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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2024

OR

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

For the transition period from __________ to __________

Commission File Number: 000-22462

GIBRALTAR INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	**16-1445150**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
3556 Lake Shore Road P.O. Box 2028 Buffalo New York	**14219-0228**
(Address of principal executive offices)	(Zip Code)

(716) 826-6500
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.01 par value per share	ROCK	NASDAQ Stock Market

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

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

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

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

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

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

As of April 29, 2024, the number of shares of common stock outstanding was: 30,469,729.

GIBRALTAR INDUSTRIES, INC.

INDEX

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

GIBRALTAR INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)
(unaudited)

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Net sales	$ 292,506	$ 293,267
Cost of sales	208,118	216,338
Gross profit	84,388	76,929
Selling, general, and administrative expense	52,652	47,559
Income from operations	31,736	29,370
Interest (income) expense	(750)	1,491
Other income	(1,021)	(397)
Income before taxes	33,507	28,276
Provision for income taxes	8,561	7,177
Net income	$ 24,946	$ 21,099
Net earnings per share:		
Basic	$ 0.82	$ 0.68
Diluted	$ 0.81	$ 0.68
Weighted average shares outstanding:		
Basic	30,572	30,897
Diluted	30,793	31,024

See accompanying notes to consolidated financial statements.

GIBRALTAR INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Three Months Ended March 31,	
	2024	**2023**
Net income	$ 24,946	$ 21,099
Other comprehensive loss:		
Foreign currency translation adjustment	(964)	(107)
Total comprehensive income	$ 23,982	$ 20,992

See accompanying notes to consolidated financial statements.

GIBRALTAR INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)

	March 31, 2024	December 31, 2023
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 146,665	$ 99,426
Accounts receivable, net of allowance of $5,578 and $5,572, respectively	230,971	224,550
Inventories, net	137,878	120,503
Prepaid expenses and other current assets	15,205	17,772
Total current assets	530,719	462,251
Property, plant, and equipment, net	108,028	107,603
Operating lease assets	42,592	44,918
Goodwill	511,797	513,383
Acquired intangibles	124,257	125,980
Other assets	2,464	2,316
	$ 1,319,857	$ 1,256,451
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 127,533	$ 92,124
Accrued expenses	82,805	88,719
Billings in excess of cost	53,261	44,735
Total current liabilities	263,599	225,578
Deferred income taxes	57,106	57,103
Non-current operating lease liabilities	33,793	35,989
Other non-current liabilities	25,174	22,783
Stockholders' equity:		
Preferred stock, $0.01 par value; authorized 10,000 shares; none outstanding	—	—
Common stock, $0.01 par value; authorized 100,000 shares; 34,266 and 34,219 shares issued and outstanding in 2024 and 2023	343	342
Additional paid-in capital	335,259	332,621
Retained earnings	763,457	738,511
Accumulated other comprehensive loss	(3,078)	(2,114)
Cost of 3,797 and 3,778 common shares held in treasury in 2024 and 2023	(155,796)	(154,362)
Total stockholders' equity	940,185	914,998
	$ 1,319,857	$ 1,256,451

See accompanying notes to consolidated financial statements.

GIBRALTAR INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Cash Flows from Operating Activities		
Net income	$ 24,946	$ 21,099
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,663	6,834
Stock compensation expense	2,639	1,594
Exit activity recoveries, non-cash	(72)	(63)
Provision for (benefit of) deferred income taxes	—	(51)
Other, net	1,691	1,023
Changes in operating assets and liabilities net of effects from acquisitions:		
Accounts receivable	(6,950)	(18,004)
Inventories	(17,231)	(1,586)
Other current assets and other assets	453	2,536
Accounts payable	35,455	23,077
Accrued expenses and other non-current liabilities	5,587	1,586
Net cash provided by operating activities	53,181	38,045
Cash Flows from Investing Activities		
Purchases of property, plant, and equipment, net	(4,366)	(2,190)
Acquisitions, net of cash acquired	—	554
Net cash used in investing activities	(4,366)	(1,636)
Cash Flows from Financing Activities		
Long-term debt payments	—	(50,000)
Proceeds from long-term debt	—	11,000
Purchase of common stock at market prices	(1,434)	(7,509)
Net cash used in financing activities	(1,434)	(46,509)
Effect of exchange rate changes on cash	(142)	(11)
Net increase (decrease) in cash and cash equivalents	47,239	(10,111)
Cash and cash equivalents at beginning of year	99,426	17,608
Cash and cash equivalents at end of period	$ 146,665	$ 7,497

See accompanying notes to consolidated financial statements.

GIBRALTAR INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(unaudited)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance at December 31, 2023	**34,219**	**$ 342**	**$ 332,621**	**$ 738,511**	**$ (2,114)**	**3,778**	**$ (154,362)**	**$ 914,998**
Net income	—	—	—	24,946	—	—	—	24,946
Foreign currency translation adjustment	—	—	—	—	(964)	—	—	(964)
Stock compensation expense	—	—	2,639	—	—	—	—	2,639
Net settlement of restricted stock units	47	1	(1)	—	—	19	(1,434)	(1,434)
Balance at March 31, 2024	**34,266**	**$ 343**	**$ 335,259**	**$ 763,457**	**$ (3,078)**	**3,797**	**$ (155,796)**	**$ 940,185**

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance at December 31, 2022	**34,060**	**$ 340**	**$ 322,873**	**$ 627,978**	**$ (3,432)**	**3,199**	**$ (125,660)**	**$ 822,099**
Net income	—	—	—	21,099	—	—	—	21,099
Foreign currency translation adjustment	—	—	—	—	(107)	—	—	(107)
Stock compensation expense	—	—	1,594	—	—	—	—	1,594
Net settlement of restricted stock units	88	1	(1)	—	—	36	(1,929)	(1,929)
Common stock repurchased under stock repurchase program	—	—	—	—	—	154	(7,369)	(7,369)
Balance at March 31, 2023	**34,148**	**$ 341**	**$ 324,466**	**$ 649,077**	**$ (3,539)**	**3,389**	**$ (134,958)**	**$ 835,387**

See accompanying notes to consolidated financial statements.

GIBRALTAR INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Gibraltar Industries, Inc. (the "Company") have been prepared by management in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for the fair presentation of results for the interim period have been included. The Company's operations are seasonal; for this and other reasons financial results for any interim period are not necessarily indicative of the results expected for any subsequent interim period or for the full year. The accompanying unaudited consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2023.

The consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

Recent Accounting Pronouncements

The Company evaluated all recent Accounting Standard Updates, including those that are currently effective in or after 2024, and determined that the adoption of these pronouncements would not have a material effect on the financial position, results of operations or cash flows of the Company. There have been no material changes from the recent accounting pronouncements previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

(2) ACCOUNTS RECEIVABLE, NET

Accounts receivable consisted of the following (in thousands):

	March 31, 2024	December 31, 2023
Trade accounts receivable	$ 194,343	$ 178,087
Costs in excess of billings	42,206	52,035
Total accounts receivable	236,549	230,122
Less allowance for doubtful accounts and contract assets	(5,578)	(5,572)
Accounts receivable, net	$ 230,971	$ 224,550

Refer to Note 3 "Revenue" concerning the Company's costs in excess of billings.

The following table provides a roll-forward of the allowance for credit losses, for the three month period ended March 31, 2024, that is deducted from the amortized cost basis of accounts receivable to present the net amount expected to be collected (in thousands):

Beginning balance as of January 1, 2024	$ 5,572
Bad debt expense, net of recoveries	20
Accounts written off against allowance and other adjustments	(14)
Ending balance as of March 31, 2024	$ 5,578

(3) REVENUE

Sales includes revenue from contracts with customers for designing, engineering, manufacturing and installation of solar racking systems; electrical balance of systems; roof and foundation ventilation products; centralized mail systems and electronic package solutions; rain dispersion products; trims and flashings and other accessories; retractable awnings; gutter guards; designing, engineering, manufacturing and installation of greenhouses; structural bearings; expansion joints; pavement sealant; elastomeric concrete; and bridge cable protection systems.

Refer to Note 13 "Segment Information" for additional information related to revenue recognized by timing of transfer of control by reportable segment.

As of March 31, 2024, the Company's remaining performance obligations are part of contracts that have an original expected duration of one year or less.

Contract assets consist of costs in excess of billings presented within accounts receivable in the Company's consolidated balance sheets. Contract liabilities consist of billings in excess of cost, classified as current liabilities, and unearned revenue, presented within accrued expenses, in the Company's consolidated balance sheets. Unearned revenue as of March 31, 2024 and December 31, 2023 was $7.7 million and $3.9 million, respectively. Revenue recognized during the three months ended March 31, 2024 and 2023 that was in contract liabilities at the beginning of the respective periods was $27.7 million and $18.7 million, respectively.

(4) INVENTORIES, NET

Inventories consisted of the following (in thousands):

	March 31, 2024	December 31, 2023
Raw material	$ 84,524	$ 77,489
Work-in-process	12,400	9,508
Finished goods	47,811	42,942
Gross inventory	144,735	129,939
Less reserves	(6,857)	(9,436)
Total inventories, net	$ 137,878	$ 120,503

(5) ACQUISITION

On July 5, 2023, the Company acquired the assets of a privately held Utah-based company that manufactures and distributes roof flashing and accessory products, and sells direct to roofing wholesalers. The results of this company have been included in the Company's consolidated financial results since the date of acquisition within the Company's Residential segment. The purchase consideration for this acquisition was $10.4 million, which includes a working capital adjustment and certain other adjustments provided for in the asset purchase agreement.

The purchase price for the acquisition was allocated to the assets acquired and liabilities assumed based upon their respective fair values estimated as of the date of acquisition. The Company has completed the process to confirm the existence, condition, and completeness of the assets acquired and liabilities assumed to establish fair value of such assets and liabilities and to determine the amount of goodwill to be recognized as of the date of acquisition. The excess consideration was recorded as goodwill and approximated $3.0 million, all of which is deductible for tax purposes. Goodwill represents future economic benefits arising from other assets acquired that could not be individually identified including workforce additions, growth opportunities, and increased presence in the domestic building products markets.

The allocation of the purchase consideration to the estimated fair value of the assets acquired and liabilities assumed is as follows as of the date of the acquisition (in thousands):

Working capital	$ 827
Property, plant and equipment	195
Acquired intangible assets	6,310
Other assets	134
Other liabilities	(72)
Goodwill	3,023
Fair value of purchase consideration	$ 10,417

The intangible assets acquired in this acquisition consisted of the following (in thousands):

	Fair Value	Weighted-Average Amortization Period
Trademarks	$ 250	3 years
Customer relationships	6,060	12 years
Total	$ 6,310	

In determining the allocation of the purchase price to the assets acquired and liabilities assumed, the Company uses all available information to make fair value determinations using Level 3 unobservable inputs in which little or no market data exists, and therefore, engages independent valuation specialists to assist in the fair value determination of the acquired long-lived assets.

The acquisition of the privately held Utah-based company was financed primarily through borrowings under the Company's revolving credit facility.

(6) GOODWILL AND RELATED INTANGIBLE ASSETS

Goodwill

The changes in the carrying amount of goodwill for the three months ended March 31, 2024 are as follows (in thousands):

	Renewables	Residential	Agtech	Infrastructure	Total
Balance at December 31, 2023	$ 184,230	$ 213,576	$ 83,899	$ 31,678	$ 513,383
Adjustments to prior year acquisitions	—	(1,110)	—	—	(1,110)
Foreign currency translation	—	—	(476)	—	(476)
Balance at March 31, 2024	$ 184,230	$ 212,466	$ 83,423	$ 31,678	$ 511,797

Goodwill is recognized net of accumulated impairment losses of $133.2 million as of March 31, 2024 and December 31, 2023, respectively.

The Company is required to regularly assess whether a triggering event has occurred which would require interim impairment testing. The Company determined that no triggering event had occurred as of March 31, 2024 which would require an interim impairment test to be performed.

Acquired Intangible Assets

Acquired intangible assets consisted of the following (in thousands):

	March 31, 2024		December 31, 2023	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Indefinite-lived intangible assets:				
Trademarks	$ 52,300	$ —	$ 52,300	$ —
Finite-lived intangible assets:				
Trademarks	2,550	1,611	5,773	4,714
Unpatented technology	31,812	22,587	34,133	24,295
Customer relationships	101,043	39,435	110,649	48,088
Non-compete agreements	722	537	2,376	2,154
	136,127	64,170	152,931	79,251
Total acquired intangible assets	$ 188,427	$ 64,170	$ 205,231	$ 79,251

The following table summarizes the acquired intangible asset amortization expense for the three months ended March 31, (in thousands):

	2024	2023
Amortization expense	$ 2,718	$ 2,766

Amortization expense related to acquired intangible assets for the remainder of fiscal 2024 and the next five years thereafter is estimated as follows (in thousands):

	2024	2025	2026	2027	2028	2029
Amortization expense	$ 7,926	$ 10,485	$ 9,897	$ 7,639	$ 7,281	$ 7,232

(7) LONG-TERM DEBT

The Company had no outstanding debt as of March 31, 2024 and December 31, 2023, respectively. Unamortized debt issuance costs, included in other assets on the consolidated balance sheets, as of March 31, 2024 and December 31, 2023 were $1.7 million and $1.7 million, respectively.

