, no shares are earned and the RSU is forfeited. To the extent the performance conditions on an RSU award are met, it is then subject to additional time-based vesting in three equal annual installments on March 10, beginning with the year following the year of grant, provided that the executive remains employed with our company on the applicable vesting date. Our compensation committee seeks to establish an aggressive, but achievable, adjusted EBITDA target based on our company's expectations for each fiscal year.

In March 2025, our compensation committee awarded performance-based RSUs and time-based RSUs to our named executive officers. The estimated value of the March 2025 awards granted to our named executive officers, including our chief executive officer, was split approximately 80/20 between performance-based RSUs and time-based RSUs. The grant date fair value of the time-based RSUs and performance-based RSUs was $369.59 per share. The target adjusted EBITDA established by our compensation committee for the 2025 fiscal year for the performance-based RSUs was $231.0 million. In February 2026, our compensation committee determined that the actual adjusted EBITDA for fiscal year 2025 used for this purpose was $221.6 million, which represented 95.9% of the target adjusted EBITDA, resulting in an adjustment decreasing the number of performance-based RSUs earned for the 2025 fiscal year equal to 95.9% of the target RSU amount for each executive. The earned time-based RSUs and performance-based RSUs awarded in 2025 to our named executive officers are reported below in the table "Executive Compensation – Grants of Plan-Based Awards in Fiscal 2025."

The chart below illustrates the linear scale used for measuring performance under our performance-based RSUs and our level of achievement in fiscal 2025.



In March 2026, our compensation committee awarded performance-based RSUs and time-based RSUs to our current named executive officers. The estimated value of the March 2026 awards granted to the named executive officers, was split approximately 80/20 between performance-based RSUs and time-based RSUs. The grant date fair value of the time-based RSUs and performance-based RSUs granted to the named executive officers in March 2026 was $331.40 per share.

Other Elements of Compensation and Compensation Policies

Perquisites. Our named executive officers generally do not receive perquisites, other than Mr. Westerhout. The employment agreement with Mr. Westerhout (Employment Agreement), who serves as our vice president and resides in The Netherlands, contains terms and conditions more typical of European executives. The Employment Agreement provides, among other things, that Mr. Westerhout is entitled to receive, on a monthly basis, a tax free reimbursement allowance of EUR 150, as well as a home internet allowance. See Footnote 3 in the Summary Compensation Table set forth below for more information.

Retirement and 401(k) Plans. We offer a 401(k) plan to our employees based in the United States, including our named executive officers. The 401(k) plan provides for a company matching contribution based on the amount the employee voluntarily contributes, up to a maximum amount. Additionally, Mr. Westerhout, who serves as our vice president and resides in The Netherlands, is entitled to certain pension payments under Dutch law and the Employment Agreement. See "Executive Compensation - Pension Benefits" for more information.

Health and Welfare Benefits. We offer health and welfare benefits to all salaried employees. These benefits include medical benefits, dental benefits, life insurance, short- and long-term disability plans, accidental death and dismemberment insurance, travel insurance, dependent care and flexible spending accounts and other similar benefits. The cost of these programs is not included in our "Executive Compensation – 2025 Summary Compensation Table" below for the named executive officers (except as noted) because they are offered to employees generally. We do not provide post-retirement health coverage to our named executive officers, unless otherwise set forth in an executive transition agreement.

Employment and Severance Agreements. In general, we do not enter into employment or severance agreements with our named executive officers, other than the change in control agreements described below and the Employment Agreement with Mr. Westerhout. Under the terms of the Employment Agreement, Mr. Westerhout is entitled to severance compensation under certain circumstances. See "Executive Compensation - Potential Payments Upon Termination or Change in Control" for a discussion of the potential severance payments to Mr. Westerhout.

Change in Control Agreements. We have had executive retention agreements in effect with our named executive officers since 2001 (except for Mr. Powell, whose agreement was entered into in 2008, when he joined our company, and Mr. Colwell, Ms. Krause and Mr. Westerhout whose agreements are described below). These agreements provide severance benefits to our named executive officers if their employment is terminated under specified circumstances within 24 months after a change in control (known as a "double trigger"). We believe that such agreements help retain key management in times of transition and enable them to focus on the business and the best interests of stockholders without undue concern for the security of their jobs. These agreements are described below under "Executive Compensation – Potential Payments Upon Termination or Change in Control – Executive Retention Agreements."

In 2015, our board of directors determined that no tax gross-ups for purposes of excess parachute payments under Section 280G of the Code would be included in future executive retention agreements entered into with any of our employees. In November 2016, our board of directors adopted a new form of executive retention agreement to be entered into with our officers appointed after 2015 who previously did not have executive retention agreements. Ms. Krause entered into this form of agreement in 2018 upon her promotion to vice president, general counsel and secretary, Mr. Colwell entered into this form of agreement in 2019 upon his promotion to vice president, and Mr. Westerhout entered into this form of agreement in 2022 upon his promotion to vice president. This form of agreement provides severance benefits to our officers if their employment is terminated under specified circumstances within 24 months after a change in control. However, this form of agreement does not provide any tax gross-ups and instead provides that the benefits will be cut back if the application of the parachute payment tax under Section 4999 of the Code on the full amount would leave the executive with a lower net amount than having the benefit cut back to the point at which the parachute payment tax does not apply.

Executive Succession Planning

Our compensation committee has a formal process for evaluating succession plans for the chief executive officer and key executive positions within the company. Each year, our compensation committee reviews the succession plans prepared for these positions by management and considers the leadership qualities and long-term potential of our executive team.

Clawback Policy

In May 2023, our board of directors adopted a new, NYSE-compliant compensation recovery policy or "clawback policy" that supersedes our policy from 2016 regarding incentive compensation awarded to our executive officers in the event of material noncompliance with any financial reporting requirements under the U.S. federal 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. In the event we were required to prepare an accounting restatement to correct one or more material errors, we will attempt to recover, reasonably promptly from our current and former executive officers who received incentive-based compensation during the preceding three-year period, the amount in excess of what should have been paid to the executive officer based on the corrected data. Incentive-based compensation includes any compensation granted, earned or

vested wholly or in part upon the attainment of any financial measures, such as cash incentive compensation and performance-based RSUs.

Policy on Deductibility of Compensation

While the compensation committee generally considers the financial accounting and tax implications to us of its executive compensation decisions, neither element was a material consideration in the compensation awarded to our named executive officers in 2025. Section 162(m) generally disallows a tax deduction to public companies for compensation in excess of $1 million paid in any one year to each of certain of the company's current and former executive officers. Historically, compensation that qualified under Section 162(m) as performance-based compensation was exempt from the deduction limitation. However, subject to certain transition rules, tax legislation signed into law on December 22, 2017 eliminated the performance-based compensation exception. As a result, for taxable years beginning after December 31, 2017, all compensation in excess of $1 million paid in any one year to each of the specified officers that is not covered by the transition rules will not be deductible by us.

Policies on Insider Trading, Pledging and Hedging of Company Stock

We have adopted insider trading policies and procedures governing the purchase, sale, and/or other dispositions of our securities by directors, officers and employees that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, and any listing standards applicable to us. Transactions by the Company will only be made in accordance with applicable U.S. federal securities laws, including those related to insider trading.

We believe that our directors and officers should not use financial vehicles such as hedges to protect themselves from declines in our stock price or to pledge our stock as collateral in margin accounts or other loans. Our insider trading policies and procedures prohibit our directors and officers from pledging our stock as collateral for any loan or margin account. In addition, we prohibit our directors and officers from hedging their ownership of our stock, whether in the form of prepaid variable forwards, equity swaps, collars and exchange funds, or other vehicles designed to allow an individual to hold our stock without the full risks and rewards of ownership. The requirements and prohibitions contained in our insider trading policies and procedures are communicated regularly to our directors and officers.

