Three 14-pallet EO sterilizers recently installed at a customer facility.

2025 ANNUAL REPORT

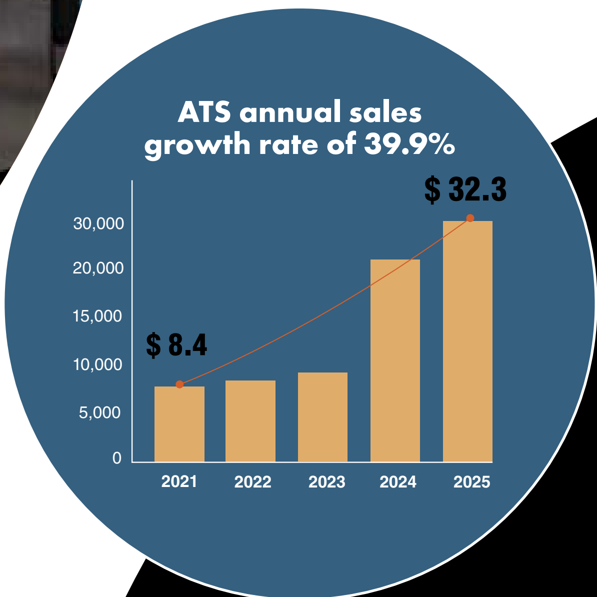
TABLE OF CONTENTS

BULK EO STERILIZERS CURRENTLY IN PRODUCTION

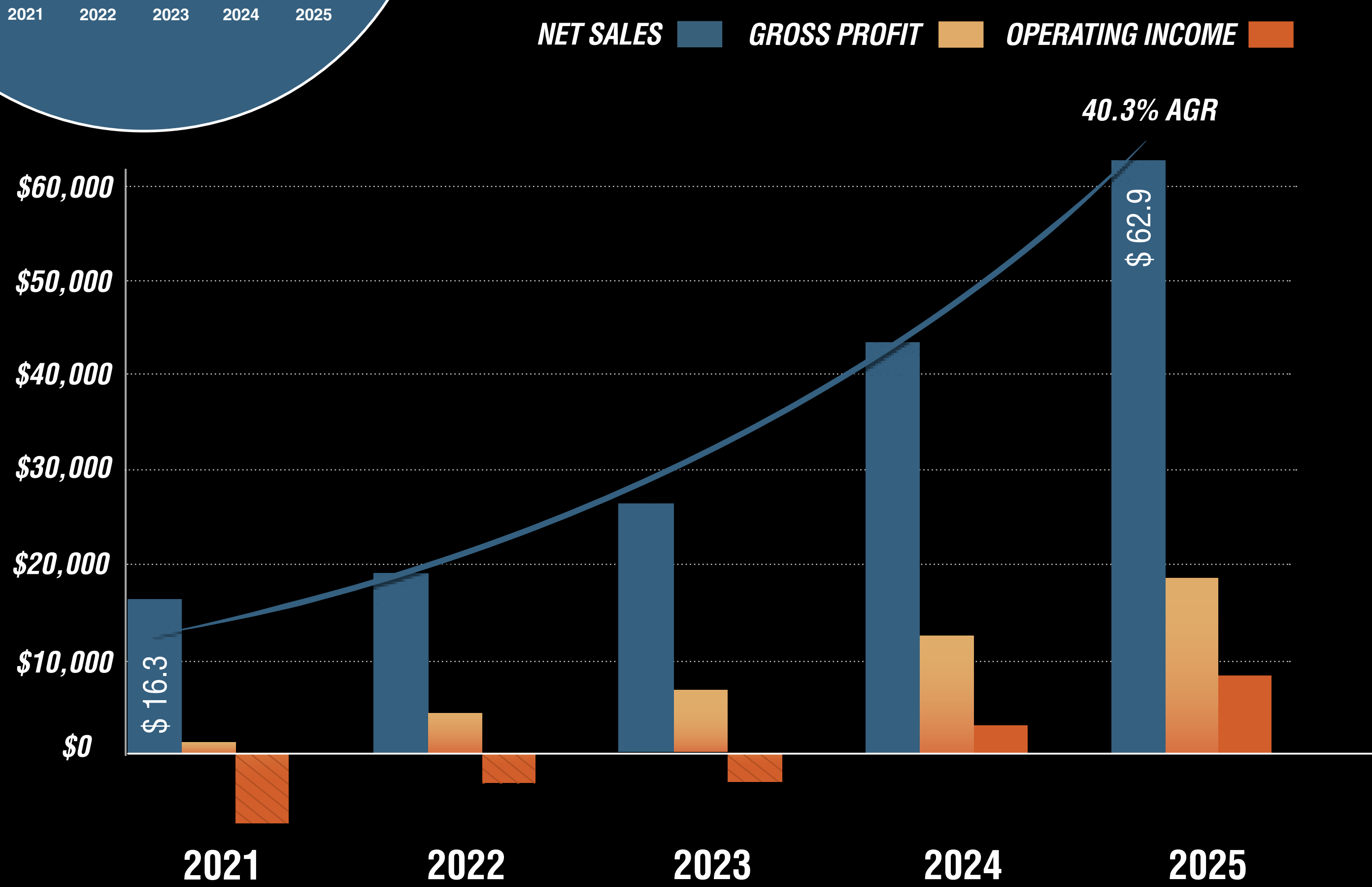
LETTER TO THE SHAREHOLDERS

We are pleased to report that ETC's fiscal results once again show increases in net sales, gross profit margins, operating income and net income. These results reflect positive growth in each of our business units. Net sales in fiscal 2025 increased 45.3% to $62.9 million, from $43.3 million in fiscal 2024. Gross profit increased 48.7% to $18.5 million, from $12.5 million in the prior year, and operating income increased 178.7% to $8.3 million, compared to $3.0 million in the prior year. Net income in fiscal 2025 increased to $13.1 million or $0.75 diluted earnings per share, compared to $1.8 million, or $0.09 diluted earnings per share in fiscal 2024. I am particularly excited to share with you that net income was positively impacted by the reversal of a $5.9 million valuation allowance against the Company's deferred tax asset, which was established several year's ago. At that time, it was deemed more likely than not that ETC would not have sufficient earnings to utilize the deferred tax asset created from its existing Net Operating Loss Carryforwards. Because of our positive performance, it is now more likely than not that ETC will have sufficient earnings to utilize its remaining Federal Net Operating Loss Carryforwards and therefore reversed the valuation allowance. These increases in sales and profitability were driven in large part by ETC's $108.9 million sales backlog entering fiscal 2025. We continue to be positioned well with a backlog of $87.2 million entering fiscal 2026, and once again, a strong pipeline of opportunities.