Revolving Credit Facility

On December 8, 2022, the Company entered into a Credit Agreement (the "Credit Agreement") which provides for a revolving credit facility and letters of credit in an aggregate amount equal to $400 million. The Company can request additional financing to increase the revolving credit facility to $700 million or enter into a term loan of up to $300 million subject to conditions set forth in the Credit Agreement. The Credit Agreement contains two financial covenants. As of March 31, 2024, the Company was in compliance with all financial covenants. The Credit Agreement terminates on December 8, 2027.

Borrowings under the Credit Agreement bear interest, at the Company’s option, at a rate equal to the applicable margin plus (a) a base rate, (b) a daily simple secured overnight financing rate ("SOFR") rate, (c) a term SOFR rate or (d) for certain foreign currencies, a foreign currency rate, in each case subject to a 0% floor. Through March 31, 2023, the Credit Agreement had an initial applicable margin of 0.125% for base rate loans and 1.125% for SOFR and alternative currency loans. Thereafter, the applicable margin ranges from 0.125% to 1.00% for base rate loans and from 1.125% to 2.00% for SOFR and alternative currency loans based on the Company’s Total Net Leverage Ratio, as defined in the Credit Agreement. In addition, the Credit Agreement is subject to an annual commitment fee, payable quarterly, which was initially 0.20% of the daily average undrawn balance of the revolving credit facility and, from and after April 1, 2023, ranges between 0.20% and 0.25% of the daily average undrawn balance of the revolving credit facility based on the Company’s Total Net Leverage Ratio.

Borrowings under the Credit Agreement are secured by the trade receivables, inventory, personal property, equipment, and general intangibles of the Company’s significant domestic subsidiaries. Capital distributions are subject to certain Total Net Leverage Ratio requirements and capped by an annual aggregate limit under the Credit Agreement.

Standby letters of credit of $3.7 million have been issued under the Credit Agreement to third parties on behalf of the Company as of March 31, 2024. These letters of credit reduce the amount otherwise available under the revolving credit facility. The Company had $396.3 million and $396.1 million of availability under the revolving credit facility as of March 31, 2024 and December 31, 2023, respectively.

(8) EQUITY-BASED COMPENSATION

On May 3, 2023, the stockholders of the Company approved the adoption of the Gibraltar Industries, Inc. Amended and Restated 2018 Equity Incentive Plan (the "Amended 2018 Plan") which includes a total of 1,631,707 shares available for issuance. The Amended 2018 Plan allows the Company to grant equity-based incentive compensation awards, in the form of non-qualified options, restricted shares, restricted stock units, performance shares, performance stock units, and stock rights to eligible participants.

The Gibraltar Industries, Inc. Amended and Restated 2016 Stock Plan for Non-Employee Directors ("Non-Employee Directors Plan") which includes 200,000 shares available for issuance, allows the Company to grant awards of shares of the Company's common stock to current non-employee Directors of the Company, and permits the Directors to defer receipt of such shares pursuant to the terms of the Non-Employee Directors Plan.

Equity-Based Awards - Settled in Stock

The following table provides the number of stock units granted during the three months ended March 31, along with the weighted-average grant-date fair value of each award:

	2024		2023	
Awards	Number of Awards	Weighted-Average Grant-Date Fair Value	Number of Awards (2)	Weighted-Average Grant-Date Fair Value
Performance stock units (1)	58,582	$ 77.70	81,611	$ 53.44
Restricted stock units	29,671	$ 77.70	46,646	$ 53.44

(1) The Company's performance stock units ("PSUs") represent shares granted for which the final number of shares earned depends on financial performance. The number of shares to be issued may vary between 0% and 200% of the number of PSUs granted depending on the relative achievement to targeted thresholds. The Company's PSUs with a financial performance condition are based on the Company's return on invested capital ("ROIC") over a one-year performance period.

(2) PSUs granted in the first quarter of 2023 includes 7,825 units that were forfeited in the third quarter of 2023 and 147,572 units that will be converted to shares and issued to recipients in the first quarter of 2026, representing 200.0% of the target amount granted and not subsequently forfeited, based on the Company's actual ROIC compared to ROIC target for the performance period ended December 31, 2023.

Equity-Based Awards - Settled in Cash

The Company's equity-based awards that are settled in cash are the awards under the Management Stock Purchase Plan (the "MSPP") which is authorized under the Company's equity incentive plans. The MSPP provides participants the ability to defer a portion of their compensation, convertible to unrestricted investments, restricted stock units, or a combination of both, or defer a portion of their directors' fees, convertible to restricted stock units. Employees eligible to defer a portion of their compensation also receive a company-matching award in restricted stock units equal to a percentage of their deferred compensation.

The deferrals and related company match are credited to an account that contains a share-based liability. The portion of the account deferred to unrestricted investments is measured at fair market value of the unrestricted investments, and the portion of the account deferred to restricted stock units and company-matching restricted stock units is measured at a 200-day average of the Company's stock price. The account will be converted to and settled in cash payable to participants upon retirement or a termination of their service to the Company.

Total MSPP liabilities recorded on the consolidated balance sheet as of March 31, 2024 were $23.0 million, of which $2.6 million was included in current accrued expenses and $20.4 million was included in non-current liabilities. Total MSPP liabilities recorded on the consolidated balance sheet as of December 31, 2023 were $20.0 million, of which $2.0 million was included in current accrued expenses and $18.0 million was included in non-current liabilities. The value of the restricted stock units within the MSPP liabilities was $20.0 million and $17.3 million at March 31, 2024 and December 31, 2023, respectively.