Stock Ownership Guidelines

We believe that executive stock ownership is important in aligning the interests of our executives with those of our stockholders. For purposes of calculating stock ownership, we include shares beneficially held by each executive officer and time-based and performance-based RSUs to the extent the performance measure has been met or earned, even if the RSU is unvested. We do not include vested or unvested stock options. Compliance with the guidelines is measured annually following the close of the fiscal year, and our executive officers have five years from the later of the adoption of our stock ownership guidelines or their appointment as an executive officer to attain compliance.

Our stock ownership guidelines require our executive officers to hold 50% of shares issued upon the vesting of RSUs until our stock ownership guidelines are met. Our compensation committee approved an amendment to our stock ownership guidelines that requires our chief executive officer to hold shares of our stock equivalent in value to five times his annual base salary, which is aligned with the revised stock ownership requirements for our board of directors. Our director stock ownership guidelines are described under "Director Compensation." Our other executive officers are required to hold shares of our stock equivalent in value to his or her annual base salary.

As of March 1, 2026, all of our executive officers were in compliance with our then current stock ownership guidelines.

Risk Assessment of Our Compensation Policies

Our compensation committee has reviewed our compensation program with its compensation committee consultant, and based on that review, has concluded that risks arising from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on our company. We believe that our policies are applied consistently across our businesses, and that our focus on corporate profitability, as opposed to other measures such as revenue growth, encourages consistent behavior across our organization.

COMPENSATION COMMITTEE REPORT

The compensation committee of our board of directors has reviewed and discussed the preceding Compensation Discussion and Analysis with management. Based on such review and discussions, the compensation committee has recommended to our board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

By the compensation committee of the board of directors,

John M. Albertine (chairman)
Thomas C. Leonard
Rebecca Martinez O'Mara

EXECUTIVE COMPENSATION

2025 Summary Compensation Table

The following table summarizes compensation information for the last three completed fiscal years for each individual who served as our chief executive officer (our principal executive officer), our chief financial officer (our principal financial officer), and our three other most highly compensated current executive officers in fiscal 2025. These executive officers are collectively referred to as the "named executive officers."

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary ($)	Stock Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)	Total ($)
Jeffrey L. Powell	2025	$ 970,900	$ 3,036,181	$ 1,491,800	$ 20,380	$ 5,519,261
President and	2024	$ 925,900	$ 3,548,532	$ 1,632,000	$ 20,130	$ 6,126,562
Chief Executive Officer	2023	$ 898,900	$ 3,277,818	$ 1,835,700	$ 19,380	$ 6,031,798
Michael J. McKenney	2025	$ 555,100	$ 930,258	$ 501,700	$ 20,380	$ 2,007,438
Executive Vice President and	2024	$ 536,100	$ 1,100,426	$ 555,900	$ 20,130	$ 2,212,556
Chief Financial Officer	2023	$ 505,100	$ 964,749	$ 563,800	$ 19,380	$ 2,053,029
Stacy D. Krause	2025	$ 491,100	$ 584,691	$ 365,600	$ 20,289	$ 1,461,680
Senior Vice President, General	2024	$ 469,100	$ 683,363	$ 399,500	$ 19,954	$ 1,571,917
Counsel and Secretary	2023	$ 440,100	$ 599,278	$ 438,900	$ 19,037	$ 1,497,315
Michael C. Colwell	2025	$ 510,100	$ 437,225	$ 415,900	$ 20,366	$ 1,383,591
Senior Vice President	2024	$ 492,100	$ 517,045	$ 460,700	$ 20,087	$ 1,489,932
	2023	$ 445,100	$ 448,866	$ 485,300	$ 146,081	$ 1,525,347
Fredrik H. Westerhout	2025	$ 477,376	$ 433,898	$ 409,780	$ 146,641	$ 1,467,695
Vice President (4)	2024	$ 443,281	$ 517,045	$ 437,074	$ 135,322	$ 1,532,722
	2023	$ 400,377	$ 448,866	$ 464,654	$ 131,317	$ 1,445,214

(1) Represents the aggregate grant date fair value for equity awards made to our named executive officers in fiscal years 2023, 2024 and 2025. The amounts reported in this table do not reflect whether the named executive officer has actually realized a financial benefit from the award. Grant date fair value of equity awards is computed in accordance with ASC Topic 718. For a discussion of the assumptions and methodologies used to calculate grant date fair value in this proxy statement, please refer to Notes 1 and 3 of the financial statements in our annual report on Form 10-K for the year ended January 3, 2026. For performance-based RSU awards, these amounts reflect the grant date fair value of such awards based upon actual outcome of awards earned in 2025. The maximum potential value of the performance-based RSU awards (assuming the highest level of performance achievement) that could have been earned in 2025 was: Mr. Powell - $3,767,046; Mr. McKenney - $1,153,675; Ms. Krause - $725,690; Mr. Colwell - $542,189; and Mr. Westerhout - $537,753.

(2) Represents amounts earned for 2023, 2024, and 2025 under our annual cash incentive plan. Our 2025 cash incentive plan awards are described above under "Compensation Discussion and Analysis – Annual Cash Compensation."

(3) Represents the total amount of all other compensation provided to our named executive officers, and for 2025 includes (a) employer contributions under our 401(k) savings plan made on behalf of the named executive officer,

(b) employer payments to cover premiums for life insurance policies for the benefit of the named executive officer, and (c) in the case of Mr. Westerhout, home internet payments in 2025 of $724, tax free reimbursements in 2025 of $2,112, excess disability insurance payments in 2025 of $11,102, and pension payments in 2025 of $131,744. In 2025, our employer contribution made under our 401(k) savings plan was $17,500 for each named executive officer, other than Mr. Westerhout. In 2025, our life insurance policies provided coverage of two times an executive's base salary up to a maximum of $1 million, and the premiums paid by us on behalf of the named executive officers were as follows: Mr. Powell - $2,880; Mr. McKenney - $2,880; Ms. Krause - $2,789; Mr. Colwell - $2,866; and Mr. Westerhout - $6,417.

(4) All amounts for Mr. Westerhout, who works and resides in The Netherlands, were calculated based on a conversion rate equal to the daily average of the Euro to U.S. Dollar in 2025, which was 1.13139.

Pension Benefits

Other than Mr. Westerhout, none of our named executive officers receive pension benefits. The Employment Agreement with Mr. Westerhout, who serves as our vice president and resides in The Netherlands, provides for terms and conditions more typical of European executives, including, among other things, certain pension benefits. Under Dutch law, which governs the Employment Agreement, Mr. Westerhout is entitled to participate in the Dutch government pension fund for the metal and technology sector. In 2025, we paid a total of $131,744 for Mr. Westerhout's pension benefits. All amounts for Mr. Westerhout were calculated based on a conversion rate equal to the daily average of the Euro to U.S. Dollar in 2025, which was 1.13139. See Footnote 3 in "Executive Compensation - 2025 Summary Compensation Table" for details.

Grants of Plan-Based Awards in Fiscal 2025

The following table provides information on individual grants and awards of equity-based compensation made to our named executive officers during fiscal 2025.

Grants of Plan-Based Awards in Fiscal 2025

Name	Grant Date		Estimated Future Payouts under Non-Equity Incentive Plan Awards ($)(1)	Estimated Future Payouts under Equity Incentive Plan Awards (#)		Grant Date Fair Value of Stock Awards ($)(2)
Jeffrey L. Powell	3/4/2025		$ 1,491,800	—	$	—
	3/4/2025	(3)	—	6,516	$	2,408,248
	3/4/2025	(4)	—	1,699	$	627,933
Michael J. McKenney	3/4/2025		$ 501,700	—	$	—
	3/4/2025	(3)	—	1,997	$	738,071
	3/4/2025	(4)	—	520	$	192,187
Stacy D. Krause	3/4/2025		$ 365,600	—	$	—
	3/4/2025	(3)	—	1,255	$	463,835
	3/4/2025	(4)	—	327	$	120,856
Michael C. Colwell	3/4/2025		$ 415,900	—	$	—
	3/4/2025	(3)	—	939	$	347,045
	3/4/2025	(4)	—	244	$	90,180
Fredrik H. Westerhout	3/4/2025		$ 409,780	—	$	—
	3/4/2025	(3)	—	931	$	344,088
	3/4/2025	(4)	—	243	$	89,810

(1) Represents the cash amount earned in 2025 pursuant to an award under our cash incentive plan. In granting the award, our compensation committee established performance goals for the 2025 fiscal year as described in "Compensation Discussion and Analysis – Annual Cash Compensation – Cash Incentive Compensation." In February 2026, our compensation committee determined the level of achievement of the performance goals resulting in the payout of awards at the level disclosed in this table. See "Compensation Discussion and Analysis – Annual Cash Compensation."