During fiscal 2025, ETC continued to execute on an $85.4 million international contract award for an aeromedical center. The contract includes the Company serving as general contractor for the building and all related facilities, in addition to supplying an authentic tactical flight simulator ("ATFS-400-25"), GL-1500 spatial disorientation trainer, altitude chamber, ejection seat simulator, night vision/night vision goggle training system, and a water survival system. The contract requires milestone payments based on the percentage of aeromedical center completion and delivery of equipment. At February 28, 2025, ETC had $22.6 million in costs in excess of billing and had accounts receivable of $3.3 million related to this project. Subsequent to year-end, ETC has received payment for the entire $3.3 million receivable. This combined with additional international orders for our Aircrew Training Systems ("ATS") business unit and a 7.1% increase in net sales for our Simulation unit resulted in an Aerospace segment sales increase of 39.1% over net sales in fiscal 2024.



Gross profit increased 48.7% to $18.5 million, from $12.5 million in the prior year, and operating income increased 178.7%



ETC's Sterilizer Systems business unit received additional significant orders during fiscal 2025, driving an increase in Sterilizer Systems net sales, to another record year of $21.8 million, an increase of 51.3% over the prior year. In addition, ETC's Environmental Test and Simulation Systems ("ETSS") business unit, increased net sales by 69.6%, which when combined with Sterilizers, increased the Commercial/Industrial Systems segment sales by 54.6%.