The following table provides the number of restricted stock units credited to active participant accounts and the payments made with respect to MSPP liabilities during the three months ended March 31,:

	2024	2023
Restricted stock units credited	40,538	41,743
MSPP liabilities paid (in thousands)	$ 2,023	$ 2,147

(9) PRODUCT WARRANTIES

The Company generally warrants that its products will be free from material defects in workmanship and materials. Warranty reserve estimates are based on management's judgment, considering such factors as historical experience, anticipated rates of claims, and other available information. Management reviews and adjusts these estimates, if necessary, based on the differences between actual experience and historical estimates.

The reserve for product warranties is presented within accrued expenses on the Company's consolidated balance sheets. Activity in the product warranties is summarized as follows (in thousands):

	Three Months Ended March 31,	
	2024	2023
Beginning balance	$ 9,139	$ 6,251
Provisions for product warranties, net of reductions	929	(88)
Ending balance	$ 10,068	$ 6,163

(10) EXIT ACTIVITY COSTS AND ASSET IMPAIRMENTS

The Company has incurred exit activity costs and asset impairment charges as a result of its 80/20 simplification and portfolio management initiatives. These initiatives have resulted in the identification of low-volume, low margin, internally-produced products which have been or will be outsourced or discontinued, the simplification of processes, the sale and exiting of less profitable businesses or product lines, and a reduction in the Company's manufacturing footprint.

As a result of process simplification initiatives, the Company has incurred exit activity costs related to moving and closing costs and severance, along with asset impairment recoveries related to the write-down of inventory and other charges associated with discontinued product lines. Additionally, the Company has incurred the aforementioned costs resulting from the sale and/or closure of facilities including costs recorded during the three months ended March 31, 2023.

The following tables set forth the exit activity costs and asset impairment recoveries incurred by segment during the three months ended March 31, related to the restructuring activities described above (in thousands):

	Three Months Ended March 31,					
	2024			2023		
	Exit Activity	Asset Impairment	Total	Exit Activity	Asset Impairment	Total
Renewables	$ 269	$ —	$ 269	$ —	$ (63)	$ (63)
Residential	—	(72)	(72)	114	—	114
Agtech	138	—	138	561	—	561
Infrastructure	—	—	—	—	—	—
Corporate	—	—	—	—	—	—
Total	$ 407	$ (72)	$ 335	$ 675	$ (63)	$ 612

The following table provides a summary of where the exit activity costs and asset impairment recoveries were recorded in the consolidated statements of income for the three months ended March 31, (in thousands):

	2024	2023
Cost of sales	$ (72)	$ 513
Selling, general, and administrative expense	407	99
Total exit activity and asset impairment charges	$ 335	$ 612

The following table reconciles the beginning and ending liability for exit activity costs relating to the Company's restructuring efforts (in thousands):

	2024	2023
Balance at January 1	$ 6,725	$ 2,417
Exit activity costs recognized	407	675
Cash payments	(553)	(1,321)
Balance at March 31	$ 6,579	$ 1,771

(11) INCOME TAXES

The following table summarizes the provision for income taxes for continuing operations (in thousands) for the three months ended March 31, and the applicable effective tax rates:

	2024	2023
Provision for income taxes	$ 8,561	$ 7,177
Effective tax rate	25.6 %	25.4 %

The effective tax rate for the three months ended March 31, 2024 and 2023, respectively, was greater than the U.S. federal statutory rate of 21% due to state taxes and nondeductible permanent differences partially offset by favorable discrete items due to an excess tax benefit on stock-based compensation.

(12) EARNINGS PER SHARE

Weighted average shares outstanding for basic and diluted earnings were as follows for the three months ended March 31, (in thousands):

	2024	2023
Numerator:		
Net income available to common stockholders	$ 24,946	$ 21,099
Denominator for basic earnings per share:		
Weighted average shares outstanding	30,572	30,897
Denominator for diluted earnings per share:		
Weighted average shares outstanding	30,572	30,897
Common stock options and stock units	221	127
Weighted average shares and conversions	30,793	31,024

The following table provides the potential anti-dilutive common stock units not included in the diluted weighted average shares calculations for the three months ended March 31, (in thousands):

	2024	2023
Common stock units	4	64

(13) SEGMENT INFORMATION

The Company is organized into four reportable segments on the basis of the production processes, products and services provided by each segment, identified as follows:

(i) Renewables, which primarily includes designing, engineering, manufacturing and installation of solar racking and electrical balance of systems;

(ii) Residential, which primarily includes roof and foundation ventilation products, centralized mail systems and electronic package solutions, retractable awnings and gutter guards, rain dispersion products, trims and flashings and other accessories;

(iii) Agtech, which provides growing solutions including the designing, engineering, manufacturing and installation of greenhouses; and

(iv) Infrastructure, which primarily includes structural bearings, expansion joints and pavement sealant for bridges, airport runways and roadways, elastomeric concrete, and bridge cable protection systems.

When determining the reportable segments, the Company aggregated operating segments based on their similar economic and operating characteristics.

The following table illustrates certain measurements used by management to assess performance of the segments described above for the three months ended March 31, (in thousands):

	2024	2023
Net sales:		
Renewables	$ 51,496	$ 59,205
Residential	185,111	179,495
Agtech	34,027	35,852
Infrastructure	21,872	18,715
Total net sales	$ 292,506	$ 293,267
Income from operations:		
Renewables	$ 1,644	$ 2,269
Residential	34,346	29,509
Agtech	2,608	2,330
Infrastructure	4,896	2,714
Unallocated corporate expenses	(11,758)	(7,452)
Total income from operations	$ 31,736	$ 29,370

The following table illustrates the total assets of the Company's reportable segments and unallocated corporate assets as of (in thousands):

	March 31, 2024	December 31, 2023
Total assets:		
Renewables	$ 374,137	$ 377,694
Residential	535,077	515,739
Agtech	165,488	168,213
Infrastructure	82,176	77,518
Unallocated corporate assets	162,979	117,287
	$ 1,319,857	$ 1,256,451

The following tables illustrate segment revenue disaggregated by timing of transfer of control to the customer for the (in thousands):

	Three Months Ended March 31, 2024				
	Renewables	Residential	Agtech	Infrastructure	Total
Net sales:					
Point in Time	$ 6,789	$ 183,332	$ 2,339	$ 6,310	$ 198,770
Over Time	44,707	1,779	31,688	15,562	93,736
Total net sales	$ 51,496	$ 185,111	$ 34,027	$ 21,872	$ 292,506