(2) Represents the grant date fair value of performance-based RSUs or time-based RSUs awarded to our named executive officers in 2025. The per share grant date fair value was $369.59.

(3) Represents a performance-based RSU award granted in 2025 under our 2006 equity incentive plan. These RSU awards were subject to performance goals for the 2025 performance period that our compensation committee determined were met for the 2025 performance period and reflect the grant date fair value based upon actual outcome of awards earned in 2025. See "Compensation Discussion and Analysis – Long-Term Incentive Compensation." The maximum potential value of the performance-based RSU awards (assuming the highest level of performance achievement) that could have been earned in 2025 was: Mr. Powell - $3,767,046; Mr. McKenney - $1,153,675; Ms. Krause - $725,690; Mr. Colwell - $542,189; and Mr. Westerhout - $537,753. Once the performance goals are determined to have been met, the RSUs are subject to additional time-based vesting, with one-third of each RSU award vesting on March 10, beginning with the year following the grant, provided that the named executive officer remains employed with our company on each vesting date. The vesting of the RSUs is accelerated upon death, disability or change in control of the company.

(4) Represents a time-based RSU award granted in 2025 under our 2006 equity incentive plan. One-third of the RSUs vest on each anniversary of March 10, beginning on March 10, 2026, provided the named executive officer remains employed with our company on each vesting date. The vesting of the RSUs is accelerated upon death, disability or change in control of our company.

Outstanding Equity Awards at 2025 Fiscal Year-End

The following table provides information on outstanding equity awards issued under our 2006 equity incentive plan and held by our named executive officers as of the end of fiscal 2025.

Outstanding Equity Awards at 2025 Fiscal Year-End

	Stock Awards	
Name	**Number of Shares or Units of Stock That Have Not Vested (#)(1)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)(2)**
Jeffrey L. Powell	20,738	$ 5,939,363
Michael J. McKenney	6,320	$ 1,810,048
Stacy D. Krause	3,943	$ 1,129,275
Michael C. Colwell	2,962	$ 848,317
Fredrik H. Westerhout	2,953	$ 845,739

(1) Represents the number of our shares underlying RSU awards granted in March of 2023, 2024 and 2025, provided that the named executive officer remains employed with our company through the applicable vesting dates. For time-based RSU awards, one-third of each award vests on each of the first, second and third anniversaries of March 10 of the year of grant. For performance-based RSU awards, once the performance criteria is met, one-third of each award vests on each of the first, second and third anniversaries of March 10 of the year of grant. The vesting of RSU awards is accelerated upon death, disability or a change in control of our company. For performance-based RSU awards granted in 2025, these amounts reflect the actual number of awards earned as a result of the performance metrics achieved and determined in 2026.

(2) Based upon the closing price of our common stock of $286.40 on January 2, 2026, the last trading day before the end of our fiscal year.

Option Exercises and Stock Vested in Fiscal 2025

The following table provides information on vesting of RSUs during fiscal 2025 for each of our named executive officers. No stock options or other equity awards granted to our named executive officers vested or were exercised during fiscal 2025.

Option Exercises and Stock Vested in Fiscal 2025

	Stock Awards	
Name	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)(1)**
Jeffrey L. Powell	12,260	$ 4,611,722
Michael J. McKenney	3,792	$ 1,426,399
Stacy D. Krause	2,412	$ 907,298
Michael C. Colwell	1,669	$ 627,811
Fredrik H. Westerhout	1,705	$ 641,353

(1) Determined by multiplying the number of shares vesting by $376.16, the closing price of our common stock on March 7, 2025, the last trading day prior to the March 10, 2025 vesting date.

CEO Pay Ratio

The following is a reasonable estimate, prepared under applicable SEC rules, of the ratio of the annual total compensation of our CEO to the median of the annual total compensation of our other employees.

We began our analysis of CEO pay relative to median employee pay in 2025 by determining that we had approximately 3,900 employees as of a January 3, 2026 determination date. As is permitted under the SEC rules, we excluded approximately 400 persons who became our employees as a result of our acquisitions of Babbini S.p.A., GPS Engineering S.r.l., and Clyde Industries Holdings, Inc. during fiscal year 2025. We also excluded 11 non-U.S. employees (approximately 0.3% of our total workforce population) in the following countries: Australia (3 employees), Belgium (7 employees) and Japan (1 employee). Based on the remaining 3,489 employees, there has been no change in our employee population or compensation arrangements that we reasonably believe would result in a significant change to our pay ratio disclosure. Under SEC rules, we are permitted to use the same median employee identified in 2024 to calculate the pay ratio for 2025.

To determine our median employee, we chose "base pay" as our consistently applied compensation definition. We used a valid statistical sampling methodology to provide a reasonable estimate of the median base pay for the employee population considered (excluding our CEO). Then we identified employees who we expected were paid within a +/- 5% range of that value, for whom we selected our median employee and determined that person’s Summary Compensation Table annual total compensation.

Our median employee's Summary Compensation Table annual total compensation in fiscal 2025 was $59,810. As disclosed above, Mr. Powell’s total compensation as chief executive officer for 2025 was $5,519,261. Based upon this methodology, we estimate that the ratio of CEO pay to median employee pay is 92:1.

Given the different methodologies that various public companies will use to determine an estimate of their pay ratio, the estimated ratio reported above should not be used as a basis for comparison between our company and any other company.

Potential Payments Upon Termination or Change in Control

Employment Agreement with Mr. Westerhout. The Employment Agreement with Mr. Westerhout, who serves as our vice president and resides in The Netherlands, contains terms and conditions more typical of European executives. Mr. Westerhout also serves as a managing director of certain of our subsidiaries in Europe.

Mr. Westerhout's annual base salary in 2025 was $477,376, which includes an annual holiday bonus equal to 8% of his gross salary, and he is eligible to participate in our cash incentive plan and to receive stock awards as determined by our board of directors. Mr. Westerhout is entitled to 29 holiday days per calendar year and 6.5 days off per calendar year due to a difference between the executive's contractual work week and the standard work week. All amounts for Mr. Westerhout were calculated based on a conversion rate equal to the daily average of the Euro to U.S. Dollar in 2025, which was 1.13139.

The Employment Agreement may be terminated by us with observance of a notice period of four months and by Mr. Westerhout by observance of a notice period of two months. In the event of incapacity for work due to sickness, Mr. Westerhout is entitled to a maximum of 104 weeks of continued payment of salary. Under the Employment Agreement, Mr. Westerhout is entitled to participate in our industry-wide pension fund, including an additional gross pension allowance. Mr. Westerhout is entitled to receive severance payments if he is terminated without cause or resigns as a result of significant changes to his employment responsibilities, in each case, as set forth in the Employment Agreement. In the event Mr. Westerhout is entitled to severance payments, we are required to pay Mr. Westerhout 12 times his monthly salary, plus an amount equal to 150% of his monthly salary for each full year of service from May 2006 from the age of 40 to 50 and 200% of his monthly salary for each full year of service from the age of 50 onwards, subject to a maximum payment cap equal to 36 times his monthly salary. "Monthly salary" is comprised of the fixed monthly base salary, the holiday allowance and 1/12 of the average annual bonus on the basis of the cash incentive plan for the past three fiscal years. The company has also entered into a Current Retention Agreement, as defined below, with Mr. Westerhout and, under the terms of the Employment Agreement, in the event Mr. Westerhout is entitled to payment upon termination or change in control, he will receive payment on the basis of either the Current Retention Agreement or the Employment Agreement, whichever is greater.

