

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended **August 29, 2026**

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File Number: 001-38695

CAL-MAINE FOODS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

64-0500378

(I.R.S Employer Identification No.)

1052 Highland Colony Pkwy , Suite 200 , Ridgeland, Mississippi 39157

(Address of principal executive offices)

(Zip Code)

(601) 948-6813

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	CALM	The NASDAQ Global Select Market

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

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

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

Large Accelerated filer	☒	Accelerated filer	☐
Non – Accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

There were 46,710,613 shares of Common Stock, \$0.01 par value, outstanding as of September 30, 2026.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
Cal-Maine Foods, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(In thousands, except for par value amounts)
(Unaudited)

	August 29, 2026	May 30, 2026
Assets		
Current assets:		
Cash and cash equivalents	\$ 113,542	\$ 107,217
Investment securities available -for-sale	654,050	816,840
Trade and other receivables, net	175,998	156,564
Income tax receivable	109,234	107,867
Inventories	394,690	375,265
Prepaid expenses and other current assets	24,379	17,789
Total current assets	1,471,893	1,581,542
Property, plant & equipment, net	1,312,285	1,318,335
Goodwill	97,059	97,059
Intangible assets, net	96,596	73,130
Other long-term assets	35,546	37,504
Total Assets	\$ 3,013,379	\$ 3,107,570
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 102,396	\$ 96,106
Accrued wages and benefits	30,591	48,371
Accrued expenses and other liabilities	58,140	61,039
Total current liabilities	191,127	205,516
Other noncurrent liabilities	38,730	39,650
Deferred income taxes, net	203,575	221,872
Total liabilities	433,432	467,038
Commitments and contingencies - see Note 10		
Stockholders' equity:		
Common stock (\$0.01 par value) - authorized 120,000 shares, issued 75,061 shares	751	751
Paid-in capital	87,775	86,106
Retained earnings	2,706,493	2,765,108
Accumulated other comprehensive loss, net of tax	(2,429)	(1,466)
Common stock in treasury at cost – 28,145 shares at August 29, 2026 and 28,080 shares at May 30, 2026	(222,854)	(217,767)
Total Cal-Maine Foods, Inc. stockholders' equity	2,569,736	2,632,732
Noncontrolling interest in consolidated entity	10,211	7,800
Total stockholders' equity	2,579,947	2,640,532
Total Liabilities and Stockholders' Equity	\$ 3,013,379	\$ 3,107,570

See Notes to Condensed Consolidated Financial Statements.

Cal-Maine Foods, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(In thousands, except per share amounts)
(Unaudited)

	Thirteen Weeks Ended	
	August 29, 2026	August 30, 2025
Net sales	\$ 539,607	\$ 922,602
Cost of sales	539,204	611,288
Gross profit	403	311,314
Selling, general and administrative	81,652	69,514
Gain on involuntary conversions	—	(7,488)
Loss on disposal of fixed assets	916	104
Operating income (loss)	(82,165)	249,184
Other income (expense):		
Interest income, net	8,039	12,850
Other, net	(70)	1,231
Total other income, net	7,969	14,081
Income (loss) before income taxes	(74,196)	263,265
Income tax expense (benefit)	(17,992)	64,158
Net income (loss)	(56,204)	199,107
Less: Income (loss) attributable to noncontrolling interest	2,411	(233)
Net income (loss) attributable to Cal-Maine Foods, Inc.	\$ (58,615)	\$ 199,340
Net income (loss) per common share:		
Basic	\$ (1.26)	\$ 4.13
Diluted	\$ (1.26)	\$ 4.12
Weighted average shares outstanding:		
Basic	46,703	48,281
Diluted	46,703	48,424

See Notes to Condensed Consolidated Financial Statements.

Cal-Maine Foods, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (Loss)
(In thousands)
(Unaudited)

	Thirteen Weeks Ended	
	August 29, 2026	August 30, 2025
Net income (loss)	\$ (56,204)	\$ 199,107
Other comprehensive income, before tax:		
Unrealized holding gain (loss) on available -for-sale securities, net of reclassification adjustments	(1,270)	2,586
Income tax benefit (expense) related to items of other comprehensive income	307	(625)
Other comprehensive income (loss), net of tax	(963)	1,961
Comprehensive income (loss)	(57,167)	201,068
Less: Comprehensive income (loss) attributable to the noncontrolling interest	2,411	(233)
Comprehensive income (loss) attributable to Cal -Maine Foods, Inc.	<u>\$ (59,578)</u>	<u>\$ 201,301</u>

See Notes to Condensed Consolidated Financial Statements.

Cal-Maine Foods, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Thirteen Weeks Ended	
	August 29, 2026	August 30, 2025
Cash flows from operating activities:		
Net income (loss)	\$ (56,204)	\$ 199,107
Depreciation and amortization	33,532	29,663
Deferred income taxes	(18,012)	13,682
Other adjustments, net	(60,706)	36,152
Net cash provided by (used in) operations	(101,390)	278,604
Cash flows from investing activities:		
Purchases of investment securities	(49,558)	(270,315)
Sales and maturities of investment securities	211,813	181,145
Acquisition of franchise territory	(25,000)	—
Acquisition of business, net of cash acquired	—	(275,291)
Purchases of property, plant and equipment	(26,612)	(45,302)
Net proceeds from disposal of property, plant and equipment	29	49
Net cash provided by (used in) investing activities	110,672	(409,714)
Cash flows from financing activities:		
Payments of dividends	—	(114,163)
Purchase of common stock by treasury	(5,059)	(18)
Net cash used in financing activities	(5,059)	(114,181)
Net change in cash, cash equivalents and restricted cash	4,223	(245,291)
Cash, cash equivalents and restricted cash at beginning of period	113,542	499,392
Cash, cash equivalents and restricted cash at end of period	\$ 117,765	\$ 254,101

See Notes to Condensed Consolidated Financial Statements.

Cal-Maine Foods, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1 - Summary of Significant Accounting Policies

Basis of Presentation

The unaudited condensed consolidated financial statements of Cal-Maine Foods, Inc. and its subsidiaries (“Cal-Maine Foods,” the “Company,” “we,” “us,” “our”) have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and in accordance with generally accepted accounting principles in the United States of America (“GAAP”) for interim financial reporting and should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended May 30, 2026 (the “2026 Annual Report”). These statements reflect all adjustments that are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented and, in the opinion of management, consist of adjustments of a normal recurring nature. Operating results for the interim periods are not necessarily indicative of operating results for the entire fiscal year.

Fiscal Year

The Company’s fiscal year ends on the Saturday closest to May 31. Each of the three-month periods ended on August 29, 2026 and August 30, 2025 included 13 weeks.

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Intangible Assets

Intangible assets are initially recorded at fair value in business acquisitions, which include primarily customer relationships and other definite-lived intangibles. They are amortized over their estimated useful lives of 5 to 15 years. The gross cost and accumulated amortization of intangible assets are removed when the recorded amounts are fully amortized and the asset is no longer in use or the contract has expired. When certain events or changes in operating conditions occur, asset lives may be adjusted and an impairment assessment may be performed on the recoverability of the carrying amounts.

The Company periodically evaluates the remaining useful lives of our intangible assets and whether events and circumstances continue to support the related accounting conclusions. As of May 31, 2026, the Company reassessed the estimated useful life of certain intangible assets previously classified as with a definite life and determined that it was appropriate to reclassify franchise rights to an indefinite life. The use of an indefinite life for all franchise rights contemplates the Company’s historical ability to renew its franchise agreements indefinitely and at little cost. Therefore, cash flows derived from the franchise agreements are expected to continue indefinitely. As of May 31, 2026, the franchise agreements intangible assets had an aggregate carrying amount of approximately \$8.6 million and are presented within “Intangible assets, net” on our condensed consolidated balance sheets. Amortization expense decreased by approximately \$399 thousand for the thirteen weeks ended August 29, 2026 and future periods as a result of this change in estimate. As of August 29, 2026, the franchise agreements intangible assets had an aggregate carrying value of approximately \$33.6 million with the \$25 million acquisition of the franchise rights further described in [Note 2 – Acquisition](#).

Indefinite life assets are recorded at fair value in business acquisitions and represent franchise rights, brand names and water rights. They are not amortized, but are reviewed for impairment at least annually or more frequently if impairment indicators arise.

Dividends Payable

Dividends are accrued at the end of each quarter according to the Company’s dividend policy adopted by its Board of Directors (the “Board”). The Company pays a dividend to holders of its Common Stock on a quarterly basis for each quarter for which the Company reports net income attributable to Cal-Maine Foods, Inc., computed in accordance with GAAP, in an amount equal to one-third (1/3) of such quarterly net income. Dividends are paid to stockholders of record as of the 60th day following the last day of such quarter, except for the fourth fiscal quarter. For the fourth quarter, the Company pays dividends to

stockholders of record on the 65th day after the quarter end. Dividends are payable on the 15th day following the record date. Following a quarter for which the Company does not report net income attributable to Cal-Maine Foods, Inc., the Company will not pay a dividend for a subsequent profitable quarter until the Company is profitable on a cumulative basis computed from the date of the most recent quarter for which a dividend was paid. The dividend policy is subject to periodic review by the Board. In accordance with our variable dividend policy, we will not pay a cash dividend to holders of our Common Stock with respect to our first quarter of fiscal 2027.

Revenue Recognition

The Company recognizes revenue through the sale of its products to customers through retail, foodservice, industrial and other distribution channels. The majority of the Company's revenue is derived from agreements or contracts with customers based upon the customer ordering its products with a single performance obligation of delivering the product. The Company believes the performance obligation is met upon delivery and acceptance of the product by its customers, which generally occurs upon shipment or delivery to a customer based on the terms of the sale. Costs paid to third party brokers to obtain agreements are expensed as the Company's agreements are generally less than one year.

Revenues are recognized in an amount that reflects the net consideration we expect to receive in exchange for delivery of the products. The Company periodically offers sales incentives or other programs such as rebates, discounts, coupons, volume-based incentives, guaranteed sales and other programs. The Company records an estimated allowance for costs associated with these programs, which is recorded as a reduction in revenue at the time of sale using historical trends and projected redemption rates of each program. The Company regularly reviews these estimates and any difference between the estimated costs and actual realization of these programs would be recognized in the subsequent period.

New Accounting Pronouncements and Policies

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*. The objective of ASU 2024-03 is to improve disclosures about a public entity's expenses, primarily through additional disaggregation of income statement expenses. Additionally, in January 2025, the FASB further clarified the effective date of ASU 2024-03 with the issuance of ASU 2025-01. ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted and may be applied either on a prospective or retrospective basis. The Company is currently evaluating the impact of ASU 2024-03 on its consolidated financial statement disclosures.