During fiscal 2025, ETC's ATS business unit focused on training capability enhancements and cost reduction in its fixed and rotary wing flight simulator based products. ATS also began testing, validating and integrating mixed reality goggles to its Spatial Disorientation product line as well as developing a small footprint, low-cost and high-performance force-feedback system flight controls compatible with all ATS products. Additionally, to eliminate software licensing costs, ATS began the software development of its own 2D map and an Avionics Interface suite to be deployed on its low cost product line.

ETC Simulation has developed an advanced airfield driving simulator suite for a major US airport including airport terrain, ground vehicle traffic and aircraft traffic. For another major US airport, we added airport tug and aircraft push operations to their existing Aircraft Rescue and Fire Fighting ("ARFF") simulator. In partnership with Rosenbauer International AG, we have delivered a variety of airport fire truck and ladder truck simulators for their clients. For Oshkosh Corporation, we produced desktop ARFF simulators. Simulations for airbase emergency and security response are in production including the use of VR. In addition, ETC Simulation is in the final stage of delivering a training center for a Middle East oil industry client to train and assess their emergency response organization. All of these simulations use ETC Simulation's renowned Advanced Disaster Management Simulation ("ADMS") software platform.

ATS ADVANCES ITS SPATIAL DISORIENTATION CAPABILITIES WITH THE INTEGRATION AND VALIDATION OF MIXED REALITY GOGGLES.

SIMULATION OF A MAJOR HAZMAT INCIDENT INVOLVING A DERAILED TRAIN USING ADMS.

ETC Sterilizer Systems remains on a consistent path of engineering excellence, continuing to advance its core mechanical technologies—most notably, the fully integrated chain drive conveyance system. Our strategic focus remains firmly on control systems and software development, ensuring that our solutions evolve in parallel with emerging regulatory requirements.

As facility designs adapt to meet the latest government standards, ETC systems continue to provide end-to-end control and real-time reporting throughout the entire sterilization cycle—from preconditioning through sterilization and aeration. Key capabilities include automated product conveyance between process segments, eliminating manual handling, and maintaining precise control over critical parameters such as air quality, airflow, and differential pressure within the sterilization environment.

ETC sterilizer systems continue to play a critical role in supporting key projects worldwide. Our technologies are currently deployed with leading medical device manufacturers in Mexico, Costa Rica, and Singapore, as well as in various locations across the United States.

Our Environmental Test and Simulation Systems ("ETSS") unit is currently completing the start-up and commissioning of a full vehicle racing test cell equipment project. This equipment will allow the customer to precisely recreate the engine intake air temperature, humidity and pressure conditions from historical race data. With this capability, they can fine tune the engines, increasing engine power production. In addition, the system will provide the ability to simulate anticipated environmental conditions for upcoming racing locations further improving engine tuning. ETSS is also beginning the testing phase of an alternate refrigerant heat pump test facility. This facility will be capable of simulating extreme temperature and humidity conditions for testing water-source type heat pumps up to 300 kW in capacity. These heat pumps utilize very low GWP refrigerants (A2L) which are becoming the primary refrigerants used in commercial and industrial HVAC equipment.

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Continued technological development of ETC's product have expanded our customer base through our tradition of "Quality through Integrity and Technology". Although there are uncertainties with respect to the effect of possible tariffs, with another strong backlog and healthy pipeline of opportunities, we anticipate another strong year in fiscal 2026. Growth in net sales, gross profit and operating income over the last five years, particularly in ATS and Sterilizer Systems, but also in our other business units, reflects the hard team-work of ETC's dedicated employees and the loyalty, passion and pursuit of excellence exhibited by all. We express gratitude to our shareholders for your continued support and our thanks to the loyal suppliers and customers that make this growth possible.