The company reimburses Mr. Westerhout's home internet payments. Additionally, Mr. Westerhout received a monthly tax free reimbursement of $176 and the company paid excess disability insurance payments of $11,102 on behalf of Mr. Westerhout in 2025.

The Employment Agreement also contains standard intellectual property rights and confidentiality provisions as well as non-competition, non-solicitation and non-recruitment clauses during the term of the Employment Agreement and for 12 months thereafter.

Executive Retention Agreements. We have no employment agreements or severance agreements with our current named executive officers (other than as described for Mr. Westerhout) that provide benefits upon termination of employment, other than executive retention agreements that provide benefits upon termination following a change in control.

Prior Retention Agreements. Executive retention agreements have been in effect with Messrs. McKenney and Powell since 2001 and 2008, respectively (as amended, the Prior Retention Agreements) and provide severance pay and continuation of certain welfare benefits in the event of a change in control and a termination of the executive's employment under specified circumstances within 24 months following the change in control.

A "change in control" is defined in the Prior Retention Agreements as:

- the acquisition by any person of 20% or more of our outstanding common stock or voting securities;
- the failure of our incumbent directors to constitute a majority of our board of directors, with "incumbent directors" meaning directors who are members of our board of directors on the date of the agreement and members who are subsequently nominated or elected by a majority of the incumbent directors;
- the consummation of a merger, consolidation, reorganization, recapitalization or statutory share exchange, or the sale or other disposition of all or substantially all of our assets, unless immediately after such transaction (a) the holders of our common stock immediately prior to the transaction own more than 80% of the outstanding voting securities of the resulting or acquiring corporation in substantially the same proportions as their ownership immediately prior to such transaction and (b) no person after the transaction owns 20% or more of the outstanding voting securities of the resulting or acquiring corporation; or
- approval by our stockholders of a plan to completely liquidate or dissolve our company.

The Prior Retention Agreements provide for the immediate vesting of all of the named executive officer's unvested equity incentive awards upon a change in control.

In addition, the Prior Retention Agreements provide severance benefits in the event the named executive officer's employment is terminated during the 24-month period following the change in control (a "double-trigger" event). If there is a change in control and the named executive officer's employment terminates due to death, disability or voluntarily without "good reason," the named executive officer receives a lump sum payment equal to:

- his or her salary through the date of termination;
- any cash incentives earned but not yet paid for the most recently completed fiscal year; and
- a pro rata cash incentive for the year in which his or her employment terminates based on the higher of the individual's current target bonus or cash incentive for the most recently completed fiscal year (a "pro rata bonus").

In the event the named executive officer's employment is terminated, either voluntarily with "good reason" or involuntarily "without cause," during the 24-month period following a change in control, the Prior Retention Agreements

provide for severance payments and the continuation of certain welfare benefits. In such event, the named executive officer would receive:

- salary through the date of termination;
- any bonus earned but not yet paid for the most recently completed fiscal year;
- a pro rata bonus (calculated as above);
- a lump sum severance payment equal to two times the sum of the highest annual salary and bonus (or current year reference bonus if higher) within the five years prior to the year of termination;
- continuation of health, welfare and other fringe benefits applicable immediately prior to termination for a period of two years;
- additional age and length of service equal to two years in calculating the pension and supplemental retirement benefits payable to the named executive officers under our Retirement Plan and Restoration Plan; and
- a cash payment to be used toward outplacement services equal to $20,000.

The timing of payments under the Prior Retention Agreements is subject to applicable provisions of Section 409A of the Code. In addition, the Prior Retention Agreements require gross-up payments for any excise tax imposed on the named executive officer if payments under the agreements are deemed to be "excess parachute payments" under Section 280G of the Code (Section 280G).

Current Retention Agreements. In 2016, our board of directors adopted a new form of executive retention agreement for new agreements entered into from and after November 16, 2016 (Current Retention Agreement, and together with the Prior Retention Agreements, the Executive Retention Agreements). Ms. Krause entered into a Current Retention Agreement when she became our vice president, general counsel and secretary on July 1, 2018, Mr. Colwell entered into a Current Retention Agreement when he became our vice president on July 1, 2019 and Mr. Westerhout entered into a Current Retention Agreement when he became our vice president on May 16, 2022.

The Current Retention Agreement is substantially similar to the Prior Retention Agreement, subject to changes to the definitions of "cause" and "good reason" and the exceptions described below.

The "change in control" definition is the same as the Prior Retention Agreement, except that:

- The threshold for an acquisition in the definition of "change of control" has been increased to 40% or more of our outstanding common stock or voting securities (from 20%); and
- In the definition of "change of control", in the stated requirements for a consummation of a merger, consolidation, reorganization, recapitalization or statutory share exchange, or the sale or other disposition of all or substantially all of our assets, the ownership threshold of outstanding voting securities of a resulting or acquiring corporation for holders of our common stock immediately prior to a transaction in the definition of "change of control" has been decreased to 60% (from 80%).

Like the Prior Retention Agreement, the Current Retention Agreement also provides for immediate vesting of all of the named executive officer’s unvested equity incentive awards upon a change in control, provided that the named executive officer executes a release that becomes enforceable within 60 days from his or her date of termination.

In the event that the named executive officer’s employment is terminated, either voluntarily with "good reason" or involuntarily "without cause," during the 24-month period following a change in control, the Current Retention Agreements provide for severance payments and the continuation of certain welfare benefits. In such event, the named executive officer would receive:

- salary and unpaid accrued vacation pay through the date of termination;
- any bonus earned but not yet paid for the most recently completed fiscal year;
- a pro rata bonus (calculated as above);
- a lump sum severance payment equal to two times the sum of (x) the greater of the executive officer’s highest annual salary in effect in the 12-month period ending on the change of control date or termination date and (y) the greater of average annual bonus within the three years prior to the year of termination or the executive’s reference bonus (the higher of the reference bonus for the year of the change in control or the year of the termination date);
- COBRA premiums for coverage under our group health and dental insurance the named executive officer would have received if employment had not been terminated (less the named executive officer’s portion of the premiums) for a period of 18 months;
- matching contributions we would have made to the named executive officer’s 401(k) if he or she had contributed at the same rate and under the same matching formula for a period of two years;
- reimbursement for any unpaid business expenses submitted prior to the named executive officer's termination date; and

- a cash payment to be used toward outplacement services equal to $20,000.

The Current Retention Agreement does not provide for tax gross-ups for purposes of excess parachute payments under Section 280G. The Current Retention Agreement also provides that benefits will be cut back if the application of the parachute payment tax under Section 4999 of the Code on the full amount would leave the executive with a lower net amount than having the benefit cut back to the point the parachute payment tax does not apply.

If a "change in control" (as defined under the Executive Retention Agreements) had occurred on January 3, 2026 (the last day of our 2025 fiscal year), all of our named executive officers, other than Mr. Westerhout who would be entitled to receive payment under the Employment Agreement if such payment was larger, would have received the cash incentive payment reported in the Summary Compensation Table under the column headed "Non-Equity Incentive Plan Compensation." In the event of a termination for "cause," the named executive officer would only receive his or her salary through the date of termination and any previously earned but deferred bonus. If a termination for cause had occurred on January 3, 2026, no additional payments would have been received by our named executive officers.

The following table sets forth the estimated compensation that would have been payable to our named executive officers had a change in control event occurred as of January 3, 2026 and their employment were to have been terminated for good reason by the executive or without cause by us on that date.