There are no other new accounting pronouncements issued or effective during the fiscal year that had or are expected to have a material impact on our consolidated financial statements.

Note 2 - Acquisition

Acquisition of Eggland's Best® Franchise Territory

Effective July 10, 2026, the Company acquired the Eggland's Best® franchise territory in the Northeast for \$25 million. The acquisition gives the Company the exclusive right to distribute and sell *Egg-Land's Best®* and *Land O' Lakes®* branded eggs in Maine, Massachusetts, New Hampshire, Rhode Island, and select key areas in Vermont, New York, and Connecticut. The Company accounted for the acquisition as an asset acquisition, as the fair value of the asset being acquired was recorded as an indefinite life franchise rights intangible asset.

Note 3 - Investment Securities Available-for-Sale

The following represents the Company's investment securities available -for-sale as of August 29, 2026 and May 30, 2026 (in thousands):

August 29, 2026	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Municipal bonds	\$ 6,267	\$ 3	\$ —	\$ 6,270
Commercial paper	19,234	—	9	19,225
Corporate bonds	459,391	—	1,739	457,652
Certificates of deposits	2,746	—	8	2,738
US government and agency obligations	135,650	—	424	135,226
Treasury bills	32,957	—	18	32,939
Total current investment securities	<u>\$ 656,245</u>	<u>\$ 3</u>	<u>\$ 2,198</u>	<u>\$ 654,050</u>

May 30, 2026	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Municipal bonds	\$ 12,362	\$ 4	\$ —	\$ 12,366
Commercial paper	42,562	—	16	42,546
Corporate bonds	569,137	—	742	568,395
Certificates of deposits	3,226	—	6	3,220
US government and agency obligations	153,172	—	187	152,985
Treasury bills	37,334	—	6	37,328
Total current investment securities	<u>\$ 817,793</u>	<u>\$ 4</u>	<u>\$ 957</u>	<u>\$ 816,840</u>

Actual maturities may differ from contractual maturities as some borrowers have the right to call or prepay obligations with or without penalties. Contractual maturities of current investment securities at August 29, 2026 are as follows (in thousands):

	Estimated Fair Value
Within one year	\$ 342,726
1-5 years	311,324
Total	<u>\$ 654,050</u>

Note 4 - Fair Value Measurements

The Company is required to categorize both financial and nonfinancial assets and liabilities based on the following fair value hierarchy. The fair value of an asset is the price at which the asset could be sold in an orderly transaction between unrelated, knowledgeable, and willing parties able to engage in the transaction. A liability's fair value is defined as the amount that would be paid to transfer the liability to a new obligor in a transaction between such parties, not the amount that would be paid to settle the liability with the creditor.

- *Level 1* - Quoted prices in active markets for identical assets or liabilities
- *Level 2* - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly, including:
 - quoted prices for similar assets or liabilities in active markets
 - quoted prices for identical or similar assets in non-active markets
 - inputs other than quoted prices that are observable for the asset or liability, and
 - inputs derived principally from or corroborated by other observable market data
- *Level 3* - Unobservable inputs for the asset or liability that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

The disclosure of fair value of certain financial assets and liabilities that are recorded at cost are as follows:

Cash and Cash Equivalents, Accounts Receivable, and Accounts Payable

The carrying amount approximates fair value due to the short maturity of these instruments.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

In accordance with the fair value hierarchy described above, the following table shows the fair value of our financial assets and liabilities that are required to be measured at fair value on a recurring basis as of August 29, 2026 and May 30, 2026 (in thousands):

August 29, 2026	Level 1	Level 2	Level 3	Balance
Assets				
Municipal bonds	\$ —	\$ 6,270	\$ —	\$ 6,270
Commercial paper	—	19,225	—	19,225
Corporate bonds	—	457,652	—	457,652
Certificates of deposits	—	2,738	—	2,738
US government and agency obligations	—	135,226	—	135,226
Treasury bills	—	32,939	—	32,939
Total assets measured at fair value	<u>\$ —</u>	<u>\$ 654,050</u>	<u>\$ —</u>	<u>\$ 654,050</u>
Liabilities				
Contingent consideration	\$ —	\$ —	\$ 19,000	\$ 19,000
Total liabilities measured at fair value	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 19,000</u>	<u>\$ 19,000</u>
May 30, 2026				
Assets				
Municipal bonds	\$ —	\$ 12,366	\$ —	\$ 12,366
Commercial paper	—	42,546	—	42,546
Corporate bonds	—	568,395	—	568,395
Certificates of deposits	—	3,220	—	3,220
US government and agency obligations	—	152,985	—	152,985
Treasury bills	—	37,328	—	37,328
Total assets measured at fair value	<u>\$ —</u>	<u>\$ 816,840</u>	<u>\$ —</u>	<u>\$ 816,840</u>
Liabilities				
Contingent consideration	\$ —	\$ —	\$ 21,500	\$ 21,500
Total liabilities measured at fair value	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 21,500</u>	<u>\$ 21,500</u>

Investment securities – available -for-sale are all classified as Level 2 and consist of securities with maturities of three months or longer when purchased. We classified these securities as current because amounts invested are readily available for current operations. Observable inputs for these securities are yields, credit risks, default rates, and volatility.

Contingent consideration classified as Level 3 consists of the potential obligation to pay an earnout to Fassio Egg Farms, Inc. (“Fassio”) contingent on the acquired business meeting certain return on profitability milestones over a three-year period that commenced on the date of the acquisition in the second quarter of fiscal 2024. The fair value of the contingent consideration is estimated using a discounted cash flow model. Key assumptions and unobservable inputs that require significant judgment used in the estimate include weighted average cost of capital, egg prices, projected revenue and expenses over the period for which the contingent consideration is measured, and the probability assessments with respect to the likelihood of achieving the forecasted projections.

The following table shows the beginning and ending balances in fair value of the contingent consideration (in thousands):

	Fassio Contingent Consideration	
Balance, May 30, 2026	\$	21,500
Fair value adjustments		(2,500)
Balance, August 29, 2026	\$	19,000

At August 29, 2026, the contingent consideration is recorded within “Accrued expenses and other liabilities” in the condensed consolidated balance sheets. Adjustments to the fair value of contingent consideration are recorded within “Selling, general and administrative” expenses in the condensed consolidated statements of operations.

Note 5 - Inventories

Inventories consisted of the following as of August 29, 2026 and May 30, 2026 (in thousands):

	August 29, 2026		May 30, 2026	
Flocks, net of amortization	\$	202,588	\$	192,673
Feed and supplies		86,952		84,769
Raw materials and finished goods inventory		105,150		97,823
	\$	394,690	\$	375,265

We grow and maintain flocks of layers (mature female chickens), pullets (female chickens under 18 weeks of age), and breeders (male and female chickens used to produce fertile eggs to hatch for egg production flocks). Our total flock at August 29, 2026 and May 30, 2026 consisted of approximately 14.6 million and 14.1 million pullets and breeders and 50.4 million and 50.0 million layers, respectively.

Note 6 - Equity

The following reflects equity activity for the thirteen weeks ended August 29, 2026 and August 30, 2025 (in thousands):

	Thirteen Weeks Ended August 29, 2026						
	Cal -Maine Foods, Inc. Stockholders						
	Amount	Treasury Amount	Paid In Capital	Accum. Other Comp. Loss	Retained Earnings	Noncontrolling Interest	Total
Balance at May 30, 2026	\$ 751	\$ (217,767)	\$ 86,106	\$ (1,466)	\$ 2,765,108	\$ 7,800	\$ 2,640,532
Other comprehensive loss, net of tax	—	—	—	(963)	—	—	(963)
Stock compensation plan transactions	—	(60)	1,669	—	—	—	1,609
Repurchase of shares	—	(5,027)	—	—	—	—	(5,027)
Net income (loss)	—	—	—	—	(58,615)	2,411	(56,204)
Balance at August 29, 2026	\$ 751	\$ (222,854)	\$ 87,775	\$ (2,429)	\$ 2,706,493	\$ 10,211	\$ 2,579,947

Thirteen Weeks Ended August 30, 2025							
Cal-Maine Foods, Inc. Stockholders							
	Amount	Treasury Amount	Paid In Capital	Accum. Other Comp. Income (Loss)	Retained Earnings	Noncontrolling Interest	Total
Balance at May 31, 2025	\$ 751	\$ (85,893)	\$ 80,845	\$ (1,007)	\$ 2,565,928	\$ 5,391	\$ 2,566,015
Other comprehensive income, net of tax	—	—	—	1,961	—	—	1,961
Stock compensation plan transactions	—	2	1,289	—	—	—	1,291
Dividends (\$1.371 per share)					(66,457)		(66,457)
Net income (loss)	—	—	—	—	199,340	(233)	199,107
Balance at August 30, 2025	\$ 751	\$ (85,891)	\$ 82,134	\$ 954	\$ 2,698,811	\$ 5,158	\$ 2,701,917

On February 25, 2025, the Board approved a \$500 million share repurchase program. The share repurchase program authorizes the Company, in management's discretion, to repurchase Common Stock from time to time for an aggregate purchase price up to \$500 million (exclusive of any fees, taxes, commissions or other expenses related to such repurchases), subject to market conditions and other factors. The actual timing, number and value of shares repurchased under the program will be determined by management in its discretion and will depend on a number of factors, including, but not limited to, the market price of the Common Stock and general market and economic conditions.

The Company repurchased 66,601 shares during first quarter of fiscal 2026 under the share repurchase program. As of August 29, 2026, the Company had remaining authorization to purchase up to \$315.7 million under the repurchase program.

Subsequent to August 29, 2026, the Company repurchased 204,888 shares under the repurchase program for \$14.9 million.

Note 7 - Net Income (Loss) per Common Share

Basic net income (loss) per share attributable to Cal-Maine Foods, Inc. is based on the weighted average shares of Common Stock outstanding. Diluted net income per share attributable to Cal-Maine Foods, Inc. is based on weighted-average shares of Common Stock outstanding during the relevant period adjusted for the dilutive effect of share-based awards. Restricted shares of 110 thousand were antidilutive due to the net loss for the first thirteen weeks of fiscal 2027. These shares were not included in the diluted net loss per share calculation.