	Three Months Ended March 31, 2023				
	Renewables	Residential	Agtech	Infrastructure	Total
Net sales:					
Point in Time	$ 9,094	$ 177,942	$ 5,107	$ 6,061	$ 198,204
Over Time	50,111	1,553	30,745	12,654	95,063
Total net sales	$ 59,205	$ 179,495	$ 35,852	$ 18,715	$ 293,267

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

Certain information set forth herein includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and, therefore are, or may be deemed to be, “forward-looking statements.” These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms “believes,” “anticipates,” “aspires,” “expects,” “estimates,” “seeks,” “projects,” “intends,” “plans,” “may,” “will” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, competition, strategies, margins, integration of acquired businesses, the industries in which we operate and the expected impact of evolving laws and regulation. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We believe that these risks and uncertainties include, but are not limited to, those described in the “Risk Factors” disclosures in our most recent Annual Report on Form 10-K. Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition, liquidity and the development of the industries in which we operate may differ materially from those made in or suggested by the forward-looking statements contained herein. In addition, even if our results of operations, financial condition, liquidity, and the development of the industries in which we operate are consistent with the forward-looking statements contained in this Quarterly Report on Form 10-Q, those results or developments may not be indicative of results or developments in subsequent periods. Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements that we make herein speak only as of the date of those statements, and we undertake no obligation to update those statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

The Company uses certain operating performance measures, specifically consolidated gross margin, operating margin by segment and consolidated operating margin, to manage the Company's businesses, set operational goals, and establish performance targets for incentive compensation for the Company's employees. The Company defines consolidated gross margin as a percentage of total consolidated gross profit to total consolidated net sales. The Company defines operating margin by segment as a percentage of total income from operations by segment to total net sales by segment and consolidated operating margin as a percentage of total consolidated income from operations to total consolidated net sales. The Company believes consolidated gross margin and operating margin by segment may be useful to investors in evaluating the profitability of the Company's segments and the Company on a consolidated basis.

Overview

Gibraltar Industries, Inc. (the "Company") is a leading manufacturer and provider of products and services for the renewable energy, residential, agtech, and infrastructure markets.

The Company operates and reports its results in the following four reporting segments:

- Renewables
- Residential
- Agtech
- Infrastructure

The Company serves customers primarily in North America including renewable energy (solar) developers, institutional and commercial growers of fruits, vegetables, flowers and other plants, home improvement retailers, wholesalers, distributors, and contractors. The Company's operational infrastructure provides the necessary scale to
support local, regional, and national customers in each of its markets.

At March 31, 2024, the Company operated thirty facilities, comprised of twenty-three manufacturing facilities, one distribution center, and six offices, which are located in sixteen states, Canada, and China. The Company's operational infrastructure provides the necessary scale to support local, regional, and national customers in each of the Company's markets.

Recent Trends

The effect on the Company's customers in the Renewables business due to the trade related disruption in the supply of solar modules from the impacts of the Uyghur Forced Labor Prevention Act ("UFLPA") and the Department of Commerce's ("USDOC") anti-dumping and countervailing duties ("AD/CVD") investigation, both initiated in 2022, continues to diminish. These customers have continued to adapt to the ongoing disruption in this space and have identified alternative sources for modules not impacted by these regulatory items that require either traceability of components imported and/or potentially impose tariffs on the modules. However, some of these customers continue to pause on executing new renewable energy projects while they are awaiting final guidance from the Department of Treasury relative to rules under the Inflation Reduction Act (IRA) in order to maximize tax incentives. Furthermore, a continued challenge to manage project specific permitting delays from relevant government entities to build new solar fields has also affected the execution of new renewable energy projects. The Company believes that these dynamics will continue throughout 2024.

On April 24, 2024, a new petition was filed with the USDOC claiming potentially illegal trade practices with Cambodia, Malaysia, Thailand and Vietnam, the same four countries named in the 2022 AD/CVD case. The USDOC has 20 days to determine whether to initiate an investigation on the matter.

Business Strategy

The Company's mission is to make life better for people and the planet, fueled by advancing the disciplines of engineering, science, and technology. The Company is innovating to reshape critical markets in sustainable power, comfortable and efficient living, and productive growing throughout North America. Furthermore, the Company strives to create compounding and sustainable value for its stockholders and stakeholders with strong and relevant leadership positions in higher growth, profitable end markets focused on addressing some of the world's most challenging opportunities. The foundation of the Company's strategy is built on three core pillars: Business System, Portfolio Management, and Organization Development.

1. Business System reflects the necessary systems, processes, and management tools required to deliver consistent and continuous performance improvement, every day. The Company's business system is a critical enabler to grow, scale, and deliver its plans. The Company's focus is on deploying effective tools to drive growth, improve operating performance, and develop the organization utilizing 80/20 and lean quote-to-cash initiatives along with digital systems for speed, agility and responsiveness. The Business System pillar challenges existing operating paradigms, drives day-to-day performance, forces prioritization of resources, tests the Company's business models, and drives new product and services innovation.
2. Portfolio Management is focused on optimizing the Company’s business portfolio in higher growth markets with leadership positions while ensuring its financial capital and human resources are effectively and efficiently deployed to deliver sustainable, profitable growth while increasing its relevance with customers and shaping its markets. In 2023, the Company acquired the assets of a privately held Utah-based company in the Residential segment and sold its Japan-based solar racking business within the Renewables segment to help achieve these objectives.
3. Organization Development drives the Company’s continuous focus on ensuring it has the right design and structure to scale the organization in order to execute the Company’s plans and meet commitments. The Company's focus is on creating an environment for our people to have the best opportunity for success, continue to develop, grow and learn. At core of this pillar is the Company’s development process focused on helping employees reach their potential, improve performance, develop career roadmaps, identify ongoing education requirements, and respective succession plans. The Company believes doing so helps it attract and retain the best people to execute its business plans.

The Company believes the key elements of the Company's strategy enable the Company to respond timely to changes in the end markets the Company serves, including the broader market dynamics experienced over the past few years. The Company continues to examine the need for restructuring of the Company's operations, including consolidation of facilities, reducing overhead costs, curtailing investments in working capital, and managing the Company's business to generate incremental cash. The Company believes its strategy enables the Company to respond to volatility in commodity and other input costs and fluctuations in customer demand, along with striving to maintain and improve margins. The Company has used cash flows generated by these initiatives to improve the Company's liquidity position, invest in growth initiatives and return capital to the Company's shareholders through share repurchases. Overall, the Company continues to strive to achieve stronger financial results, make more efficient use of capital, and deliver higher stockholder returns.