Estimated Payments Upon a Change in Control and Termination of Employment for “Good Reason” or “Without Cause” as of January 3, 2026

Name	Lump Sum Severance Payment (1)	Value of Acceleration of Vesting of Equity Incentives (2)	Continuation of Benefits (3)	Outplacement Services
Jeffrey L. Powell	$ 6,041,800	$ 5,939,363	$ 70,782	$ 20,000
Michael J. McKenney	$ 2,446,200	$ 1,810,048	$ 87,817	$ 20,000
Stacy D. Krause	$ 1,784,867	$ 1,129,275	$ 87,634	$ 20,000
Michael C. Colwell	$ 1,928,133	$ 848,317	$ 87,788	$ 20,000
Fredrik H. Westerhout	$ 2,743,636	$ 845,739	$ —	$ —

(1) Represents the lump sum severance payment payable to the executive under his or her respective Executive Retention Agreement, other than for Mr. Westerhout, who is entitled to receive payment under the Employment Agreement if such payment would be larger than the payment he would receive under his Executive Retention Agreement. All amounts for Mr. Westerhout, who works and resides in The Netherlands, were calculated based on a conversion rate equal to the daily average of the Euro to U.S. Dollar in 2025, which was 1.13139.

(2) Represents equity incentives in the form of RSUs that would vest assuming a change in control event and employment termination on January 3, 2026, the last day of our 2025 fiscal year, and that are valued using $286.40 per share, the closing price of our common stock on January 2, 2026, the last trading day before the end of our 2025 fiscal year. These amounts do not include awards granted after January 3, 2026.

(3) Represents the estimated benefits which would continue to be provided for the period covered by the executive retention agreement, based on the 2025 amount reported for "All Other Compensation" in the Summary Compensation Table, other than for Mr. Westerhout. This amount includes (a) employer contributions under our 401(k) savings plan made on behalf of the named executive officer, and (b) employer payments to cover premiums for life insurance policies for the benefit of the named executive officer. In addition, this amount also includes the aggregate amount of premiums we currently pay on behalf of the named executive officer for health and welfare benefits, which would continue to be provided for the period covered by the executive retention agreement. We paid the following in premiums in 2025 for each named executive officer: Mr. Powell - $15,011; Mr. McKenney - $23,528; Ms. Krause - $23,528; Mr. Colwell - $23,528.

PAY VERSUS PERFORMANCE

The following tables and related disclosures provide information about (i) the "total compensation" of our principal executive officer (PEO) and our other named executive officers (Other NEOs) as presented in the Summary Compensation Table on page 26 (SCT Amounts) and from prior years, (ii) the "compensation actually paid" (CAP) to our PEO and our Other NEOs, as calculated pursuant to the SEC's pay-versus-performance rules (CAP Amounts), (iii) certain financial performance measures, and (iv) the relationship of the CAP Amounts to those financial performance measures.

This disclosure has been prepared in accordance with Item 402(v) of Regulation S-K under the Exchange Act and does not necessarily reflect value actually realized by the executives or how our Compensation Committee evaluates compensation decisions in light of company or individual performance. For discussion of how our Compensation Committee seeks to align pay with performance when making compensation decisions, please review "Compensation Discussion and Analysis" beginning on page 16.

Year	Summary Compensation Table Total for PEO (1)	Compensation Actually Paid to PEO (2)	Average Summary Compensation Table Total for Non-PEO Named Executive Officers (1)	Average Compensation Actually Paid to Non-PEO Named Executive Officers (2)	Value of Initial Fixed $100 Investment Based on:		Net Income	Company-Selected Measure (4)
					Total Shareholder Return	Peer Group Total Shareholder Return (3)		
2025	$5,519,261	$4,393,172	$1,580,101	$1,359,961	$207.33	$170.39	$103,681,000	$9.26
2024	$6,126,562	$7,985,878	$1,701,782	$2,048,942	$249.89	$152.76	$112,554,000	$10.28
2023	$6,031,798	$8,891,608	$1,630,226	$2,138,678	$202.20	$137.97	$116,806,000	$10.04
2022	$4,944,998	$3,320,545	$1,356,271	$1,103,554	$127.42	$108.69	$121,730,000	$9.24
2021	$5,934,170	$8,960,596	$1,725,405	$2,357,145	$164.41	$123.74	$84,881,000	$7.83

(1) Our PEO was Jeffrey L. Powell for all years in the table. Our Other NEOs were Michael J. McKenney, Stacy D. Krause, Michael C. Colwell and Fredrik H. Westerhout for 2025, 2024, 2023 and 2022 and Michael J. McKenney, Eric T. Langevin, Stacy D. Krause and Peter J. Flynn for 2021.

(2) The following table describes the adjustments, each of which is prescribed by SEC rule, to calculate the CAP Amounts from the SCT Amounts. The SCT Amounts and the CAP Amounts do not reflect the actual amount of compensation earned by or paid to our executives during the applicable years, but rather are amounts determined in accordance with Item 402 of Regulation S-K under the Exchange Act. The change in the fair values of time-based RSUs across measurement dates is attributable to the change in stock prices. The change in the fair values of the performance-based RSUs is the product of the number of performance-based RSUs earned based on performance versus goal and stock price at the requisite measurement dates.

(3) The peer group is the Dow Jones US Industrial Machinery TSM.

(4) Adjusted Diluted EPS, a non-GAAP financial measure, is calculated as GAAP diluted earnings per share adjusted to exclude amortization expense related to acquired profit in inventory and backlog, acquisition costs, restructuring and impairment costs, and other income or expense, as indicated. In other areas of this Proxy Statement, we refer to our new methodology of calculating adjusted diluted EPS announced on February 19, 2026, however, the Company-Selected Measure for 2025 was based on the prior methodology of calculating adjusted diluted EPS.

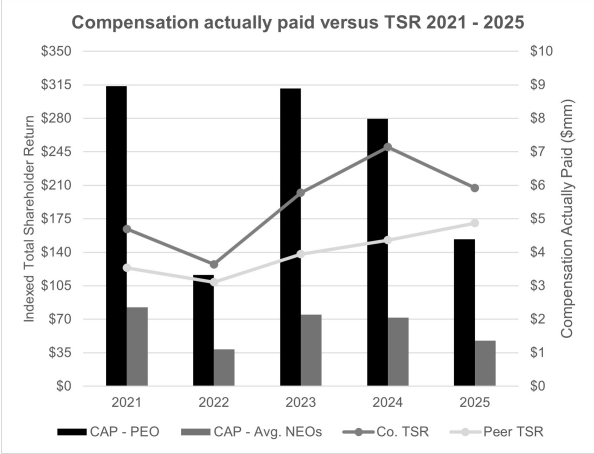
	SCT Amounts	Subtract amounts reported in the "Stock Awards" and "Option Awards" columns in the SCT for applicable FY	YE Value of Current Year Awards Outstanding as of YE	Change in Value as of YE for Prior Year Awards Outstanding as of YE	Change in Value as of Vesting Date for Prior Year Awards that Vested During the Year	Total Adjustments	CAP Amounts
CEO							
2025	$5,519,261	$(3,036,181)	$2,341,555	$(751,072)	$319,609	$(1,126,089)	$4,393,172
2024	$6,126,562	$(3,548,532)	$3,856,789	$879,929	$671,130	$1,859,316	$7,985,878
2023	$6,031,798	$(3,277,818)	$4,263,771	$1,310,977	$562,879	$2,859,809	$8,891,608
2022	$4,944,998	$(2,031,868)	$1,845,736	$(951,717)	$(486,604)	$(1,624,453)	$3,320,545
2021	$5,934,170	$(3,070,380)	$4,038,932	$1,584,393	$473,481	$3,026,426	$8,960,596
Average Other NEOs*							
2025	$1,580,101	$(596,518)	$459,819	$(145,833)	$62,392	$(220,140)	$1,359,961
2024	$1,701,782	$(704,469)	$765,552	$168,555	$117,523	$347,160	$2,048,942
2023	$1,630,226	$(615,439)	$800,223	$232,907	$90,762	$508,452	$2,138,678
2022	$1,356,271	$(412,289)	$374,463	$(141,671)	$(73,220)	$(252,718)	$1,103,554
2021	$1,725,405	$(746,662)	$903,078	$355,520	$119,804	$631,740	$2,357,145

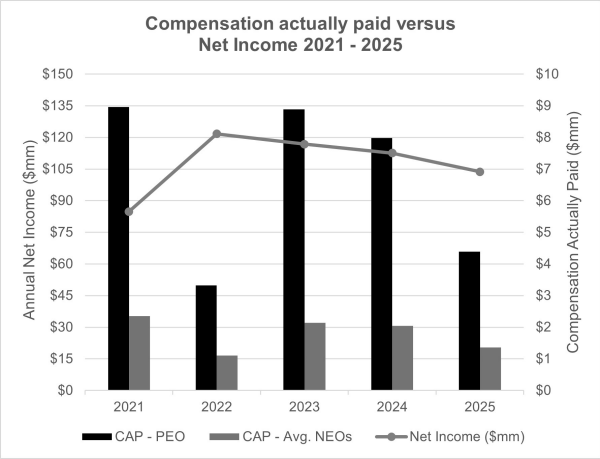
* Amounts presented are averages for the entire group of Other NEOs in each respective year.