Robert L. Laurent, Jr.
Chief Executive Officer and President

George K. Anderson, M.D.
Chairman

FINANCIAL REVIEW

(in thousands, except per share information)

	Fiscal year ended	
	February 28, 2025	February 23, 2024
Net sales	$ 62,943	$ 43,307
Gross profit	18,523	12,459
Operating income	8,263	2,965
Net income	13,063	1,820
Per share information:		
Basic earnings per common and participating share:		
Distributed earnings per share:		
Common	$ -	$ -
Preferred	$ 0.08	$ 0.08
Undistributed earnings per share:		
Common	$ 0.81	$ 0.09
Preferred	$ 0.81	$ 0.09
Diluted earnings per share	$ 0.75	$ 0.09
Working capital	$ 19,658	$ 8,741
Total long-term debt obligations	14,468	12,078
Total assets	60,233	43,941
Total shareholders' equity	13,222	936
Weighted average common and participating shares:		
Basic	15,572	15,569
Diluted	16,655	15,569

When used in this Annual Report to Shareholders, except where the context otherwise requires, the terms "we", "us", "our", "ETC", and the "Company" refer to Environmental Tectonics Corporation and its subsidiaries.

We have never paid any cash dividends on our Common Stock and do not anticipate that any cash dividends will be declared or paid on our Common Stock in the foreseeable future.

Dividends on the Company's Series E Convertible Preferred Stock ("Preferred Stock") accrue according to the terms of the Preferred Stock and, when paid, are paid in cash. The Preferred Stock is currently entitled to receive cumulative dividends at the rate of four percent (4%) per year, in preference to the holders of the Company's Common Stock with respect to dividends. Preferred Stock dividends accrued as of February 28, 2025, which totaled $5.8 million, remained unpaid as of June 9, 2025, the date of issuance of our consolidated financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Discussions of some of the matters contained in this Annual Report to Shareholders include forward-looking statements that may involve risks and uncertainties. Some of these discussions are contained in the Letter to the Shareholders, and some are contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations". We have based these forward-looking statements on our current expectations and projections about future events or future financial performance, which include implementing our business strategy, developing and introducing new technologies, obtaining, maintaining and expanding market acceptance of the technologies we offer, and competition in our markets. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about ETC, the economy and other factors, that may cause actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements.

These forward-looking statements include statements with respect to the Company's vision, mission, strategies, goals, beliefs, plans, objectives, expectations, anticipations, estimates, intentions, financial condition, results of operations, future performance, and business of the Company, including, but not limited to, (i) projections of revenues, costs of materials, income or loss, earnings or loss per share, capital expenditures, growth prospects, dividends, capital structure, other financial items, and the effects of foreign currency fluctuations, (ii) statements of our plans and objectives of the Company or its management or the Company's Board of Directors (the "Board of Directors"), including the introduction of new products, or estimates or predictions of actions of customers, suppliers, competitors, or regulatory authorities, (iii) statements of future economic performance, (iv) statements of assumptions and other statements about the Company or its business, (v) statements made about the possible outcomes of litigation involving the Company, (vi) statements regarding the Company's ability to obtain financing to support its operations and other expenses, and (vii) statements preceded by, followed by, or, that include, words such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "future" , "predict", "potential", "intend", or "continue", and similar expressions. These forward-looking statements involve risks and uncertainties that are subject to change based on various important factors. Some of these risks and uncertainties, in whole or in part, are beyond the Company's control.

The Company's primary Standard Industrial Classification Code is 3569. The Company's fiscal year is the fifty-two week or fifty-three week annual accounting period ending the last Friday in February. References to fiscal 2025 are references to the fifty-three week period ended February 28, 2025. References to fiscal 2024 are references to the fifty-two week period ended February 23, 2024.

Overview

ETC was incorporated in 1969 in Pennsylvania. For over five decades, we have provided our customers with products, services, and support. Innovation, continuous technological improvement and enhancement, and product quality are core values that are critical to our success. We are a significant supplier and innovator in the following areas: (i) software driven products and services used to create and monitor the physiological effects of flight, including high performance jet tactical flight simulation, fixed and rotary wing upset prevention and recovery and spatial disorientation, and both suborbital and orbital commercial human spaceflight: altitude (hypobaric) chambers; hyperbaric chambers for multiple persons (multiplace chambers) collectively, Aircrew Training Systems ("ATS");; (ii) Advanced Disaster Management Simulators ("ADMS"); (iii) steam and gas (ethylene oxide) sterilizer systems ("Sterilizer Systems" or "Sterilizers"); and (iv) Environmental Testing and Simulation Systems ("ETSS"). We operate in two primary business segments, Aerospace Solutions ("Aerospace") and Commercial/Industrial Systems ("CIS").