The following table provides a reconciliation of the numerators and denominators used to determine basic and diluted net income per common share attributable to Cal-Maine Foods, Inc. (amounts in thousands, except per share data):

	Thirteen Weeks Ended	
	August 29, 2026	August 30, 2025
Numerator		
Net income (loss)	\$ (56,204)	\$ 199,107
Less: Income (loss) attributable to noncontrolling interest	2,411	(233)
Net income (loss) attributable to Cal-Maine Foods, Inc.	\$ (58,615)	\$ 199,340
Denominator		
Weighted-average common shares outstanding, basic	46,703	48,281
Effect of dilutive restricted shares	—	143
Weighted-average common shares outstanding, diluted	46,703	48,424
Net income (loss) per common share attributable to Cal-Maine Foods, Inc.		
Basic	\$ (1.26)	\$ 4.13
Diluted	\$ (1.26)	\$ 4.12

Note 8 - Stock Based Compensation

Restricted Stock

Total stock-based compensation expense related to the restricted stock was \$1.3 million for both the thirteen weeks ended August 29, 2026 and August 30, 2025, respectively.

Unrecognized compensation expense as a result of non-vested shares of equity-based awards outstanding under the Amended and Restated 2012 Omnibus Long-Term Incentive Plan at August 29, 2026 of \$7.8 million will be recorded over a weighted average period of 1.9 years. Refer to Part II Item 8, Notes to Consolidated Financial Statements and Supplementary Data, Note 13 – Stock-Based Compensation in our 2026 Annual Report for further information on our stock compensation plans.

The Company's equity-based award activity for the thirteen weeks ended August 29, 2026 was as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding, May 30, 2026	209,002	\$ 75.42
Granted	3,299	79.31
Vested	(3,370)	74.87
Forfeited	(1,190)	81.85
Outstanding, August 29, 2026	207,741	\$ 75.45

Performance-Based Long-Term Incentive Awards

Total compensation expense as a result of the performance-based program was \$237 thousand and \$78 thousand for the thirteen weeks ended August 29, 2026 and August 30, 2025, respectively.

Our unrecognized compensation expense as a result of non-vested shares in the performance-based program was \$2.2 million at August 29, 2026. The unrecognized compensation expense will be amortized to stock compensation expense over a period of 2.5 years. Refer to Part II Item 8, Notes to Consolidated Financial Statements and Supplementary Data, Note 13 – Stock-Based Compensation in our 2026 Annual Report for further information on our performance-based program.

A summary of our activity and related information for our performance-based awards is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding, May 30, 2026	9,260	\$ 101.95
Granted	21,183	80.08
Outstanding, August 29, 2026	30,443	\$ 86.73

Note 9 – Segment Reporting

The Company previously managed its business as one operating and reportable segment. Effective in the fourth quarter of fiscal 2026, the Company revised its internal reporting to change the manner in which its business is managed, which reflects a focus on managing its operations based on the Company's product categories rather than on a consolidated basis. As a result, the Company now has three reportable segments: Conventional Shell Eggs, Specialty Shell Eggs, and Prepared Foods. The Company's remaining operations, which include co-pack shell eggs, egg products, hard-cooked eggs and other business activities, are not reportable segments, as defined by the applicable accounting standard. All prior fiscal year periods have been recast to reflect the new reportable segments.

Conventional Shell Eggs

The Conventional Shell Eggs segment consists primarily of the production, grading, packaging, marketing and distribution of shell eggs sold as conventional shell eggs, which includes our brands *Sunups*® and *Sunny Meadow*®.

Specialty Shell Eggs

The Specialty Shell Eggs segment consists primarily of the production, grading, packaging, marketing and distribution of shell eggs sold as cage-free, nutritionally enhanced, organic, brown, pasture-raised and free-range eggs. This segment includes our brands *Farmhouse Eggs*® and *4Grain*® as well as branded products from our membership of Egghand's Best, Inc. cooperative which includes *Egg-Land's Best*® and *Land O' Lakes*®.

Prepared Foods

The Prepared Foods segment consists primarily of the production, packaging, marketing and distribution of prepared foods offerings such as pre-cooked egg patties, omelets, folded and scrambled egg formats, pancakes, waffles, and specialty wraps. This segment includes our brands *Van's*® and *Crepini*®.

The Company's operating segments are determined on the basis of our organizational structure and information that is regularly reviewed by our Chief Operating Decision Maker ("CODM"). The Company's CODM is Sherman Miller, President and Chief Executive Officer. Segment income is utilized during our forecasting process to assess profitability, strategic initiatives and capital investments. The CODM primarily compares actual performance of segment sales and segment income to prior period results and periodic forecasts to assist with assessing performance and deciding how to allocate resources.

The accounting policies of the segments are generally the same as those presented in Note 1 - Summary of Significant Accounting Policies in the 2026 Annual Report. Segment selling, general and administrative ("SG&A") expenses represents direct costs associated with each segment for marketing, delivery and employee costs. Other – segment income represents the total segment income from other operating segments such as co-pack shell egg, egg products, hard-cooked eggs and other business activities that do not individually meet the quantitative thresholds for separate disclosure. Unallocated Corporate SG&A represents overhead such as corporate payroll related expenses, legal and professional fees, amortization and other expenses that are not used to measure segment income and is managed at the corporate office.

Intersegment sales represent sales between segments as part of our vertical integration. Intersegment sales from the Conventional and Specialty Shell Eggs segments are primarily sales related to our non-reportable egg products or hard-cooked segments. Conventional and Specialty Shell Eggs intersegment sales are transferred at discounted fixed rates to account for undergrades and yield loss, market rates, or at production costs.

The Company does not report total assets by segment as operations are highly integrated, and assets are shared amongst segments. The CODM does not assess performance or allocate resources based on segment assets.

Segment results, including the significant expense categories regularly provided to the CODM, are provided below (in thousands):

	Thirteen Weeks Ended August 29, 2026			
	Conventional Shell Eggs	Specialty Shell Eggs	Prepared Foods	Total Reportable Segments
Net sales - external customers	\$ 191,859	\$ 229,112	\$ 62,995	\$ 483,966
Intersegment sales	9,824	7,820	—	17,644
Total segment sales	201,683	236,932	62,995	501,610
Segment cost of sales	250,481	197,623	48,346	496,450
Segment SG&A	22,247	24,372	6,807	53,426
Segment income (loss)	\$ (71,045)	\$ 14,937	\$ 7,842	\$ (48,266)
Other - segment loss				(8,374)
Unallocated corporate SG&A				(24,609)
Loss on disposal of fixed assets				(916)
Operating loss				(82,165)
Other income, net				7,969
Loss before income taxes				\$ (74,196)

	Thirteen Weeks Ended August 30, 2025			
	Conventional Shell Eggs	Specialty Shell Eggs	Prepared Foods	Total Reportable Segments
Net sales - external customers	\$ 486,523	\$ 269,579	\$ 72,368	\$ 828,470
Intersegment sales	11,910	6,011	—	17,921
Total segment sales	498,433	275,590	72,368	846,391
Segment cost of sales	312,205	184,575	53,471	550,251
Segment SG&A	17,992	26,819	5,676	50,487
Segment income	\$ 168,236	\$ 64,196	\$ 13,221	\$ 245,653
Other - segment income				12,219
Unallocated corporate SG&A				(16,072)
Gain on involuntary conversions				7,488
Loss on disposal of fixed assets				(104)
Operating income				249,184
Other income, net				14,081
Income before income taxes				\$ 263,265

The following table shows the reconciliation of net sales to consolidated results (in thousands):

	Thirteen Weeks Ended	
	August 29, 2026	August 30, 2025
Total reportable segments	\$ 483,966	\$ 828,470
Other - segment sales	55,641	94,132
Total consolidated net sales	\$ 539,607	\$ 922,602

Other – segment sales represent sales from our non-reportable segments which includes co-pack shell egg sales, egg product sales, hard-cooked eggs and other business activities.

Revenue primarily derives from sales throughout the U.S. The following table provides revenue disaggregated by segment and by sales channel which includes a new industrial channel and has been recast historically (in thousands):

	Thirteen Weeks Ended August 29, 2026				
	Retail	Foodservice	Industrial	Other	Total
Conventional Shell Egg	\$ 161,604	\$ 25,600	\$ 1,102	\$ 3,553	\$ 191,859
Specialty Shell Egg	208,611	18,396	9	2,096	229,112
Prepared Foods	37,236	20,129	5,630	—	62,995
Other - segment sales	35,367	2,069	18,088	117	55,641
	\$ 442,818	\$ 66,194	\$ 24,829	\$ 5,766	\$ 539,607

	Thirteen Weeks Ended August 30, 2025				
	Retail	Foodservice	Industrial	Other	Total
Conventional Shell Egg	\$ 407,244	\$ 69,958	\$ 1,342	\$ 7,979	\$ 486,523
Specialty Shell Egg	241,110	26,266	279	1,924	269,579
Prepared Foods	21,593	31,265	19,510	—	72,368
Other - segment sales	60,536	2,667	30,869	60	94,132
	\$ 730,483	\$ 130,156	\$ 52,000	\$ 9,963	\$ 922,602

Retail customers include primarily grocery and supermarket chains, club stores and other retailers. Foodservice customers include primarily distributors and operators serving restaurants and other away-from-home food markets. Industrial customers include primarily food manufacturers and other customers that use our products as ingredients or inputs in further processing.