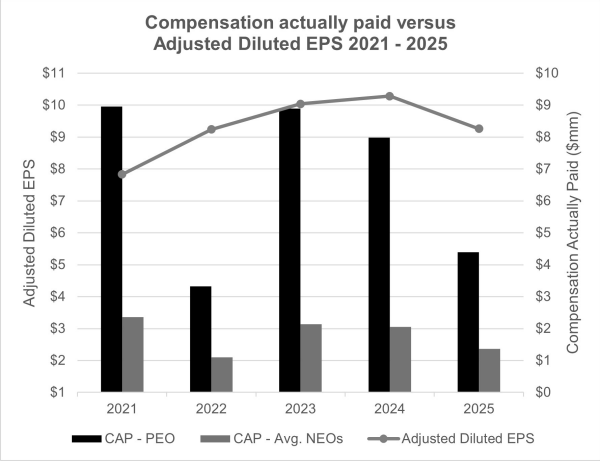
The following table lists the three financial performance measures that, in our assessment, represent the most important performance measures we use to link the CAP Amounts for our named executive officers for 2025 (our most recently completed fiscal year), to company performance. Of these measures, we have identified Adjusted Diluted EPS (Company Selected Measure) as the most important of our financial performance measures (that is not already required to be disclosed in the pay versus performance table above) used to link CAP Amounts for our executives for 2025 to company performance.

Adjusted Diluted EPS
Adjusted Average Return on Shareholders' Equity
Adjusted EBITDA

The following charts show graphically the relationships over the past three years of the CAP Amounts for our PEO and Other NEOs as compared to our cumulative total shareholder return (TSR), Peer Group TSR, Net Income and Adjusted Diluted EPS, as well as the relationship between TSR and Peer Group TSR:







Our CAP has largely followed the trend of our TSR and Adjusted Diluted EPS over the past five years. Net Income is not directly used by our compensation committee in determining our executive compensation, however Net Income is the most directly comparable GAAP financial measure used in our calculation of Non-GAAP Adjusted EBITDA. Net Income decreased 4% in 2023 from 2022 due to a $15.1 million after tax gain on the sale of one of our manufacturing facilities in China in 2022 (China Transaction). The gain on sale from the China Transaction was excluded from Adjusted EBITDA and, therefore, was not considered by our compensation committee when determining performance-based compensation for our executives in 2023. In 2024, the relationship between Net Income and CAP stabilized and aligned, with both declining slightly. In 2025, the correlation between Net Income and CAP remained strong. We are pleased with the strong correlation between compensation paid to our executives and our stock price for each of the fiscal years shown. For each of the fiscal years shown, we believe the CAP Amounts for our PEOs and Other NEOs were consistent with the changes in our TSR, peer group TSR and the Company Selected Measures, reflecting the pay-for-performance approach applied by our compensation committee.

DIRECTOR COMPENSATION

The compensation of our directors who are not employees is reviewed annually by our compensation committee based on recommendations of our compensation committee consultant. Our compensation committee's philosophy has been generally to target cash compensation of non-employee directors at approximately the 25th percentile of the comparative data from the peer group of companies we benchmark against for executive compensation purposes and to target annual equity compensation at approximately the 75th percentile of our peer group. At our 2017 annual meeting, in connection with an amendment of our 2006 equity incentive plan, our stockholders approved a cap on total annual non-employee director compensation of $750,000 (based on the grant date fair value of equity awards for financial reporting purposes and cash payable to any non-employee director in any fiscal year).

Our directors who are not employees were paid the following cash compensation for serving on our board of directors in 2025:

- An annual retainer of $70,000.
- An additional annual retainer for the non-employee chairman of the board of $85,000.
- An additional annual retainer for chairs of the following committees: audit committee - $15,000; compensation committee - $12,500; nominating and corporate governance committee - $10,000; risk oversight and sustainability committee - $10,000.
- Reimbursement of out-of-pocket expenses incurred in attending or participating in meetings of our board of directors or its committees.

Our compensation committee determined the appropriate size of the annual retainer for the non-employee chairman of the board to be $85,000 by referring to the benchmarking study prepared by its compensation consultant, Willis Towers Watson, in 2025. We do not provide any meeting fees to our directors for their board service. All retainers are paid in equal monthly installments. We do not pay any director compensation to our directors who are also employees, such as Mr. Powell, who is our president and chief executive officer. In the first quarter of 2026, our compensation committee conducted its review and approved increases to the annual retainers for the non-employee chair of the audit committee from $15,000 to $20,000 and compensation committee from $12,500 to $15,000.

Our compensation committee has approved a compensation framework for determining the annual equity component of non-employee director compensation. Under this framework, we continue to target director cash compensation at approximately our peer group's 25th percentile and director equity compensation at approximately our peer group's 75th percentile. However, with respect to equity compensation, our compensation committee considers adjusting the value of the award based on the 75th percentile by considering our performance, including our financial performance and TSR, in the last fiscal year and over the last several fiscal years. Our compensation committee believes that this framework ensures that our director compensation program is never significantly out of line with market practice but will allow our performance to be factored into the calculation.

In the first quarter of 2025, our compensation committee conducted its review and recommended that the annual equity awards to our non-employee directors remain the same at such number of RSUs determined by dividing $170,000 by the grant date fair value per share of our common stock based on the closing price on the day of grant, which would be the date of our 2025 annual meeting, calculated in accordance with ASC Topic 718, subject to stockholder approval. Our compensation committee determined the appropriate size of the annual equity award for non-employee directors to recommend by referring to the benchmarking study prepared by its compensation consultant, Willis Towers Watson, in 2024; measuring the compensation of our directors against our compensation peer group, and the GICS 20/Russell 3000 (excluding the S&P 500) index used by ISS to review director compensation; and by considering other factors, including our operational and financial performance, our one- and three-year TSR, and the value of a potential award. In 2024, the company's financial performance was above the median for its peer compensation group. Our one-year TSR was 25% and our three-year TSR was 15%. The RSU awards were approved by the stockholders at our 2025 annual meeting, with approximately 96% of shares voted to approve the awards. These RSUs vested as follows: 50% on June 1, 2025 and 25% at the end of each of the third and fourth fiscal quarters of 2025.

In the first quarter of 2026, our compensation committee conducted its review and recommended to our board of directors that the annual equity awards to our non-employee directors remain the same at such number of RSUs determined by dividing $170,000 by the grant date fair value per share of our common stock based on the closing price on the day of grant, calculated in accordance with ASC Topic 718. Our compensation committee determined the appropriate size of the annual equity award for non-employee directors to recommend for approval by our board of director by referring to the benchmarking study prepared by its compensation consultant, Willis Towers Watson, in 2025; measuring the compensation of our directors against our compensation peer group, and the GICS 20/Russell 3000 (excluding the S&P 500) index used by ISS to review director compensation; and by considering other factors, including our operational and financial performance, our one- and three-year TSR, and the value of a potential award. In 2025, the company's financial performance was below the median for its peer compensation group. Our one-year TSR was -18% and our three-year TSR was 17%. Our board of directors granted these awards in March 2026. The RSUs will vest as follows: 25% at the end of each of the first, second, third and fourth fiscal quarters of 2026. We have determined not to seek stockholder approval of these awards this year and in future years. Such stockholder approval was never required.