Recent Developments

On December 1, 2023, the Company sold its Japan-based solar racking business within its Renewables segment to a third party and received net proceeds of $8.0 million.

On July 5, 2023, the Company acquired the assets of a privately held Utah based company that manufactures and distributes roof flashing and accessory products for $10.4 million.

Results of Operations

Three Months Ended March 31, 2024 Compared to the Three Months Ended March 31, 2023

The following table sets forth selected results of operations data and its percentage of net sales for the three months ended March 31 (in thousands):

	2024		2023	
Net sales	$ 292,506	100.0 %	$ 293,267	100.0 %
Cost of sales	208,118	71.1 %	216,338	73.8 %
Gross profit	84,388	28.9 %	76,929	26.2 %
Selling, general, and administrative expense	52,652	18.1 %	47,559	16.2 %
Income from operations	31,736	10.8 %	29,370	10.0 %
Interest (income) expense	(750)	(0.3)%	1,491	0.5 %
Other income	(1,021)	(0.4)%	(397)	(0.1)%
Income before taxes	33,507	11.5 %	28,276	9.6 %
Provision for income taxes	8,561	3.0 %	7,177	2.4 %
Net income	$ 24,946	8.5 %	$ 21,099	7.2 %

The following table sets forth the Company's net sales by reportable segment for the three months ended March 31, (in thousands):

				Impact of		
	2024	2023	Total Change	Acquisitions	Portfolio Management	Ongoing Operations
Net sales:						
Renewables	$ 51,496	$ 59,205	$ (7,709)	$ —	$ (1,950)	$ (5,759)
Residential	185,111	179,495	5,616	1,287	—	4,329
Agtech	34,027	35,852	(1,825)	—	(2,514)	689
Infrastructure	21,872	18,715	3,157	—	—	3,157
Consolidated	$ 292,506	$ 293,267	$ (761)	$ 1,287	$ (4,464)	$ 2,416

Consolidated net sales were essentially flat for the three months ended March 31, 2024 compared to the three months ended March 31, 2023, the net result of a slight increase in pricing to customers offset by a decrease due to portfolio management activities in the prior year. Growth in the Company's Residential and Infrastructure segments, along with revenue of $1.3 million generated from a recent acquisition, was more than offset by $4.5 million of sales related to portfolio management along with an anticipated decline in revenue in the Company's Renewables segment. Consolidated backlog decreased 3% to $340 million, as compared to the end of the prior year quarter.

Net sales in the Company's Renewables segment decreased $7.7 million, or 13.0%, to $51.5 million for the three months ended March 31, 2024 compared to $59.2 million for the three months ended March 31, 2023. Revenue declined due to the rapid customer transition to a recently launched tracker product, which currently has a longer supply lead time than fixed tilt products which largely comprised the demand for prior year quarter's orders and revenues. Portfolio management activities related to the sale of the segment's Japan renewables business in December 2023 also contributed to the decline. Backlog increased 8% from the prior year, on pace with expectations, as end market demand remains robust even as customers await final domestic content tax credit guidance related to the Inflation Reduction Act and navigate project-specific permitting delays.

Net sales in the Company's Residential segment increased $5.6 million, or 3.1%, to $185.1 million for the three months ended March 31, 2024 compared to $179.5 million for the three months ended March 31, 2023. Organic growth of 2.4% was driven by continuing participation gains, growth with customers and geographic expansion. In addition, $1.3 million of revenue was generated by the recent acquisition.

Net sales in the Company's Agtech segment decreased 5.3%, or $1.8 million, to $34.0 million for the three months ended March 31, 2024 compared to $35.9 million for the three months ended March 31, 2023. The revenue declined due to $2.5 million of revenues recorded in the prior year related to portfolio management actions which were partially offset by a slight increase in volume. While backlog decreased 21% year over year due to timing of order flow, subsequent project bookings in April will contribute to backlog and revenue in the coming months.

Net sales in the Company's Infrastructure segment increased 17.1%, or $3.2 million, to $21.9 million for the three months ended March 31, 2024 compared to $18.7 million for the three months ended March 31, 2023. The increase in revenue was due to strong execution, continued solid end market demand and market participation gains. Backlog decreased 10% as expected from the prior year due to the continued progress on a large project, while demand, project design and quoting remain strong.

The Company's consolidated gross margin increased to 28.9% for the three months ended March 31, 2024 compared to 26.2% for the three months ended March 31, 2023. The increase was driven by improved price to material cost alignment, and continued operational efficiencies, along with 80/20 initiatives and favorable business and product mix.

Selling, general, and administrative ("SG&A") expenses increased by $5.1 million, or 10.7% to $52.7 million for the three months ended March 31, 2024 compared to $47.6 million for the three months ended March 31, 2023. The $5.1 million increase was primarily due to higher performance-based compensation expense as compared to the prior year quarter. SG&A expenses as a percentage of net sales increased to 18.1% for the three months ended March 31, 2024 compared to 16.2% for the three months ended March 31, 2023.

The following table sets forth the Company’s income from operations and income from operations as a percentage of net sales by reportable segment for the three months ended March 31, (in thousands):

	2024		2023		Total Change
Income from operations:					
Renewables	$ 1,644	3.2 %	$ 2,269	3.8 %	$ (625)
Residential	34,346	18.6 %	29,509	16.4 %	4,837
Agtech	2,608	7.7 %	2,330	6.5 %	278
Infrastructure	4,896	22.4 %	2,714	14.5 %	2,182
Unallocated Corporate Expenses	(11,758)	(4.0)%	(7,452)	(2.5)%	(4,306)
Consolidated income from operations	$ 31,736	10.8 %	$ 29,370	10.0 %	$ 2,366

The Renewables segment generated an operating margin of 3.2% in the current year quarter compared to 3.8% in the prior year quarter. The decrease in operating margin was a result of lower volumes and product line mix associated with the ramp up of the new tracker product line in the current year quarter.

The Residential segment generated an operating margin of 18.6% in the current year quarter compared to 16.4% in the prior year quarter. Operating margin improved year over year, driven by continued improvement in execution and ongoing improvement in price/cost management.

The Agtech segment generated an operating margin of 7.7% in the current year quarter compared to 6.5% in the prior year quarter. Operating margin improved year over year due to the impact of restructuring costs incurred in the prior year partially offset by project start date delays and market and product mix across the segment.