Note 10 - Commitments and Contingencies

In re Shell Eggs Litigation

Since November 2025, the Company has been named as a defendant in several lawsuits filed in federal courts alleging substantially identical claims, including: (1) the following lawsuits in the Southern District of Indiana: (a) King Kullen Grocery Co., Inc. v. Cal-Maine Foods, Inc., et al., Case No. 1:25-cv-2274, (b) Nineteenseventynine LLC d/b/a The Breakfast Joynt v. Cal-Maine Foods, Inc., et al., Case No. 1:25-cv-2301, (c) Taylor Egg Products, Inc. v. Cal-Maine Foods, Inc., et al., Case No. 1:25-cv-2554, (d) Hudson v. Cal-Maine Foods, Inc. et al., Case No. 1:25-cv-02573, (e) Brandon Huyler v. Cal-Maine Foods, Inc., et al., Case No. 1:26-cv-00135, and (f) Gloria Emery, Carol Goldberg, and Casey Whalen v. Cal-Maine Foods, Inc., et al., Case No. 1:26-cv-00193; (2) the following lawsuits in the Northern District of Illinois: (a) Birchmans Parisian, LLC (d/b/a Lisciandro's Restaurant) v. Cal-Maine Foods, Inc., et al., Case No. 1:25-cv-14030, (b) Phil-N-Cindy's Lunch, Inc. v. Cal-Maine Foods, Inc., et al., Case No. 1:25-cv-14082, (c) Yell-O-Glow Corporation v. Cal-Maine Foods, Inc., et al., Case No. 1:25-cv-15084, and (d) Tariq Habash, Delia Govea, Andrew Phillips, and Catalina Torres v. Urner Barry Publications, Inc., Cal-Maine Foods, Inc., et al., Case No. 1:25-cv-14112; (3) the following lawsuits in the Western District of Wisconsin: (a) Matthew Edlin v. Cal-Maine Foods, Inc., et al., Case No. 3:25-cv-946, (b) India Price, Lakia Session, and Karen Solomon v. Cal-Maine Foods, Inc., et al., Case No. 3:25-cv-1016; (c) Cheesecake Funk LLC d/b/a Cheesecake Funk v. Cal-Maine Foods, Inc., et al., Case No. 3:26-cv-00400, (d) Philly Phlava Original Steaks and Hoagies, Inc. v. Cal-Maine Foods, Inc., et al., Case No. 3:26-cv-00417; (e) LPJJ LLC v. Cal-Maine Foods, Inc. et al., Case No. 3:26-cv-00425; (f) C&L, LLC, et al. v. Cal-Maine Foods, Inc. et al., Case No. 3:26-cv-00454; (g) Angelica Allison, et al. v. Cal-Maine Foods, Inc., et al., Case No. 3:26-cv-00702; and (h) Gutierrez Family LLC, et al. v. Cal-Maine Foods, Inc., et al., Case No. 3:26-md-03175; (4) a lawsuit in the Western District of Missouri: Ryan v. Cal-Maine Foods, Inc., et al., Case No. 4:25-cv-00999; and (5) the following lawsuits in the Central District of California: (a) DenWest Restaurants, Inc., et al. v. Cal-Maine Foods, Inc., et al., Case No. 8:26-cv-00949, and (b) DMSD Restaurants, Inc., et al. v. Cal-Maine Foods, Inc., et al., Case No. 2:26-cv-04204. The lawsuits generally allege that the Company, along with other egg producers and industry associations, conspired to artificially inflate the prices of conventional shell eggs nationwide, primarily through manipulation of industry price benchmarks (such as the Urner Barry Egg Index and Eggs Clearinghouse, Inc. spot market), coordinated reporting and supply restrictions, particularly during the calendar year 2022 highly pathogenic avian influenza ("HPAI") outbreak. In each case, the plaintiff seeks certification of a putative class of either direct or indirect purchasers, monetary damages, injunctive relief, attorneys' fees, and, in some cases, restitution under Section 1 of the Sherman Act, 15 U.S.C. § 1 (the "Sherman Act") and various state antitrust and consumer protection statutes.

The above actions have been transferred to the Western District of Wisconsin for multidistrict proceedings. An initial judicial management conference took place on May 8, 2026, where the court entered an initial case management order, setting forth deadlines for the consolidated complaints and initial briefing to be filed. No discovery has taken place in any of the actions. The Company disputes plaintiffs' allegations in each of these actions and intends to vigorously defend itself in these actions.

Civil Investigative Demand

In March 2025, the Company received a Civil Investigative Demand ("CID") from the U.S. Department of Justice ("DOJ") in connection with an antitrust investigation to determine whether there was a violation of the antitrust laws through alleged anticompetitive conduct by and among egg producers. In August 2025, the Company received a subpoena from the State of New York requesting information and documents related to its investigation of anticompetitive conduct and high egg prices in the egg industry, and in March 2026, the Company received a similar subpoena from the State of Washington related to its investigation of anticompetitive conduct and high egg prices in the egg industry. Additionally, various states' attorneys general sought to join the DOJ's investigation or requested access to the confidential disclosures by the Company to the DOJ.

On or about June 25, 2026, the Company entered into an agreement with the DOJ and 17 states' attorneys general to resolve the investigation, subject to applicable court approvals and procedures. On June 29, 2026, the United States and certain states filed a civil antitrust complaint against the Company alleging that the Company and certain other defendants coordinated bidding to manipulate whole benchmark prices and simultaneously filed the proposed settlement and proposed final judgments. The settlement with the United States is proceeding through the Antitrust Procedures and Penalties Act, commonly known as the Tunney Act, process that includes publication of the proposed judgment, competitive impact statement, public comment period, and eventual court review before entry of the final judgment. The Company denied all wrongdoing or violations of law and no fines or penalties were assessed against the Company. In connection with the agreement, the Company agreed to implement certain antitrust compliance and reporting measures, to donate 30 million eggs to food banks and non-profits, and paid \$1.5 million to the settling states to resolve the matter.

The State of Washington did not join in this settlement and the Company continues to comply with the State of Washington's subpoena and cooperate with its investigations. Management cannot predict the eventual scope, duration or outcome of the State of Washington's investigation and is unable to estimate the amount or range of potential losses, if any, at this time.

Kraft Foods Global, Inc. et al. v. United Egg Producers, Inc. et al.

On September 25, 2008, the Company was named as one of several defendants in numerous antitrust cases involving the U.S. shell egg industry. The Company settled all of these cases, except for the claims of certain plaintiffs who sought substantial damages allegedly arising from the purchase of egg products (as opposed to shell eggs). These remaining plaintiffs are Kraft Food Global, Inc., General Mills, Inc., and Nestle USA, Inc. (the "Egg Products Plaintiffs") and, until a subsequent settlement was reached as described below, The Kellogg Company.

On September 13, 2019, the case with the Egg Products Plaintiffs was remanded from a multi-district litigation proceeding in the United States District Court for the Eastern District of Pennsylvania, In re Processed Egg Products Antitrust Litigation, MDL No. 2002, to the United States District Court for the Northern District of Illinois, Kraft Foods Global, Inc. et al. v. United Egg Producers, Inc. et al., Case No. 1:11-cv-8808, for trial. The Egg Products Plaintiffs alleged that the Company and other defendants violated Section 1 of the Sherman Act, by agreeing to limit the production of eggs and thereby illegally raise the prices that plaintiffs paid for processed egg products. In particular, the Egg Products Plaintiffs attacked certain features of the United Egg Producers animal-welfare guidelines and program used by the Company and many other egg producers.

On October 24, 2019, the Company entered into a confidential settlement agreement with The Kellogg Company dismissing all claims against the Company for an amount that did not have a material impact on the Company's financial condition or results of operations. On November 11, 2019, a stipulation for dismissal was filed with the court, and on March 28, 2022, the court dismissed the Company with prejudice.

The trial of this case began on October 17, 2023. On December 1, 2023, the jury returned a decision awarding the Egg Products Plaintiffs \$17.8 million in damages. On November 6, 2024, the court entered a final judgment against the Company and other defendants, jointly and severally, totaling \$43.6 million after trebling. On December 4, 2024, the Company filed a renewed motion for judgment as a matter of law or for a new trial, and a motion to alter or amend the judgment. On December 13, 2024, the court granted defendants' November 20, 2024 motion to stay enforcement of the judgment and entered an agreed order requiring the defendants to post security during post-judgment proceedings and appeal, and stayed proceedings to enforce the judgment until the disposition of the post-judgment motions and ultimate appeals. On December 17, 2024, the Company posted a bond in the approximate amount of \$23.9 million, representing a portion of the total bond required to preserve the right to appeal the trial court's decision. Another defendant posted a bond for the remaining amount. On November 19, 2025, the plaintiffs filed a motion to lift stay of proceedings on attorney's fees and costs, and on December 5, 2025, the defendants filed their response in opposition to such motion. The court has not ruled on this motion. The Company intends to continue to vigorously defend the claims asserted by the Egg Products Plaintiffs.

If the jury's decision is ultimately upheld, the Company would be jointly and severally liable with other defendants for treble damages, or \$43.6 million, subject to credit for certain settlements with previous settling defendants, plus the Egg Product Plaintiffs' reasonable attorneys' fees. During our second quarter of fiscal 2024, we recorded an accrued expense of \$19.6 million in selling, general and administrative expenses in the Company's Condensed Consolidated Statements of Operations and classified as other noncurrent liabilities in the Company's Condensed Consolidated Balance Sheets. Although less than the bond posted by the Company, the accrual represents our estimate of the Company's proportional share of the reasonably possible ultimate damages award, excluding the Egg Product Plaintiffs' attorneys' fees that we believe would be approximately offset by the credits noted above. We have entered into a judgment allocation and joint defense agreement with the other defendants remaining in the case. Our accrual may change in the future to the extent we are successful in further proceedings in the litigation.

State of Oklahoma Watershed Pollution Litigation

On June 18, 2005, the State of Oklahoma filed suit, in the United States District Court for the Northern District of Oklahoma, against Cal-Maine Foods, Inc. and Tyson Foods, Inc., Cobb-Vantress, Inc., Cargill, Inc., George's, Inc., Peterson Farms, Inc. and Simmons Foods, Inc., and certain of their affiliates. The State of Oklahoma claims that through the disposal of chicken litter the defendants polluted the Illinois River Watershed. This watershed provides water to eastern Oklahoma. The complaint sought injunctive relief and monetary damages, but the claim for monetary damages was dismissed by the court. Cal-Maine Foods, Inc. discontinued operations in the watershed in or around 2005. Since the litigation began, Cal-Maine Foods, Inc. purchased 100% of the membership interests of Benton County Foods, LLC, which is an ongoing commercial shell egg operation within the Illinois River Watershed. Benton County Foods, LLC is not a defendant in the litigation. We also have a number of small contract producers that operate in the area.

The non-jury trial in the case began in September 2009 and concluded in February 2010. On January 18, 2023, the court entered findings of fact and conclusions of law in favor of the State of Oklahoma. The court found the defendants jointly and severally liable for state law nuisance, federal common law nuisance, and state law trespass. The court also found the producers vicariously liable for the actions of their contract producers. On June 12, 2023, the court ordered the parties to mediate, but the mediation was unsuccessful. On June 26, 2024, the district court denied defendants' motion to dismiss the case. On September 13, 2024, a status hearing was held and the court scheduled an evidentiary hearing for December 3, 2024, to determine whether any legal remedy is available based on the now 15-year-old record and changed circumstances of the Illinois River Watershed (the "IRW"). On December 9, 2025, the court entered a final judgment imposing approximately \$420,000 in total penalties for all defendants and awarding certain non-monetary remedies, including injunctive relief. Pursuant to the final judgment, the Company is to pay approximately \$70,000 in penalties. The judgment also entitles the State of Oklahoma to an award of attorneys' fees and costs in an amount to be determined at a later date.