All awards to directors are made under our stockholder-approved equity incentive plan. The vesting of all awards accelerates in the event of a change in control of our company. Any awards, to the extent not previously vested, are forfeited if the individual is no longer a member of the board of directors on the vesting dates.

Under our stock ownership guidelines, our non-employee directors are required to hold shares of our stock equivalent in value to five times their annual cash retainer. For purposes of calculating stock ownership, we include shares beneficially held by each director and unvested RSUs. Compliance with the guidelines is measured annually following the close of the fiscal year, and each director has five years from the later of the adoption of our stock ownership guidelines or their appointment as a director to attain compliance. As of March 1, 2026, all of our directors were in compliance with our stock ownership guidelines. Our stock ownership guidelines for executive officers are described in "Compensation Discussion and Analysis—Stock Ownership Guidelines."

Director Compensation for Fiscal 2025

The following table provides compensation information for our non-employee directors in fiscal 2025. Our directors do not receive any non-equity incentive plan compensation, hold deferred compensation cash balances, receive pension benefits or perquisites or other personal benefits for service on our board of directors. Mr. Powell is our president and chief executive officer and does not receive any compensation for his service as a director. See "Executive Compensation—2025 Summary Compensation Table" for information about the compensation we paid Mr. Powell in 2025.

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Total ($)
John M. Albertine	$ 82,500	$ 169,973	$ 252,473
Thomas C. Leonard	$ 85,000	$ 169,973	$ 254,973
Rebecca Martinez O'Mara	$ 80,000	$ 169,973	$ 249,973
Jonathan W. Painter	$ 155,000	$ 169,973	$ 324,973
Erin L. Russell	$ 80,000	$ 169,973	$ 249,973

(1) The amounts reported in this column are for annual board and chair retainers earned in 2025.

(2) Represents the grant date fair value of the 527 RSUs granted to each of our non-employee directors in 2025, which was $322.53 per share, computed in accordance with ASC Topic 718.

AUDIT COMMITTEE REPORT

The role of the audit committee is to assist the board of directors in its oversight of our company's financial reporting process, as stated in the charter of the committee, which is available on our website at www.kadant.com. The audit committee provided the following report.

Management is responsible for the preparation, presentation and integrity of our company's financial statements, its accounting and financial reporting principles, and its internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. Our company's independent registered public accounting firm is responsible for auditing our company's financial statements and expressing an opinion as to their conformity with generally accepted accounting principles. The audit committee is responsible for providing independent, objective oversight of these functions.

In the performance of our oversight function, we have reviewed and discussed the audited financial statements of our company for the fiscal year ended January 3, 2026, with management and our independent registered public accounting firm, KPMG LLP. We also discussed with KPMG LLP the reasonableness of significant judgments and the clarity of disclosures in the financial statements, the quality, not just the acceptability, of our company's accounting principles and such other matters as are required to be discussed with the committee under generally accepted auditing standards, including the matters required to be discussed pursuant to the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC. We have received from KPMG LLP the correspondence and other written disclosures required by applicable requirements of the PCAOB standards regarding the independent registered public accounting firms' communication with the audit committee concerning independence, and have discussed with KPMG LLP their independence from our company. We have also considered whether the provision of other non-audit services by KPMG LLP is compatible with maintaining their independence.

Based on our review of the materials and discussions with management and the independent registered public accounting firm described in this report, we recommended to the board of directors that the audited financial statements be included in our company's annual report on Form 10-K for the year ended January 3, 2026 for filing with the SEC.

By the audit committee of the board of directors,

Thomas C. Leonard (chairman)
John M. Albertine
Erin L. Russell

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Audit Fees

The following table summarizes the aggregate fees (including out-of-pocket expenses) billed for professional services rendered by KPMG LLP (KPMG) for fiscal 2025 and 2024. All such services were approved by our audit committee in accordance with its pre-approval policy and procedures as described below in the section captioned "Pre-approval Policy and Procedures."

Fee Category	Fiscal 2025	Fiscal 2024
Audit Fees (1)	$ 4,910,253	$ 5,098,932
Audit-Related Fees (2)	—	—
Tax Fees (3)	—	13,000
All Other Fees (4)	1,780	1,780
Total Fees	$ 4,912,033	$ 5,113,712

(1) Audit fees consist of fees for professional services rendered by KPMG for the audit of our annual consolidated financial statements and of our internal control over financial reporting, the review of interim consolidated financial statements included in our quarterly reports on Form 10-Q, and other professional services provided by KPMG in connection with statutory and regulatory filings or engagements.

(2) Audit-related fees consist of fees for assurance and related services rendered by KPMG that are reasonably related to the performance of the audit or the review of our financial statements and are not reported under "Audit Fees."

(3) Tax fees consist of fees for professional services rendered by KPMG for tax compliance, tax advice and tax planning services. Tax compliance services relate to the preparation of original and amended tax returns, claims for refunds, and tax payment-planning services. Tax advice and tax planning services relate primarily to assistance with tax audits and appeals, due diligence, and domestic and international tax planning. Tax Fees in 2024 consisted of fees for foreign tax compliance services.

(4) All other fees consist of fees related to an annual subscription for KPMG's accounting research software.

Pre-Approval Policy and Procedures

The audit committee of our board of directors has adopted a policy requiring that all audit and non-audit services to be performed by our company's independent registered public accounting firm be approved in advance by the committee. Generally, the services must be approved in advance by the audit committee at a meeting, at which the services to be provided are described, any non-audit services to be performed are confirmed to be permissible non-audit services, and a maximum amount for the services are provided. The monetary limit may not be exceeded without obtaining further pre-approval under this policy.

The audit committee may pre-approve specified types of services that are expected to be provided to our company by our independent registered public accounting firm during the next 12 months. A condition to such pre-approval is that the service be described in sufficient detail and be subject to a maximum dollar amount. An example of such services would be the quarterly review of our interim financial statements.

The audit committee has delegated to the chair of the committee the authority to pre-approve any audit or permitted non-audit services to be provided by the independent registered public accounting firm, provided that the service is described in sufficient detail and is subject to a maximum dollar amount. The approval of such services must be reported to the entire committee at its next regular meeting.

OTHER ACTION

We are not aware at this time of any other matters that will be presented for action at the 2026 annual meeting of stockholders. Should any such matters be presented, the proxies grant power to the proxy holders to vote shares represented by the proxies in the discretion of the proxy holders.

STOCKHOLDER PROPOSALS

Stockholder proposals intended to be included in the proxy statement and form of proxy relating to our 2027 annual meeting of stockholders and to be presented at that meeting must be received by us for inclusion in the proxy statement and form of proxy no later than December 2, 2026. In addition, our By-Laws contain an advance notice provision that requires stockholders who desire to bring proposals before an annual meeting (which proposals are not to be included in our proxy statement and are submitted outside the processes of Rule 14a-8 of the Exchange Act) or to nominate a director candidate for consideration to comply with the advance notice provision. The advance notice provision requires that stockholders give timely written notice of their proposal to our corporate secretary. To be timely, notices must be delivered to our corporate secretary at our principal executive office not less than 60 nor more than 90 days before the first anniversary of the prior year's annual meeting of stockholders. Accordingly, a stockholder who intends to present a proposal at the 2027 annual meeting of stockholders must provide written notice of the proposal to our corporate secretary after February 19, 2027 and before March 21, 2027. Proposals received at any other time will not be voted on at the meeting. Stockholders who wish to nominate director candidates for the stockholders to consider must include in the notice the additional information specified in our By-Laws including, among other things, the candidate's name, biographical data and qualifications. If a stockholder makes a timely notification, the proxies that we solicit for the meeting may still exercise discretionary voting authority on the proposal, consistent with the proxy rules of the SEC.