The Infrastructure segment generated an operating margin of 22.4% during the three months ended March 31, 2024 compared to 14.5% during the three months ended March 31, 2023. The margin improved year over year driven by increased volume, favorable price/cost alignment, ongoing strong operating execution, 80/20 productivity, and improving product mix.

Unallocated corporate expenses increased $4.3 million from $7.5 million during the three months ended March 31, 2023 to $11.8 million during the three months ended March 31, 2024. The increase in expense was primarily the result of higher performance-based compensation expense as compared to the prior year quarter.

The Company recorded interest income of $0.8 million for the three months ended March 31, 2024, compared to interest expense of $1.5 million for the three months ended March 31, 2023. Expense in the prior year quarter was the result of a $49.9 million outstanding balance on the Company's revolving credit facility as of March 31, 2023, while no amounts were outstanding during the three months ended March 31, 2024.

Other income increased year over year with $1.0 million recorded for the three months ended March 31, 2024, compared to $0.4 million recorded for the three months ended March 31, 2023. The change year over year is the combined result of $1.0 million of working capital and other adjustments recorded in the current year quarter, relating to the sale of the Company's Japan-based solar racking business within its Renewables segment and foreign currency translation fluctuations.

The Company recognized a provision for income taxes of $8.6 million and $7.2 million, with effective tax rates of 25.6% and 25.4% for the three months ended March 31, 2024, and 2023, respectively. The effective tax rate for the three months ended March 31, 2024, and 2023, respectively, was greater than the U.S. federal statutory rate of 21% due to state taxes and nondeductible permanent differences partially offset by favorable discrete items due to an excess tax benefit on stock-based compensation.

Liquidity and Capital Resources

The following table sets forth the Company's liquidity position as of (in thousands):

	March 31, 2024	December 31, 2023
Cash and cash equivalents	$ 146,665	$ 99,426
Availability on revolving credit facility	396,257	396,056
	$ 542,922	$ 495,482

Sources of Liquidity

The Company's primary sources of liquidity are comprised of cash on hand and its available borrowing capacity provided under the Company's Credit Agreement (the "Credit Agreement"). The Credit Agreement provides for a revolving credit facility and letters of credit in an aggregate amount equal to $400 million and terminates on December 8, 2027. The Company can request additional financing to increase the revolving credit facility to $700 million or enter into a term loan of up to $300 million subject to conditions set forth in the Credit Agreement. See Note 7 to the Company's consolidated financial statements in Part I, Item 1, Financial Statements, of this Quarterly Report on Form 10-Q for further information on the Credit Agreement.

Generally, the Company's foreign operations have generated cash flow from operations sufficient to invest in working capital and fund their capital improvements. As of March 31, 2024 and December 31, 2023, the Company's foreign subsidiaries held $4.7 million and $6.9 million of cash, respectively.

The Company believes that these sources, together with cash expected to be generated from operations, should provide the Company with ample liquidity and capital resources to meet its cash requirements and to continue to invest in operational excellence, growth initiatives and the development of the organization.

Uses of Cash / Cash Requirements

The Company's material short-term cash requirements primarily include accounts payable, certain employee and retiree benefit-related obligations, operating lease obligations, capital expenditures, and other purchase obligations originating in the normal course of business for inventory purchase orders and contractual service agreements. The Company's principal capital requirements are to fund its operations' working capital and capital improvements, as well as provide capital for acquisitions and to strategically allocate capital through repurchases of Company stock under the Company's current authorized program ending May 2, 2025. The Company will continue to invest in growth opportunities as appropriate while focusing on working capital efficiency and profit improvement opportunities to minimize the cash invested to operate its business.

Over the long-term, the Company expects that future investments, including strategic business opportunities such as acquisitions, may be financed through a number of sources, including internally available cash, availability under the Credit Agreement, new debt financing, the issuance of equity securities, or any combination of the aforementioned.

These expectations are forward-looking statements based upon currently available information and may change if conditions in the credit and equity markets deteriorate or other circumstances change. To the extent that operating cash flows are lower than current levels, or sources of financing are not available or not available at acceptable terms, the Company's future liquidity may be adversely affected.

Except as disclosed above, there have been no material changes in the Company's cash requirements since December 31, 2023, the end of fiscal year 2023. See Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Cash Flows

The following table sets forth selected cash flow data for the three months ended March 31, (in thousands):

	2024	2023
Cash provided by (used in):		
Operating activities	$ 53,181	$ 38,045
Investing activities	(4,366)	(1,636)
Financing activities	(1,434)	(46,509)
Effect of foreign exchange rate changes	(142)	(11)
Net increase (decrease) in cash and cash equivalents	$ 47,239	$ (10,111)

Operating Activities

Net cash provided by operating activities for the three months ended March 31, 2024 of $53.2 million consisted of net income of $24.9 million, non-cash net charges totaling $11.0 million, which include depreciation, amortization, stock-based compensation, exit activity recoveries and other non-cash charges, and $17.3 million of cash generated from working capital and other net operating assets. The cash generated from working capital and other net operating assets was largely due to increases in accounts payable, the result of the timing of purchases and vendor payments, partially offset by investment in inventory to align with anticipated seasonal sales volumes increases.

Net cash provided by operating activities for the three months ended March 31, 2023 of $38.0 million consisted of net income of $21.1 million, non-cash net charges totaling $9.3 million, which include depreciation, amortization, stock-based compensation, exit activity recoveries and other non-cash charges, and $7.6 million of cash generated from working capital and other net assets. The cash generated from working capital and other net assets was due to an increase in accounts payable as a result of the timing of purchases and vendor payments, offset by an increase in accounts receivable as revenues increased in the latter part of the quarter.

Investing Activities

Net cash used in investing activities for the three months ended March 31, 2024 of $4.4 million consisted of net capital expenditures.

Net cash used in investing activities for the three months ended March 31, 2023 of $1.6 million was primarily due to capital expenditures of $2.2 million, offset by receipt of the $0.6 million final working capital settlement resulting from the 2022 acquisition of QAP.

Financing Activities

Net cash used in financing activities for the three months ended March 31, 2024 of $1.4 million consisted of common stock repurchases related to the net settlement of tax obligations for participants in the Company's equity incentive plans.