The injunctive relief provides for, among other things, a special master to oversee an investigation, develop a remediation plan subject to court approval, and provide ongoing monitoring of remediation projects, the costs of which will be paid jointly and severally by the defendants. The defendants are required to fund \$10 million within 5 days of appointment of the special master, and ongoing funding requirements of \$5 million any time the fund is below \$5 million. This funding obligation is expected to continue for the 30 years term. The defendants are in discussions of a potential expense sharing agreement; however, the Company does not currently expect to have a material share of the funding. The injunctive relief also includes certain annual reporting requirements and certain requirements on future operations within the IRW, including relating to removal of litter, storage, transportation, disposal and future land applications.

On January 2, 2026, the Company filed its notice of appeal to the United States Court of Appeals for the Tenth Circuit. On January 16, 2026, the district court stayed the monetary portions of the judgment but declined to stay the injunctive portions. Effective July 10, 2026, the Company and all other defendants entered into a settlement agreement with the State of Oklahoma that provides for the payment of funds by the defendants into an environmental relief fund, certain restrictions on the application of chicken litter in the IRW and certain reporting and reporting measures. On July 15, 2026, the State of Oklahoma and all defendants filed an unopposed joint motion for a stay in light of the settlement and an unopposed joint motion to vacate judgment. On August 17, 2026, the appeals court denied the parties' motion to vacate the trial court's judgment and remanded the matter back to the trial court without prejudice, and granted the motion to stay pending further order of the court. The settlement remains subject to applicable court approvals and procedures and is not expected to have a material impact on the Company's financial condition or results of operations.

Other Matters

In addition to the above, the Company is involved in various other claims and litigation incidental to its business. Although the outcome of these matters cannot be determined with certainty, management, upon the advice of counsel, is of the opinion that the final outcome should not have a material effect on the Company's consolidated results of operations or financial position.

Note 11 - Subsequent Events

On August 31, 2026, the Company, as borrower, and certain of its wholly-owned direct and indirect domestic subsidiaries, as guarantors, entered into a Second Amended and Restated Credit Agreement effective as of that date (the "Credit Agreement"), which amended and restated the Company's prior Amended and Restated Credit Agreement, dated November 15, 2021 (as amended from time to time).

The Credit Agreement provides for a senior unsecured revolving credit facility in an initial aggregate principal amount of up to \$250 million (the "Revolver"), including a \$25 million sublimit for the issuance of standby letters of credit and a \$25 million sublimit for swingline loans (collectively, the "Credit Facility"). The Credit Facility also includes an accordion feature permitting the Company, with the consent of the administrative agent, to increase the Credit Facility by up to \$250 million in the aggregate with one or more incremental senior term loans or an increase in the revolving commitments under the Revolver. The Credit Facility has a term of five years and will mature on August 31, 2031.

Borrowings under the Credit Facility bear interest, at the Company's election, based on either the Term SOFR Rate plus the Applicable Margin or the Base Rate plus the Applicable Margin, each as defined in the Credit Agreement.

The Credit Agreement contains customary affirmative and negative covenants, including financial covenants requiring (i) a maximum Total Funded Debt to Capitalization Ratio tested quarterly of no greater than 50% and (ii) maintenance of Minimum Tangible Net Worth at all times of \$1.5 billion plus 50% of consolidated net income (if net income is positive), less permitted restricted payments for each fiscal quarter after May 30, 2026.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" is provided to assist readers in understanding the Company's financial performance during the periods presented and significant trends that may impact the Company's future performance. The following should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II Item 7 of the Company's Annual Report on Form 10-K for its fiscal year ended May 30, 2026 (the "2026 Annual Report"), and the accompanying financial statements and notes included in Part II Item 8 of the 2026 Annual Report and in [Part I Item 1](#) of this Quarterly Report on Form 10-Q ("Quarterly Report").

This Quarterly Report contains numerous forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act") relating to our business, including potential future supply of and demand for our products, potential future corn and soybean price trends, potential future impact on our business of highly pathogenic avian influenza ("HPAI"), estimated future production data, expected construction schedules, projected construction costs, potential future impact on our business of inflation and changing interest rates, potential future impact on our business of new legislation, rules or policies, potential outcomes of legal proceedings, including loss contingency accruals and factors that may result in changes in the amounts recorded, other projected operating data, including anticipated results of operations and financial condition, and potential future cash returns to stockholders including the timing and amount of any repurchases under our share repurchase program. Such forward-looking statements are identified by the use of words such as "believes," "intends," "expects," "hopes," "may," "should," "plans," "projected," "contemplates," "anticipates," or similar words. Actual outcomes or results could differ materially from those projected in the forward-looking statements. The forward-looking statements are based on management's current intent, belief, expectations, estimates, and projections regarding the Company and its industry. These statements are not guarantees of future performance and involve risks, uncertainties, assumptions, and other factors that are difficult to predict and may be beyond our control. The factors that could cause actual results to differ materially from those projected in the forward-looking statements include, among others, (i) changes in wholesale shell egg market prices, (ii) changes in the demand for shell eggs and our prepared foods offerings, (iii) increases in feed costs for our shell egg operations as well as increases in input costs for prepared foods, (iv) our ability to predict and meet demand for cage-free and other specialty eggs, (v) the risks and hazards inherent in shell egg, egg products and prepared foods operations (including, as applicable, disease, pests, weather conditions, and potential for product recall), including but not limited to the current outbreak of HPAI affecting poultry in the U.S., Canada and other countries that was first detected in commercial flocks in the U.S. in February 2022 and that impacted our flocks in the third and fourth quarters of fiscal 2024 and again in March 2026, (vi) risks, changes, or obligations that could result from our recent or future acquisition of new flocks or businesses, such as our acquisition of Echo Lake Foods completed June 2, 2025, and risks or changes that may cause conditions to completing a pending acquisition not to be met, (vii) our ability to successfully integrate and manage recently acquired businesses, like Echo Lake Foods, and realize the expected benefits of such acquisitions, including synergies, cost savings, reduction in earnings volatility, margin expansion, financial returns, expanded customer relationships, or sales or growth opportunities, (viii) our ability to produce, supply and distribute shell eggs and prepared foods efficiently and reliably, (ix) our ability to compete effectively with existing competitors and new market entrants, retain existing customers, acquire new customers and grow our product mix including our prepared foods product offerings, (x) the impacts of government, customer and consumer reactions to high market prices for eggs, including, without limitation, potential new or expanded government regulations, (xi) risks relating to potential changes in inflation, interest rates and trade and tariff policies, (xii) the loss or expiration of any registered trademarks or other intellectual property that we use in our business, (xiii) adverse results in pending litigation and other legal matters, and (xiv) global instability, including as a result of geopolitical conflicts and other uncertainties and (xv) the risk factors set forth in Part I Item 1A Risk Factors of our 2026 Annual Report, as well as those included in other reports we file from time to time with the Securities and Exchange Commission (the "SEC") (including our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K). The actual timing, number and value of shares repurchased under our share repurchase program will be determined by management in its discretion and will depend on a number of factors, including but not limited to, the market price of our Common Stock and general market and economic conditions. The share repurchase program may be suspended, modified or discontinued at any time without prior notice. Readers are cautioned not to place undue reliance on forward-looking statements because, while we believe the assumptions on which the forward-looking statements are based are reasonable, there can be no assurance that these forward-looking statements will prove to be accurate. Further, forward-looking statements included herein are made only as of the respective dates thereof, or if no date is stated, as of the date hereof. Except as otherwise required by law, we disclaim any intent or obligation to update publicly these forward-looking statements, whether because of new information, future events, or otherwise.

COMPANY OVERVIEW

Cal-Maine Foods, Inc. (“Cal-Maine Foods,” the “Company,” “we,” “us,” “our”) is the largest egg company in the U.S. and a leading player in the egg-based food industry, headquartered in Ridgeland, Mississippi. With a strong national footprint, Cal-Maine Foods provides nutritious, affordable, and sustainable protein to millions of households every day.

The Company’s shell egg portfolio spans the full egg value ladder—from conventional to specialty, including cage-free, nutritionally enhanced, organic, brown, pasture-raised and free-range eggs—serving retail, foodservice, and industrial customers nationwide. Cal-Maine Foods also participates in the growing prepared foods sector, with offerings such as pre-cooked egg patties, omelets, folded and scrambled egg formats, hard-cooked eggs, pancakes, waffles, and specialty wraps. Our branded portfolio includes Eggland’s Best®, Land O’Lakes®, Farmhouse Eggs®, 4Grain®, Sunups®, Van’s®, MeadowCreek Foods®, and Crepini®.

We sell our products to a diverse group of customers located throughout the majority of the U.S., including national and regional grocery store chains, club stores, companies servicing independent supermarkets in the U.S., foodservice distributors serving restaurants, convenience stores, healthcare and education facilities, and hotels and food manufacturers and other customers that use our products as ingredients or inputs in further processing, and we aim to maintain efficient, state-of-the-art operations located close to our customers.

Our fiscal year ends on the Saturday closest to May 31. Each of the three-month periods ended on August 29, 2026 and August 30, 2025 included 13 weeks. All references herein to a fiscal year or quarter means our fiscal year or quarter, as applicable, and all references to a year mean a calendar year.

Our strategy includes three primary priorities: expanding specialty shell eggs and prepared foods, pursuing disciplined growth through acquisitions and leveraging our scale, vertical integration, operational excellence and financial strength.

Our operating results are materially impacted by market prices for eggs and feed grains (corn and soybean meal), which are highly volatile, independent of each other, and out of our control. Generally, higher market prices for eggs have a positive impact on our financial results while higher market prices for feed grains have a negative impact on our financial results.

We sell our shell eggs under market-based, hybrid, and cost-plus pricing arrangements. Hybrid arrangements incorporate both wholesale market prices and production costs. Cost-plus arrangements are based on production costs and include grain-based pricing. Approximately half of our conventional shell egg sales are priced based on wholesale market prices. The remaining approximately half are priced under hybrid and cost-plus arrangements, with grain-based pricing representing one form of cost-plus pricing. Most of our specialty shell egg sales are priced based on production costs, although some cage-free eggs are sold under market-based arrangements. As a result, specialty shell egg prices generally fluctuate less than conventional shell egg prices. We do not sell eggs directly to consumers or set retail egg prices.