Aerospace encompasses the design, manufacture, and sale of: (i) ATS products; and (ii) ADMS, as well as integrated logistics support ("ILS") for customers who purchase these products or similar products manufactured by other parties. These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs. Sales of our Aerospace products are made principally to U.S. and foreign government agencies and to civil aviation organizations.

Specific products within Aerospace include:

- Aeromedical Centers;
- Authentic Tactical Fighting System ("ATFS") Motion Platforms;
  - ATFS-400-31 Human Centrifuge
  - ATFS-400-25 Human Centrifuge
- Interchangeable Cockpit Modules;
- G-LAB Human Centrifuge and G Trainer;
- GYROLAB GL-6000 KRAKEN Advanced Spatial Disorientation Training and Research Device;
- GYROLAB GL-4000;
- GYROLAB GL-1500;
- GYRO IPT-III eFOV;
- GYRO IPT-II Fixed and Rotary Wing Spatial Disorientation Trainer;
- GAT-III Fixed Wing Aviation Trainer;
- GAT-HELO Rotary Wing Aviation Trainer;
- Night Vision Training System ("NVTS");
- Night Vision Goggle Training System ("NVGTS");
- FALCON Altitude (Hypobaric) Chambers;
- Multiplace Hyperbaric Chambers;
- Ejection Seat Simulator ("ESS");
- Pilot Selection System ("PSS");
- Water Survival Training equipment;
- Vestibular Illusion Demonstrator ("VID");
- ADMS line of products includes command training systems (AIRBASE, COMMAND and POLICE) and vehicle simulators (AIRFIELD DRIVE, EMERGENCY RESPONSE DRIVE, AERIEL LADDER TRUCK), ARFF (Aircraft Rescue and Firefighting), and oil and gas industry.

Specific services within Aerospace include:

- Tactical flight training;
- High-G training;
- Hypoxia training;
- Situational awareness and spatial disorientation training;
- Aeromedical training;
- Suborbital and orbital commercial human spaceflight training;
- Upset prevention and recovery training ("UPRT");
- Crew resource management ("CRM") training;
- Advanced pilot training;
- Basic pilot training;
- Pilot selection;
- Emergency response training; and
- Integrated logistics support.

CIS encompasses the design, manufacture, and sale of:

- Steam and gas (ethylene oxide) sterilizers systems;
- Environmental Testing and Simulation Systems ("ETSS"); and
- Parts and service support.

Net sales, operating income, identifiable assets, and other financial information regarding our segments can be found in Note 8 – Business Segment Information.

ETC-PZL Aerospace Industries Sp. z o.o. ("ETC-PZL"), our 100%-owned subsidiary in Warsaw, Poland, is currently our only operating subsidiary. ETC-PZL manufactures certain simulators and provides software to support products manufactured domestically within our Aerospace segment.

We utilize both employees and independent representatives to market our products and services. As of February 28, 2025, approximately fourteen (14) employees were committed to sales and marketing functions. In addition to our one operating subsidiary, we have employees stationed in Turkey, Qatar, the United Arab Emirates, India, Netherlands, and Malaysia. In certain countries outside the United States, we have relationships with independent sales representatives and distributors.

We sell integrated products and training services. Some of our products are customized using our proprietary software based on specifications provided by our customers. Some of our products take more than one year to manufacture and deliver to the customer.

In the Aerospace segment, we offer integrated ATS products to commercial, governmental, and military defense agencies, and training devices, including altitude (hypobaric) and multiplace hyperbaric chambers ("Chambers"), to governmental and military defense agencies, universities and civil aviation organizations both in the United States and internationally. We sell our ADMS line of products to governmental organizations in both the United States and internationally, original equipment manufacturers in the global special fire truck market (including ARFF vehicles), fire and emergency training schools, universities, energy sector and airports. We also provide ILS for customers who purchase these products or similar products manufactured by other parties.