In addition to satisfying the advance notice provisions in our By-Laws relating to nominations of director candidates, including the earlier notice deadlines set out above, to comply with the SEC's universal proxy rule, shareholders who intend to solicit proxies in support of director nominees other than the company's nominees in compliance with Rule 14a-19 under the Exchange Act must also provide notice that sets forth the information required by Rule 14a-19 no later than March 21, 2027. If the date of the 2027 annual meeting changes by more than 30 calendar days from the date of the 2026 annual meeting, such notice must instead be provided by the later of 60 calendar days prior to the date of the annual meeting or the 10th calendar day following public announcement by the company of the date of the 2027 annual meeting.

SOLICITATION STATEMENT

The cost of this solicitation of proxies will be borne by us. Solicitation will be made primarily by mail, but our regular employees may solicit proxies personally or by telephone, electronic or facsimile transmission. Brokers, nominees, custodians and fiduciaries are requested to forward solicitation materials to obtain voting instructions from beneficial owners of shares registered in their names, and we will reimburse such parties for their reasonable charges and expenses.

Westford, Massachusetts

April 1, 2026

ANNEX A

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

	Fiscal Year Ended			
	January 3, 2026		December 28, 2024	
Adjusted Net Income and Adjusted Diluted EPS Reconciliation	($ in millions)	Diluted EPS	($ in millions)	Diluted EPS
Net Income and Diluted EPS Attributable to Kadant, as Reported	$ 102.0	$ 8.65	$ 111.6	$ 9.48
Adjustments, Net of Tax:				
Acquired Intangible Asset Amortization	20.6	1.75	19.4	1.65
Acquired Profit in Inventory and Backlog Amortization	1.8	0.15	6.4	0.54
Acquisition Costs	4.5	0.38	2.3	0.20
Other Costs	1.0	0.08	0.7	0.06
Adjusted Net Income and Adjusted Diluted EPS (a,b) *(non-GAAP measures)*	$ 129.9	$ 11.01	$ 140.4	$ 11.92

	Fiscal Year Ended	
Adjusted EBITDA Reconciliation (in millions)	January 3, 2026	December 28, 2024
Net Income Attributable to Kadant	$ 102.0	$ 111.6
Net Income Attributable to Noncontrolling Interests	1.7	1.0
Provision for Income Taxes	39.9	40.5
Interest Expense, Net	13.6	18.1
Other Expense, Net	0.1	0.1
Operating Income	157.3	171.3
Acquired Intangible Asset Amortization	27.4	25.8
Acquired Profit in Inventory and Backlog Amortization	2.4	8.4
Acquisition Costs	4.4	2.9
Indemnification Asset Reversals	0.6	0.1
Other Costs	1.3	0.7
Adjusted Operating Income (b) *(non-GAAP measure)*	193.4	209.2
Depreciation Expense	22.9	20.5
Adjusted EBITDA *(non-GAAP measure)*	$ 216.3	$ 229.7
Adjusted EBITDA Margin (c) *(non-GAAP measure)*	20.6%	21.8%

	Fiscal Year Ended	
Free Cash Flow Reconciliation (in millions)	January 3, 2026	December 28, 2024
Operating Cash Flow	$ 171.3	$ 155.3
Capital Expenditures	(17.0)	(21.0)
Free Cash Flow *(non-GAAP measure)*	$ 154.3	$ 134.3

(a) Adjusted diluted EPS was calculated using the weighted average diluted shares as reported in each of the fiscal years presented.

(b) Adjusted net income, adjusted diluted EPS and adjusted operating income reflect our new methodology announced on February 19, 2026 to add back intangible asset amortization expense to the calculation of these non-GAAP financial measures in each of the fiscal years presented.

(c) Calculated as adjusted EBITDA divided by revenue in each period presented.

Adjusted operating income, adjusted net income, adjusted diluted earnings per share (adjusted diluted EPS), adjusted earnings before interest, taxes, depreciation, and amortization (adjusted EBITDA), adjusted EBITDA margin, and free cash flow are non-GAAP financial measures. Our non-GAAP financial measures exclude amortization expense related to acquired intangible assets, profit in inventory, and backlog (collectively, purchase accounting expenses); acquisition costs; restructuring and impairment costs, and other income or expense as indicated. We exclude acquisition-related purchase accounting expenses to provide a more meaningful and consistent comparison of our operating results over time and with peer companies. While we have a history of acquisition activity, such transactions do not occur on a predictable cycle, and the size and nature of these transactions will vary. We believe it is important for investors to understand that these intangible assets were recorded as part of purchase accounting and that they contribute to revenue generation. We also exclude other items as they are not indicative of our core operating results and are not comparable to other periods, which have differing levels of incremental costs, expenditures or income,

or none at all. Additionally, we use free cash flow in order to provide insight on our ability to generate cash for acquisitions and debt repayments, as well as for other investing and financing activities.

We believe that these non-GAAP financial measures, when taken together with the corresponding GAAP financial measures, provide meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our core business, operating results, or future outlook. We believe that the inclusion of such measures helps investors to gain an understanding of our underlying operations and future prospects, consistent with how management measures and forecasts our performance, especially when comparing such results to previous periods or forecasts and to the performance of our competitors. Such measures are also used by us in our financial and operating decision-making and for compensation purposes. We also believe this information is responsive to investors' requests and gives them additional measures of our performance.

Non-GAAP financial measures are not meant to be considered superior to or a substitute for the results of operations or cash flows prepared in accordance with GAAP. In addition, the non-GAAP financial measures have limitations associated with their use as compared to the most directly comparable GAAP measures, in that they may be different from, and therefore not comparable to, similar measures used by other companies.

ANNUAL MEETING OF STOCKHOLDERS OF

KADANT INC.

May 20, 2026

PROXY VOTING INSTRUCTIONS

INTERNET - Access "**www.voteproxy.com**" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-201-299-4446** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

VIRTUALLY AT THE MEETING - The Company will be hosting the meeting live via the Internet this year. To attend the virtual meeting, please visit edge.media-server.com/mmc/go/kai2026agm and be sure to have your control number available.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via https://equiniti.com/us/ast-access to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, Proxy Statement, proxy card and 2025 Annual Report are available at www.astproxyportal.com/ast/11818/

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE NOMINEES LISTED AND "FOR" PROPOSALS 2 AND 3. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN WITH RESPECT TO A PARTICULAR PROPOSAL, THIS PROXY WILL BE VOTED FOR THE NOMINEES LISTED AND FOR PROPOSALS 2 AND 3. IF OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE PERSONS NAMED IN THE PROXY WILL VOTE IN THEIR DISCRETION.

Copies of the Notice of Meeting and of the Proxy Statement have been received by the undersigned.

PLEASE DATE, SIGN AND PROMPTLY RETURN THIS PROXY IN THE ENCLOSED ENVELOPE.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

1. Election of two directors to the class to be elected for a three-year term expiring in 2029.

Nominee:	FOR	AGAINST	ABSTAIN
John M. Albertine	☐	☐	☐
Thomas C. Leonard	☐	☐	☐

2. To approve, by non-binding advisory vote, our executive compensation.	☐	☐	☐
3. To ratify the selection of KPMG LLP as our company's independent registered public accounting firm for 2026.	☐	☐	☐

In their discretion on such other matters as may properly come before the Meeting or any adjournment thereof.

Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

KADANT INC.

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 20, 2026

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Jeffrey L. Powell, Michael J. McKenney and Stacy D. Krause, or any one of them in the absence of the others, as attorneys and proxies of the undersigned, with full power of substitution, for and in the name of the undersigned, to represent the undersigned at the Annual Meeting of the Stockholders of Kadant Inc., a Delaware corporation (the "Company"), to be held on Wednesday, May 20, 2026 at 2:30 p.m. in person at the corporate office of Kadant Inc. at One Technology Park Drive, Westford, Massachusetts 01886 and online at edge.media-server.com/mmc/go/kai2026agm, and at any adjournment or postponement thereof, and to vote all shares of common stock of the Company standing in the name of the undersigned on March 23, 2026, with all of the powers the undersigned would possess if personally present at such meeting:

(Continued and to be signed on the reverse side)