Retail sales of shell eggs historically have been highest during the fall and winter months and lowest during the summer months. Prices for shell eggs fluctuate in response to seasonal demand factors and a natural increase in egg production during the spring and early summer. Historically, shell egg prices tend to increase with the start of the school year and tend to be highest prior to holiday periods, particularly Thanksgiving, Christmas and Easter. As a result, we have historically experienced, and may experience in the future, lower shell egg selling prices, sales volumes and shell egg sales (and have incurred, and may incur in the future, net losses) in our first and fourth fiscal quarters ending in August/September and May/June, respectively. For example, we incurred a net loss in the fourth quarter of fiscal 2026 and first quarter of fiscal 2027. Additionally, demand for specialty shell eggs may increase when conventional shell egg prices are significantly higher, resulting in higher sales volume for specialty shell eggs. Because of the seasonal and quarterly fluctuations, comparisons of our sales and operating results between different quarters within a single fiscal year are not necessarily meaningful comparisons.

Our industry has been greatly impacted by several outbreaks of HPAI in recent years. Following the HPAI outbreaks in 2015, there were no reported significant outbreaks of HPAI in the commercial table egg layer flocks until February through December 2022. Thereafter, there were no HPAI cases affecting commercial layers until November 2023. Since 2023, outbreaks of HPAI have continued to occur in U.S. poultry flocks. In 2024 and 2025, 40.2 million and 45.2 million commercial layer hens and pullets were depopulated due to HPAI, respectively. To date in 2026, through September 28, 2026, 19.2 million layer hens and pullets have been depopulated due to HPAI. However, the recent recovery of the layer hen population in the U.S. appears to be outweighing the impact of depopulation.

An important competitive advantage for Cal-Maine Foods is our ability to meet our customers' evolving needs with a favorable mix of branded and private-label products of conventional and specialty shell eggs, including cage-free, nutritionally enhanced, organic, brown, pasture-raised and free-range eggs, as well as prepared foods and egg products.

The Company previously operated as one operating and reportable segment. Effective in the fourth quarter of fiscal 2026, the Company determined its operations are organized into three reportable operating segments: (1) Conventional Shell Eggs; (2) Specialty Shell Eggs; and (3) Prepared Foods. As we expanded our prepared foods product offerings throughout fiscal 2026, these operating segments align with how the Company's management reviews operating results and makes decisions about resource allocation and strategic initiatives. All prior fiscal year periods have been recast to reflect the new reportable segments. For further information on our reportable segments, see [Note 9 – Segment Reporting](#) in Part I, Item 1. Notes to Condensed Consolidated Financial Statements.

ACQUISITIONS

Throughout our history, we have acquired other businesses in our industry. Since 1989, we have acquired and integrated 28 businesses. During the last completed fiscal year and to date in fiscal 2027, we have made the following significant acquisitions.

Effective July 10, 2026, the Company acquired the Eggland's Best® franchise territory in the Northeast for \$25 million. The acquisition gives the Company the exclusive right to distribute and sell *Egg-Land's Best®* and *Land O' Lakes®* branded eggs in Maine, Massachusetts, New Hampshire, Rhode Island, and select key areas in Vermont, New York, and Connecticut.

Effective May 12, 2026, we acquired certain assets of the Van's Foods ("Van's") business of Sara Lee Frozen Bakery, LLC for approximately \$24.8 million. The assets acquired are expected to help support our strategy to diversify our business model, grow in prepared foods business-to-retail, and deliver greater value across the supply chain.

Effective March 2, 2026, we acquired the shell egg, egg products, and prepared foods assets of Creighton Brothers LLC and its affiliate Crystal Lake LLC (collectively, "Creighton"), for approximately \$129.3 million. The acquired assets include commercial shell egg production and grading with capacity of approximately 3.2 million layers, including 500 thousand cage-free layers, and 865 thousand pullets, a feed mill, and 1,007 acres of land, as well as an egg products and hard-cooked egg processing facility located near Warsaw, Indiana. The transaction expands the geographic scale of our shell egg platform while also adding nearby liquid egg capacity that we believe will strengthen our integrated value chain.

Effective October 10, 2025, we acquired certain assets of Clean Egg, LLC ("Clean Egg") based in Langwood, Texas, for approximately \$23.7 million. The assets acquired included 677 thousand brown cage-free and free-range layers and pullets, and other inventory, machinery and equipment related to its contract production and egg processing business.

Effective June 2, 2025, we acquired Echo Lake Foods, LLC and certain related companies (collectively "Echo Lake Foods") for approximately \$289.5 million. Echo Lake Foods is based in Burlington, Wisconsin and produces, packages, markets and distributes prepared foods, including pre-cooked egg patties, omelets, folded and scrambled egg formats, pancakes and waffles. The acquisition has expanded our prepared foods product line and customer base. Our previously announced projects to increase efficiency and expand production capacity are ongoing and expected to continue throughout mid to late fiscal 2027.

EXECUTIVE OVERVIEW

For the first quarter of fiscal 2027, we recognized net sales of \$539.6 million and a net loss of \$56.2 million. We recorded a gross profit of \$403 thousand compared to \$311.3 million for the first quarter of fiscal 2026. The decrease in gross profit was a result of a decrease in the net average selling price of shell eggs, primarily conventional shell egg prices, and to a lesser extent, a decrease in volumes of specialty eggs sold and prepared food sales.

Our average conventional shell egg price per dozen for the first quarter of fiscal 2027 declined 59.3% compared to the first quarter of fiscal 2026. Average specialty shell egg price per dozen declined 10.7% compared to the first quarter of fiscal 2026. Egg prices have declined with the repopulation of the egg layer flock during fiscal 2026. According to the USDA, the size of the layer hen flock was 318.7 million hens at September 1, 2026, compared to the five-year average of 312.1 million hens. American Egg Board estimates the U.S. laying flock as of June 2026 at 336–343 million hens, based on producer assessment data collected across the commercial egg industry, materially above USDA's published estimate and further indicative of abundant egg supplies. According to the USDA, egg-type chicks hatched during August 2026 totaled 50.8 million, down 12 percent from August 2025.

In the first quarter of fiscal 2027, prepared foods accounted for \$63.0 million or 11.7% of our net sales. Prepared food sales for the first quarter of fiscal 2027 decreased \$9.4 million, compared to the first quarter of fiscal 2026, primarily due to temporary reductions in production volumes as we continue our production expansion and optimization efforts that began in mid-fiscal 2026.

Wholesale shell egg prices are volatile, cyclical, and impacted by a number of factors, including consumer demand, seasonal fluctuations, the number and productivity of laying hens in the U.S., outbreaks of agricultural diseases such as HPAI, severe weather patterns and retailers go-to-market strategies and how they manage their inventories. We believe the recent decline in wholesale egg prices primarily reflects improved egg supply, following disruptions associated with HPAI in fiscal year 2025. Compared to the first quarter of the prior fiscal year, improved pipeline availability appears to have reduced the need for accelerated purchasing or inventory builds by retailers and foodservice operators. As a result, wholesale shell egg prices have declined, while retail shell egg prices have adjusted more gradually.

RESULTS OF OPERATIONS

CONSOLIDATED RESULTS

	Thirteen Weeks Ended				
	August 29, 2026	August 30, 2025	August 31, 2024	2027 Compared to 2026 % Change	2026 Compared to 2025 % Change
Net sales	\$ 539,607	\$ 922,602	\$ 785,871	(41.5) %	17.4 %
Operating income (loss)	(82,165)	249,184	186,957	(133.0)	33.3
Total other income	7,969	14,081	10,996	(43.4)	28.1
Income tax expense (benefit)	(17,992)	64,158	48,363	(128.0)	32.7
Less: Net income (loss) attributable to noncontrolling interest	2,411	(233)	(386)	(1,134.8)	(39.6)
Net income (loss) attributable to Cal-Maine Foods, Inc.	<u>\$ (58,615)</u>	<u>\$ 199,340</u>	<u>\$ 149,976</u>	<u>(129.4) %</u>	<u>32.9 %</u>

Net Sales

Net sales for the first quarter of fiscal year 2027 was \$539.6 million compared to \$922.6 million in the first quarter of fiscal 2026, a decrease of \$383.0 million or 41.5%. The decrease was primarily due to the decrease in prices for conventional shell eggs, as the layer population recovered from the HPAI outbreaks. For further discussion, refer to “Segment Results” within this section.

Net sales for the first quarter of fiscal year 2026 was \$922.6 million compared to \$785.9 million in the first quarter of fiscal 2025, an increase of \$136.7 million or 17.4%. The increase was primarily due to acquisitions within our Prepared Foods segment as well as an increase in specialty volumes and increases in prices for conventional and specialty shell eggs.

Operating Income (Loss)

For the first quarter of fiscal 2027, operating loss was \$82.2 million compared to operating income of \$249.2 million in the first quarter of fiscal 2026, a decrease of \$331.3 million, or 133.0%. The decrease was primarily attributable to the loss within our Conventional Shell Eggs segment as the sales price declined from the comparable prior year period.

For the first quarter of fiscal 2026, operating income was \$249.2 million compared to operating income of \$187.0 million in the first quarter of fiscal 2025, an increase of \$62.2 million, or 33.3%. The increase was primarily attributable to the increase of sales prices for conventional and specialty shell eggs and contributions from our prepared foods segment.

Other Income (Expense)

Total other income (expense) consists of items not directly charged to, or related to, operations such as interest income and expense, equity in income or loss of unconsolidated entities, and patronage dividends, among other items. Patronage dividends are paid to us from our membership in the EB cooperative.

We recorded interest income of \$8.3 million in the first quarter of fiscal 2027, compared to \$13.0 million in the first quarter of fiscal 2026, primarily due to lower average cash and cash equivalents and investment securities available -for-sale balances. We recorded interest expense of \$247 thousand and \$150 thousand in the first quarter of fiscal 2027 and 2026, respectively, primarily related to commitment fees under our Credit Facility (defined below).

For the first quarter of fiscal 2026, we earned \$13.0 million of interest income compared to \$9.9 million for the same period of fiscal 2025, primarily due to higher average cash and cash equivalents and investment securities available -for-sale balances and higher yields. We recorded interest expense of \$150 thousand and \$160 thousand for the first quarters of fiscal 2026 and 2025, respectively, primarily related to commitment fees under our Credit Facility.

Income Taxes

For the first quarter of fiscal 2027, we recognized a pre-tax loss of \$74.2 million, compared to pre-tax income of \$263.3 million in the first quarter of fiscal 2026. We recorded an income tax benefit of \$18.0 million for the first quarter of fiscal 2027, reflecting an effective tax rate of 24.2%. For the first quarter of fiscal 2026, we recorded income tax expense of \$64.2 million, reflecting an effective tax rate of 24.4%. For the first quarter of fiscal 2025, we recorded income tax expense of \$48.4 million, reflecting an effective tax rate of 24.4%.