In the CIS segment, we sell our sterilizer systems to medical device manufacturers, pharmaceutical manufacturers, and universities. We sell ETSS primarily to commercial automotive and heating, ventilation, and air conditioning ("HVAC") manufacturers. We also provide upgrade, maintenance, and repair services for our products and similar products manufactured by other parties.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements requires the use of judgments and estimates. Our critical accounting policies are described below to provide a better understanding of how we develop our assumptions and judgments about future events and related estimates, and how they can impact our consolidated financial statements. A critical accounting estimate is one that requires our most difficult, subjective, or complex estimates and assessments, and is fundamental to our results of operations. We identified our most critical accounting estimates (not in any specific order) to be:

- estimating budget costs for large, multi-year contracts that involve significant engineering and software development;
- inventory valuation and reserves;
- valuations of long-lived assets, including equipment housed within our National Aerospace Training and Research Center (the "NASTAR Center") and intangible assets such as capitalized software;
- effective interest rates of leases;
- legal reserves and contingencies; and
- forecasting our effective income tax rate, including our future ability to value and utilize tax credits and to realize the deferred tax assets, and providing for uncertain tax positions.

We base our estimates on historical experience, and on various other assumptions we believe to be reasonable according to the current facts and circumstances; the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We believe the following are the critical accounting policies used in the preparation of our consolidated financial statements, as well as the significant estimates and judgments affecting the application of these policies. This discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included in this Annual Report to Shareholders.

We have discussed the development and selection of these critical accounting policies and estimates with the Audit Committee of the Board of Directors, and the Audit Committee has reviewed the disclosures presented below.

Revenue Recognition

The majority of our net sales are generated from long-term contracts with U.S. and foreign government agencies (including foreign military sales ("FMS") contracted through the U.S. Government) for the research, design, development, manufacture, integration, and sustainment of ATS products, including Chambers and the simulators manufactured and sold through ETC-PZL, collectively, Aeromedical Training Systems. The Company also enters into long-term contracts with domestic and international customers for the sale of sterilizer systems and ETSS. Net sales of ADMS are generally shorter term in nature and vary between domestic and international customers. We generally provide our products and services under fixed-price contracts.

Under fixed-price contracts, we agree to perform the specified work for a pre-determined price. To the extent our actual costs vary from the estimates upon which the price was negotiated, we will generate more or less profit or could incur a loss. Some fixed-price contracts have a performance-based component under which we may incur financial penalties based on our performance, such as liquidated damages for delayed delivery.

We account for a contract after all parties to the arrangement have approved it, the rights of the parties are identified, payment terms are identified, the contract has commercial substance, and collectability of consideration is probable.

We assess each contract at its inception to determine whether it should be combined with other contracts. When making this determination, we consider factors such as whether two or more contracts were negotiated and executed at or near the same time or were negotiated with an overall profit objective. If combined, we treat the combined contracts as a single contract for revenue recognition purposes.

We evaluate the products or services promised in each contract at inception to determine whether the contract should be accounted for as having one or more performance obligations. The majority of the Company's contracts with customers are accounted for as one performance obligation, as the majority of products and services is part of a single project or capability. In limited cases, our contracts have more than one distinct performance obligation, which occurs when we perform activities that are not interrelated or involve different product lifecycles. Significant judgment is required in determining performance obligations, and these decisions could change the amount of revenue and profit recorded in a given period.

We determine the transaction price for each contract based on the consideration we expect to receive for the products or services being provided under the contract, net of all sales and similar taxes collected from customers. For contracts where a portion of the price may vary, we estimate variable consideration at the most likely amount, which is included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur. We analyze the risk of a significant revenue reversal, and if necessary, constrain the amount of variable consideration recognized in order to mitigate this risk.