Net cash used in financing activities for the three months ended March 31, 2023 of $46.5 million consisted of net long-term debt payments of $39.0 million and $7.5 million of common stock repurchases. Net long-term debt payments consisted of $50.0 million in long-term debt payments, offset by $11.0 million in proceeds from borrowing on the Company's long-term debt credit facility. The Company repurchased 153,537 shares under the Company's authorized share repurchase program which totaled $5.6 million paid during the three months ended March 31, 2023 with the balance repurchased common stock of $1.9 million related to the net settlement of tax obligations for participants in the Company's equity incentive plans.

Critical Accounting Estimates

There have been no material changes to the Company's critical accounting estimates during the three months ended March 31, 2024 from those disclosed in the consolidated financial statements and accompanying notes contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Recent Accounting Pronouncements

See Note 1 to the Company's consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for further information on recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the ordinary course of business, the Company is exposed to various market risk factors, including changes in general economic conditions, competition, interest rates, foreign exchange rates, and raw materials pricing and availability. In addition, the Company is exposed to other financial market risks, primarily related to its foreign operations. In the current year, there have been no material changes in the information provided under Item 7A in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

The Company maintains a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Management of the Company, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company’s disclosure controls and procedures as of the end of the period covered in this report. Based upon that evaluation and the definition of disclosure controls and procedures contained in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that as of the end of such period the Company’s disclosure controls and procedures were effective.

(b) Changes in Internal Control over Financial Reporting

The Company implemented a new Enterprise Resource Planning (“ERP”) system for one of the Company's operating units in the Residential segment during the quarter ended March 31, 2024. The implementation of this ERP system is expected to, among other things, improve user access security and automate a number of accounting and reporting processes and activities, thereby decreasing the amount of manual processes previously required. Except for the implementation of this ERP system, there have been no changes in the Company’s internal control over financial reporting (as defined by Rule 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934, as amended) that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time the Company has been and may in the future become involved in litigation, as well as other legal proceedings in the ordinary course of the Company's business. The Company maintains liability insurance against risks arising out of the normal course of business. While the outcome of these legal proceedings cannot be predicted with certainty, the Company's management, based on currently available facts, does not believe that the ultimate outcome of any pending litigation will have a material effect on the Company's consolidated financial condition, results of operations, or liquidity.

There were no material legal proceedings terminated, settled, or otherwise resolved during the quarter ended March 31, 2024.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risks discussed in “Part I, Item 1A. Risk Factors” in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. These risks and uncertainties have the potential to materially affect the Company's business, financial condition, results of operation, cash flows, and future prospects. Additional risks and uncertainties not currently known to the Company or that the Company currently deems immaterial may materially adversely impact the Company's business, financial condition, or operating results. During the quarter ended March 31, 2024, there have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

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

In May 2022, the Company's Board of Directors authorized a share repurchase program of up to $200 million of the Company's issued and outstanding common stock. The program was publicly announced on May 4, 2022 and has a duration of three years, ending May 2, 2025. Repurchases may be made, from time to time, in amounts and at prices the Company deems appropriate, subject to market conditions, applicable legal requirements, debt covenants and other considerations. Any such repurchases may be executed using open market purchases, privately negotiated agreements or other transactions. The repurchase program may be suspended or discontinued at any time at the Company's discretion.

The Company did not purchase shares during the quarter ended March 31, 2024 and the dollar value of shares that may yet be purchased under the program was $88,943,472.

The Company did not sell unregistered equity securities during the period covered by this report.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

3.1	Certificate of Incorporation of Gibraltar Industries, Inc., as amended by: (i) Certificate of Amendment of Certificate of Incorporation of Gibraltar Industries, Inc. filed on October 27, 2004, (ii) Certificate of Change of Registered Agent and Registered Office of Gibraltar Industries, Inc. filed on May 11, 2005, (iii) Certificate of Amendment of Certificate of Incorporation of Gibraltar Industries, Inc. filed on May 22, 2012, (iv) Certificate of Amendment of Certificate of Incorporation of Gibraltar Industries, Inc. filed on May 11, 2015, (v) Certificate of Change of Registered Agent and/or Registered Office filed on January 10, 2019, (vi) Certificate of Amendment of Certificate of Incorporation of Gibraltar Industries, Inc. filed on May 6, 2021 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed on August 3, 2021), and (vii) Certificate of Amendment of Certificate of Incorporation of Gibraltar Industries, Inc. filed on May 3, 2023 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 8, 2023)
3.2	Second Amended and Restated By-Laws of Gibraltar Industries, Inc., effective as of December 7, 2022 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K/A filed on December 9, 2022)
31.1*	Certification of Chairman of the Board, President and Chief Executive Officer pursuant to Section 302 of the Sarbanes–Oxley Act of 2002.
31.2*	Certification of Senior Vice President and Chief Financial Officer pursuant to Section 302 of the Sarbanes–Oxley Act of 2002.
32.1**	Certification of the Chairman of the Board, President and Chief Executive Officer pursuant to Title 18, United States Code, Section 1350, as adopted pursuant to Section 906 of the Sarbanes–Oxley Act of 2002.
32.2**	Certification of the Senior Vice President and Chief Financial Officer pursuant to Title 18, United States Code, Section 1350, as adopted pursuant to Section 906 of the Sarbanes–Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Submitted electronically with this Quarterly Report on Form 10-Q.

** Documents are furnished not filed herewith.

SIGNATURES

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

GIBRALTAR INDUSTRIES, INC.
(Registrant)

/s/ William T. Bosway
William T. Bosway
Chairman of the Board, President and Chief Executive Officer

/s/ Timothy F. Murphy
Timothy F. Murphy
Senior Vice President and
Chief Financial Officer

Date: May 1, 2024

EXHIBIT 31.1

CERTIFICATIONS

I, William T. Bosway, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Gibraltar Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ William T. Bosway
William T. Bosway
Chairman of the Board, President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Timothy F. Murphy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Gibraltar Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2024

/s/ Timothy F. Murphy
Timothy F. Murphy
Senior Vice President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF PRESIDENT AND CHIEF EXECUTIVE OFFICER
PURSUANT TO TITLE 18, UNITED STATES CODE, SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, William T. Bosway, President and Chief Executive Officer, of Gibraltar Industries, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

The Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ William T. Bosway
William T. Bosway
Chairman of the Board, President and Chief Executive Officer

May 1, 2024

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION OF SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
PURSUANT TO TITLE 18, UNITED STATES CODE, SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Timothy F. Murphy, Senior Vice President and Chief Financial Officer, of Gibraltar Industries, Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

The Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Timothy F. Murphy
Timothy F. Murphy
Senior Vice President and
Chief Financial Officer

May 1, 2024

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.