Items causing our effective tax rate to differ from the federal statutory income tax rate of 21% are state income taxes, certain federal tax credits and certain items included in income or loss for financial reporting purposes that are not included in taxable income or loss for income tax purposes, including tax exempt interest income, certain nondeductible expenses, and net income or loss attributable to noncontrolling interest.

Net Income (Loss) Attributable to Noncontrolling Interest

Net income attributable to noncontrolling interest was \$2.4 million for the first quarter of fiscal 2027 compared to net loss of \$233 thousand and \$386 thousand for the first quarter of fiscal 2026 and 2025, respectively. The increase in net income attributable to noncontrolling interest compared to the first quarter of fiscal 2026 was due to a 547% increase in sales volume from our joint venture Crepini Foods in connection with our ongoing expansion project.

Net Income (Loss) Attributable to Cal-Maine Foods, Inc.

Net loss attributable to Cal-Maine Foods, Inc. for the first quarter of fiscal 2027 was \$58.6 million, or \$1.26 per basic share, compared to Net income attributable to Cal-Maine Foods, Inc. of \$199.3 million, or \$4.13 per basic and \$4.12 per diluted share for the first quarter of fiscal 2026, and net income attributable to Cal-Maine Foods, Inc. for the first quarter of fiscal 2025 was \$150.0 million, or \$3.08 per basic and \$3.06 per diluted share.

SEGMENT RESULTS

Conventional Shell Eggs

	Thirteen Weeks Ended					
	August 29, 2026	August 30, 2025	August 31, 2024	2027 Compared to 2026 % Change	2026 Compared to 2025 % Change	
Net sales	\$ 201,683	\$ 498,433	\$ 472,350	(59.5) %	5.5 %	
Cost of sales	250,481	312,205	308,879	(19.8)	1.1	
Selling, general and administrative	22,247	17,992	17,956	23.6	0.2	
Segment income (loss)	\$ (71,045)	\$ 168,236	\$ 145,515	(142.2) %	15.6 %	

First Quarter - Fiscal 2027 compared to fiscal 2026

- Net sales decreased \$296.8 million, or 59.5% compared to the first quarter of fiscal 2026, primarily due to a decrease of 59.3% in prices for conventional shell eggs, resulting in a \$293.3 million decrease in net sales. Volumes for conventional shell eggs were relatively flat compared to the first quarter of fiscal 2026.
- Cost of sales decreased \$61.7 million, or 19.8% compared to the first quarter of fiscal 2026, primarily due to a 19.2% decrease in the cost per dozen sold. Cost per dozen sold decreased primarily due to a 53.9% decrease in the price and a 30.6% decrease in volume of outside egg purchases compared to the prior period.
- Selling, general, and administrative expenses increased \$4.3 million, or 23.6% compared to the first quarter of fiscal 2026, due to a \$3.2 million increase in delivery expenses primarily due to rising fuel costs as well as the addition of Creighton.

First Quarter - Fiscal 2026 compared to fiscal 2025

- Net sales increased \$26.1 million, or 5.5% compared to the first quarter of fiscal 2025, primarily due to an increase of 2.8% in prices for conventional shell eggs, resulting in a \$13.7 million increase in net sales, as well as an increase of 2.6% in conventional shell egg dozens sold, resulting in a \$12.4 million increase in net sales.
- Cost of sales increased \$3.3 million, or 1.1% compared to the first quarter of fiscal 2025, primarily due to a 2.6% increase in dozens sold, partially offset by a 1.5% decrease in cost per dozen sold.

Specialty Shell Eggs

	Thirteen Weeks Ended				
				2027 Compared to	2026 Compared to
	August 29, 2026	August 30, 2025	August 31, 2024	2026 % Change	2025 % Change
Net sales	\$ 236,932	\$ 275,590	\$ 247,706	(14.0) %	11.3 %
Cost of sales	197,623	184,575	168,890	7.1	9.3
Selling, general and administrative	24,372	26,819	24,923	(9.1)	7.6
Segment income	\$ 14,937	\$ 64,196	\$ 53,893	(76.7) %	19.1 %

First Quarter - Fiscal 2027 compared to fiscal 2026

- Net sales decreased \$38.7 million, or 14.0% compared to the first quarter of fiscal 2026, primarily due to a decrease of 10.7% in prices of specialty shell eggs, resulting in a \$28.3 million decrease in net sales as well as a 3.8% decrease in specialty dozens sold, resulting in a \$10.4 million decrease in net sales. The prior-year period benefited from atypical pricing relationships between conventional and specialty shell eggs that temporarily accelerated demand for certain specialty shell egg categories. During the first quarter of fiscal 2027, lower volumes reflected a more historically typical demand relationship across the conventional and shell egg categories.
- Cost of sales increased \$13.0 million, or 7.1% compared to the first quarter of fiscal 2026, primarily due to an 11.3% increase in the cost per dozen sold attributable to increase feed and production costs, partially offset by a decrease of 3.8% in sales volume.
- Selling, general, and administrative expenses decreased \$2.4 million, or 9.1% compared to the first quarter of fiscal 2026, primarily due to a \$3.2 million marketing expense reimbursement, partially offset by higher delivery costs due to rising fuel.

First Quarter - Fiscal 2026 compared to fiscal 2025

- Net sales increased \$27.9 million, or 11.3% compared to the first quarter of fiscal 2025, primarily due to an increase of 8.5% in specialty dozens sold, resulting in a \$21.1 million increase in net sales as well as a 2.5% increase in prices of specialty shell eggs, resulting in a \$6.8 million increase in net sales.

- Cost of sales increased \$15.7 million, or 9.3% compared to the first quarter of fiscal 2025, primarily due to an 8.5% increase in sales volume.
- Selling, general, and administrative expenses increased \$1.9 million, or 7.6% compared to the first quarter of fiscal 2026, primarily due to a \$1.3 million increase in delivery charges as specialty dozens sold increased 8.5% compared to fiscal 2025.

Prepared Foods

	Thirteen Weeks Ended			2027 Compared to	2026 Compared to
	August 29, 2026	August 30, 2025	August 31, 2024	2026 % Change	2025 % Change
Net sales	\$ 62,995	\$ 72,368	\$ —	(13.0) %	N.M. %
Cost of sales	48,346	53,471	—	(9.6)	N.M.
Selling, general and administrative	6,807	5,676	—	19.9	N.M.
Segment income	\$ 7,842	\$ 13,221	\$ —	(40.7) %	N.M. %

N.M. – Not Meaningful

First Quarter - Fiscal 2027 compared to fiscal 2026

- Net sales decreased \$9.4 million, or 13.0% compared to the first quarter of fiscal 2026, primarily due to a 19.3% decrease in pounds sold, which had a \$14.0 million impact on net sales, partially offset by a 7.9% increase in price, which had a \$4.6 million impact on net sales. The decrease in volumes is primarily due to temporary reductions in production volumes as we continue our production expansion projects and production optimization efforts that began in mid-fiscal 2026.
- Cost of sales decreased \$5.1 million, or 9.6% compared to the first quarter of fiscal 2026, primarily due to decreased sales volume of 19.3%, partially offset by a 12.1% increase in the cost per pound sold, due to higher operating costs to support our production capacity expansion projects and lower sales volumes.
- Selling, general, and administrative expenses increased \$1.1 million, compared to the first quarter of fiscal 2026, primarily due to increased delivery charges due to rising fuel costs.

Unallocated Income (Expenses)

	Thirteen Weeks Ended			2027 Compared to	2026 Compared to
	August 29, 2026	August 30, 2025	August 31, 2024	2026 % Change	2025 % Change
Other - segment income (loss)	\$ (8,374)	\$ 12,219	\$ 2,874	(168.5) %	325.2 %
Unallocated corporate SG&A					
(a)	(24,609)	(16,072)	(16,996)	53.1	(5.4)
Gain (loss) on involuntary conversions	—	7,488	(146)	(100.0)	(5,228.8)
Gain (loss) on disposal of fixed assets	(916)	(104)	1,817	780.8	(105.7)

- (a) Unallocated corporate selling, general and administrative (“SG&A”) expenses primarily consists of unallocated corporate overhead costs, administrative expenses, and amortization that are not directly related or allocated to the operating segments.

First Quarter - Fiscal 2027 compared to fiscal 2026

- Other – segment loss was \$8.4 million, a decrease of \$20.6 million, or 168.5% compared to the first quarter of fiscal 2026. The decrease was primarily due to a 65.3% decrease in egg products sales prices, partially offset by a 56.2% increase in egg products volumes.
- Unallocated corporate SG&A increased \$8.5 million, or 53.1%, compared to the first quarter of fiscal 2026, primarily due to an increase in insurance expenses and an increase in legal and professional fees, partially offset by a \$2.5 million reduction in contingent liability earn-out for Fassio.
- In the first quarter of fiscal 2026, we recognized a \$7.5 million gain on involuntary conversions related to business interruption insurance recoveries associated with a weather-related event that occurred in fiscal 2021.

First Quarter - Fiscal 2026 compared to fiscal 2025

- Other – segment income increased \$9.3 million, or 325.2% compared to the first quarter of fiscal 2025. The increase was primarily due to a 35.9% increase in egg products sales price and an 8.3% increase in egg products sales volume.
- Unallocated corporate SG&A decreased \$924 thousand, or 5.4%, compared to the first quarter of fiscal 2025, due to a decrease in insurance expense, slightly offset by higher legal and professional fees as well as additional amortization of intangibles that were acquired from our acquisition in the first quarter of fiscal 2026.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital and Current Ratio

Our working capital was \$1.3 billion at August 29, 2026, compared to \$1.4 billion at May 30, 2026. The calculation of working capital is defined as current assets less current liabilities. Our current ratio was 7.7 at August 29, 2026 and at May 30, 2026. The current ratio is calculated by dividing current assets by current liabilities.

Cash Flows Provided by (Used In) Operating Activities

For the thirteen weeks ended August 29, 2026, \$101.4 million in net cash was used in operating activities, compared to \$278.6 million provided by operating activities for the comparable period in fiscal 2026. The decrease in cash flow from operating activities resulted primarily from a decrease in cash collections from customers as a result of decreased prices of shell eggs compared to the prior fiscal year period.