At the inception of a contract, we estimate the transaction price based on our current rights and do not contemplate future modifications (including unexercised options) or follow-on contracts until they become legally enforceable. Contracts are often subsequently modified to include changes in specifications, requirements, or price, which may create new or change existing enforceable rights and obligations. Depending on the nature of the modification, we consider whether to account for the modification as an adjustment to the existing contract or as a separate contract. Generally, modifications to our contracts are not distinct from the existing contract due to the significant integration and interrelated tasks provided in the context of the contract; therefore, such modifications are accounted for as if they were part of the existing contract and recognized as a cumulative adjustment to revenue. Contract claims and disputes related to customer caused delays, errors in specifications and designs, and other unanticipated causes for amounts in excess of contract value may increase the transaction price if it is probable that the claim will result in an increase in the contract value and if the increase can be reliably estimated; however, the resulting revenue recorded on a contract claim cannot exceed the incurred contract costs related to that claim. Claims are subject to negotiation, dispute resolution, and audit by the customer or governmental agency.

For contracts with multiple performance obligations, we allocate the transaction price to each performance obligation based on the estimated standalone selling price of the product or service underlying each performance obligation. The standalone selling price represents the amount we would sell the product or service to a customer on a standalone basis (i.e., not bundled with any other products or services). Our contracts with the U.S. Government, including FMS contracts, are subject to the Federal Acquisition Regulations ("FAR") and the price is typically based on estimated or actual costs plus a reasonable profit margin. As a result of these regulations, the standalone selling price of products or services in our contracts with the U.S. Government and FMS contracts are typically equal to the selling price stated in the contract; therefore, we typically do not need to allocate (or reallocate) the transaction price to multiple performance obligations.

For non-U.S. Government contracts with multiple performance obligations, we evaluate whether the stated selling prices for the products or services represent their standalone selling prices. We primarily sell customized solutions unique to a customer's specifications. When it is necessary to allocate the transaction price to multiple performance obligations, we typically use the expected cost plus a reasonable profit margin to estimate the standalone selling price of each product or service. We occasionally sell standard products or services with observable standalone sales transactions. In these situations, the observable standalone sales transactions are used to determine the standalone selling price.

We recognize revenue as performance obligations are satisfied and the customer obtains control of the products and services. In determining when performance obligations are satisfied, we consider factors such as contract terms, payment terms, and whether there is an alternative future use of the product or service. Substantially all of our revenue is recognized over a period of time as we perform under the contract because control of the work in process transfers continuously to the customer. For contracts with the U.S. Government and FMS contracts, this continuous transfer of control of the work in process to the customer is supported by clauses in the contract that allow the customer to unilaterally terminate the contract for convenience, pay us for costs incurred plus a reasonable profit, and take control of any work in process. Our non-U.S. Government contracts, primarily domestic and international direct commercial contracts, typically do not include termination for convenience provisions; however, continuous transfer of control to our customer is supported as, if our customer were to terminate the contract for reasons other than our non-performance, we would have the right to recover damages that would include, among other potential damages, the right to payment for our work performed to date plus a reasonable profit to deliver products or services that do not have an alternative use to us.

For performance obligations to deliver products with continuous transfer of control to the customer, revenue is recognized by means of an input measure based on the extent of progress towards completion of the performance obligation, generally using the percentage-of-completion cost-to-cost measure of progress for our contracts because it best depicts the transfer of control to the customer as we incur costs on our contracts. Under the percentage-of-completion cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs to complete the performance obligation(s).

For performance obligations in which control does not continuously transfer to the customer, we recognize revenue at the point in time in which each performance obligation is fully satisfied. This coincides with the point in time the customer obtains control of the product or service, which typically occurs upon customer acceptance or receipt of the product or service, given that we maintain control of the product or service until that point.

The Company also offers one to five year (and in limited cases fifteen year) maintenance and support agreements for many of its products, especially within the Aerospace segment. The specific terms and conditions of these agreements vary depending upon the product sold and country in which the product was sold. Revenue is recognized on such agreements over a period of time on a straight-line basis over the term of the maintenance and support services or the right to invoice method (in situations where the value transferred matches our billing rights) as our customer receives and consumes the benefits. The standalone selling price is determined based on the price charged when sold separately or upon renewal.