Cash Flows Provided by (Used in) Investing Activities

For the thirteen weeks ended August 29, 2026, \$110.7 million in net cash was provided by investing activities, primarily relating to sales of investment securities, compared to \$409.7 million used in investing activities in the same period of fiscal 2026, primarily related to the Echo Lake acquisition. Purchases of investment securities were \$49.6 million during the thirteen weeks ended August 29, 2026, and sales and maturities of investment securities were \$211.8 million. Sales and maturities of investment securities were \$181.1 million in the prior fiscal year period while purchases of investment securities were \$270.3 million during the period. Cash paid for the EB franchise territory acquisition was \$25 million in the thirteen weeks ended August 29, 2026. Cash paid for business acquisitions, net was \$275.3 million in the prior-year period, related to the Echo Lake acquisition. Purchases of property, plant and equipment were \$26.6 million and \$45.3 million in the first quarter of fiscal 2027 and 2026, respectively, primarily reflecting progress on our construction projects.

Cash Flows Used in Financing Activities

For the thirteen weeks ended August 29, 2026, \$5.1 million in net cash was used in financing activities, compared to \$114.2 million used in financing activities in the same prior fiscal year period, primarily relating to payment of dividends in the first quarter of fiscal 2026. Purchases of common stock by treasury were \$5.1 million during the thirteen weeks ended August 29, 2026, primarily due to the repurchase of common stock under the Company's share repurchase program. There were no dividends paid in the first quarter of fiscal 2027, compared to \$114.2 million paid in the same period of fiscal 2026.

Net Change in Cash and Cash Equivalents

As of August 29, 2026, cash, cash equivalents and restricted cash increased \$4.2 million since May 30, 2026, compared to a decrease of \$245.3 million during the same period of fiscal 2026. The increase during the first quarter of fiscal 2027 is primarily due to sale and maturities of investment securities, offset by the cash used in operations. The decrease during the first quarter of fiscal 2026 was primarily due to the use of cash for the Echo Lake Foods.

Credit Facility

On November 15, 2021, we entered into an Amended and Restated Credit Agreement that provided for a senior secured revolving credit facility, in an initial aggregate principal amount of up to \$250 million with a five-year term expiring November 31, 2026.

On August 31, 2026, we entered into a Second Amended and Restated Credit Agreement effective as of that date (the “Credit Agreement”), which amended and restated the Company’s Amended and Restated Credit Agreement, dated November 15, 2021 (as amended from time to time). The Credit Agreement provides us with a senior unsecured revolving credit facility with an initial aggregate principal amount of up to \$250 million (the “Revolver”), including a \$25 million sublimit for the issuance of standby letters of credit and a \$25 million sublimit for swingline loans (collectively, the “Credit Facility”). In addition, the Credit Facility includes an accordion feature permitting us, with the consent of the administrative agent, to increase the Credit Facility by up to \$250 million in the aggregate with one or more incremental senior term loans or an increase in revolving commitments under the Revolver. The Credit Facility has a term of five years and will mature on August 31, 2031. As of September 30, 2026, no amounts were borrowed under the Credit Facility and we had \$5.9 million in outstanding standby letters of credit issued under our Credit Facility for the benefit of certain insurance companies. Refer to Part I, Item 1. Notes to Condensed Consolidated Financials, [Note 11 – Subsequent Events](#), for further information regarding the Credit Facility and the Credit Agreement.

Share Repurchase Program

In February 2025, the Company’s Board of Directors (the “Board”) approved a \$500 million share repurchase program. The share repurchase program authorizes the Company, in management’s discretion, to repurchase shares of our common stock from time to time for an aggregate purchase price up to \$500 million (exclusive of any fees, taxes, commissions or other expenses related to such repurchases), subject to market conditions and other factors. The actual timing, number and value of shares repurchased under the program will be determined by management in its discretion and will depend on a number of factors, including, but not limited to, the market price of our common stock and general market and economic conditions. The Company repurchased 66,601 during the first quarter of fiscal 2027 and no shares during the first quarter of fiscal 2026 under the program. As of the end of the first quarter of fiscal 2027, we had remaining authorization to purchase up to \$315.7 million under the repurchase program. See [Part II, Item 2. Unregistered Sales of Equity Securities and Use of Proceeds](#) for further information. Subsequent to the first quarter of fiscal 2027, the Company repurchased an additional \$14.9 million in shares under the program as of September 24, 2026.

The Company expects to strategically and opportunistically repurchase shares from time to time through solicited or unsolicited transactions in the open market, in privately negotiated transactions or by other means in accordance with securities laws. The Company expects that share repurchases under the program will be funded from existing cash balances and future free cash flow. The share repurchase program does not obligate the Company to repurchase any specific amount of shares, does not have an expiration date, and may be suspended, modified or discontinued at any time without prior notice.

Dividends

In accordance with our variable dividend policy, we will not pay a cash dividend to holders of our Common Stock with respect to our first quarter of fiscal 2027. The Company will not pay a dividend for a subsequent profitable quarter until the Company is profitable on a cumulative basis computed from the date of the last quarter in which a dividend was paid. At the end of the first quarter of fiscal 2027, the amount of cumulative losses to be recovered before payment of a dividend was \$94.5 million. Refer to Part I, Item 1. Notes to Condensed Consolidated Financials, [Note 1 – Summary of Significant Accounting Policies](#), for further information regarding our variable dividend policy.

Material Cash Requirements

Material cash requirements for operating activities primarily consist of feed ingredients, processing, packaging and warehouse costs, employee related costs, maintenance capital expenditures and other general operating expenses. Our material cash

requirements for growth capital expenditures consist primarily of our construction projects to increase our production capacity of prepared foods and cage-free shell egg production. We believe our current cash balances, investments, projected cash flows from operations, and available borrowings under our Credit Facility will be sufficient to fund our cash needs for at least the next 12 months and to fund our capital commitments currently in place thereafter. Future acquisitions of businesses may require additional financing.

IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

For information on changes in accounting principles and new accounting principles, see “*New Accounting Pronouncements and Policies*” in [Note 1 - Summary of Significant Accounting Policies](#) of the Notes to Condensed Consolidated Financial Statements included in this Quarterly Report.

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are those estimates made in accordance with U.S. generally accepted accounting principles that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on our financial condition or results of operations. There have been no changes to our critical accounting estimates identified in our 2026 Annual Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our exposure to market risk during the thirteen weeks ended August 29, 2026 from the information provided in Part II Item 7A, Quantitative and Qualitative Disclosures About Market Risk in our 2026 Annual Report.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on an evaluation of our disclosure controls and procedures conducted by our Chief Executive Officer and Chief Financial Officer, together with other financial officers, such officers concluded that our disclosure controls and procedures were effective as of August 29, 2026 at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended August 29, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Refer to the discussion of certain legal proceedings involving the Company and/or its subsidiaries in (i) our 2026 Annual Report, Part I Item 3 Legal Proceedings, and Part II Item 8, Notes to Consolidated Financial Statements and Supplementary Data, Note 16 - Commitments and Contingencies, and (ii) in this Quarterly Report in [Note 10 - Commitments and Contingencies](#) of the Notes to Condensed Consolidated Financial Statements, which discussions are incorporated herein by reference.

ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors previously disclosed in the 2026 Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table is a summary of our first quarter fiscal 2027 share repurchases:

Period	Issuer Purchases of Equity Securities			
	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans Or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (b)
05/31/26 to 06/27/26	66,601	\$ 74.76	66,601	\$ 315,747,008
06/28/26 to 07/25/26	271	87.25	—	—
07/26/26 to 08/29/26	720	78.30	—	—
	67,592	\$ 74.85	66,601	\$ 315,747,008

(a) As permitted under our Amended and Restated 2012 Omnibus Long-Term Incentive Plan, 991 shares were withheld by us during the quarter as reflected in this column to satisfy tax withholding obligations for employees in connection with the vesting of restricted common stock.

(b) In February 2025, the Company announced a \$500 million share repurchase program. The share repurchase program authorizes the Company, in management's discretion, to repurchase shares of our common stock from time to time for an aggregate purchase price up to \$500 million (exclusive of any fees, taxes, commissions or other expenses related to such repurchases), subject to market conditions and other factors. The share repurchase program does not obligate the Company to repurchase any specific amount of shares, does not have an expiration date, and may be suspended, modified or discontinued at any time without prior notice.

ITEM 5. OTHER INFORMATION

During the first quarter of fiscal 2027, no director or officer of the Company adopted or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as such terms are defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS

Exhibits

<u>No.</u>	<u>Description</u>
3.1	Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 4.1 in the Registrant's Form S-3, filed April 15, 2025, Registration No. 333-286548)
3.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K, filed March 27, 2025)
10.1	Second Amended and Restated Credit Agreement, dated August 31, 2026, among Cal-Maine Foods, Inc., the Guarantors, the Lenders and BMO Bank N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K, filed September 2, 2026)
31.1*	Rule 13a-14(a) Certification of the Chief Executive Officer
31.2*	Rule 13a-14(a) Certification of the Chief Financial Officer
32**	Section 1350 Certification of the Chief Executive Officer and the Chief Financial Officer
101.SCH*+	Inline XBRL Taxonomy Extension Schema Document
101.CAL*+	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*+	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*+	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*+	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)
*	Filed herewith as an Exhibit.
**	Furnished herewith as an Exhibit.
+	Submitted electronically with this Quarterly Report.

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.

CAL-MAINE FOODS, INC.
(Registrant)

Date: September 30, 2026

/s/ Max P. Bowman

Max P. Bowman

Vice President, Chief Financial Officer
(Principal Financial Officer)

Date: September 30, 2026

/s/ Matthew S. Glover

Matthew S. Glover

Vice President – Accounting
(Principal Accounting Officer)

Certification
Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934,
As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Sherman L. Miller, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cal-Maine Foods, 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(s) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Sherman L. Miller

Sherman L. Miller

President and Chief Executive Officer

Date: September 30, 2026

Certification
Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934,
As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Max P. Bowman, certify that

1. I have reviewed this Quarterly Report on Form 10-Q of Cal-Maine Foods, 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(s) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Max P. Bowman

Max P. Bowman

Vice President and Chief Financial Officer

Date: September 30, 2026

**Certifications Pursuant to 18 U.S.C. §1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Solely for the purposes of complying with 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, we, the undersigned Chief Executive Officer and Chief Financial Officer of Cal-Maine Foods, Inc. (the “Company”), hereby certify, based on our knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarter ended August 29, 2026 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Sherman L. Miller

Sherman L. Miller

President and Chief Executive Officer

/s/ Max P. Bowman

Max P. Bowman

Vice President and Chief Financial Officer

Date: September 30, 2026