Sales backlog (i.e., unfulfilled or remaining performance obligations) represents the sales we expect to recognize for our products and services for which control has not yet transferred to the customer. The estimated consideration is determined at the outset of the contract and considers the risks related to the technical, schedule, and cost impacts to complete the contract and an estimate of any variable consideration. We review these risks on a quarterly basis and may increase or decrease backlog accordingly. As the risks on such contracts are successfully retired, the estimated consideration from customers may be reduced, resulting in a reduction of backlog without a corresponding recognition of sales.

For arrangements with the U.S. Government and FMS contracts, we generally do not begin work on contracts until funding is appropriated by the customer. Billing timetables and payment terms on our contracts vary based on a number of factors, including the contract type. Typical payment terms under fixed-price contracts with the U.S. Government provide that the customer pays either performance-based payments based on the achievement of contract milestones or progress payments based on a percentage of costs we incur. For the majority of our domestic and international direct commercial contracts, we typically receive advance payments prior to commencement of work, as well as milestone payments that are paid in accordance with the terms of our contract as we perform. We recognize a liability for payments in excess of revenue recognized, which is presented as a contract liability on the balance sheet. The portion of payments that may be retained by the customer until final contract settlement is not considered a significant financing component because the intent is to protect the customer from our failure to adequately complete some or all of the obligations under the contract. Payments received from customers in advance of revenue recognition are not considered significant financing components because they are used to meet working capital demands that can be higher in the early stages of a contract. We present revenues recognized in excess of billings as contract assets on the balance sheet. Amounts billed and due from our customers are classified as receivables on the balance sheet.

Significant estimates and assumptions are made in estimating contract sales and costs, including the profit booking rate. At the outset of a long-term contract, we identify and monitor risks to the achievement of the technical, schedule, and cost aspects of the contract, as well as variable consideration, and assess the effects of those risks on our estimates of sales and total costs to complete the contract. The estimates consider the technical requirements (e.g., a newly-developed product versus a mature product), the schedule and associated tasks (e.g., the number and type of milestone events), and costs (e.g., material, labor, subcontractors, overhead, and the estimated costs to fulfill our industrial cooperation agreements, sometimes referred to as offset agreements, required under certain contracts with international customers). The initial profit booking rate of each contract considers risks surrounding the ability to achieve the technical requirements, schedule, and costs in the initial estimated total costs to complete the contract. Profit booking rates may increase during the performance of the contract if we successfully retire risks surrounding the technical, schedule, and cost aspects of the contract, which decreases the estimated total costs to complete the contract. Conversely, our profit booking rates may decrease if the estimated total costs to complete the contract increase or our estimates of variable consideration we expect to receive decrease. All of the estimates are subject to change during the performance of the contract and may affect the profit booking rate. When estimates of total costs to be incurred on a contract exceed total estimates of the transaction price, a provision for the entire loss is determined at the contract level and is recorded in the period in which the loss is determined. The current uncertainty surrounding tariffs and their potential impact on existing projects are being evaluated. At the current time, we have no indication that the impact of tariffs would have a material impact on existing projects.

Comparability of our segment sales, operating income, and operating margin may be impacted favorably or unfavorably by changes in profit booking rates on our contracts for which we recognize revenue over a period of time using the percentage-of-completion cost-to-cost method to measure progress towards completion. Increases in the profit booking rates, typically referred to as risk retirements, usually relate to revisions in the estimated total costs to fulfill the performance obligations that reflect improved conditions on a particular contract. Conversely, conditions on a particular contract may deteriorate, resulting in an increase in the estimated total costs to fulfill the performance obligations and a reduction in the profit booking rate. Increases or decreases in profit booking rates are recognized in the current period and reflect the inception-to-date effect of such changes.

The aggregate impact of adjustments in contract estimates to net income is presented below (in thousands):

	Net Income	
	Fiscal 2025	**Fiscal 2024**
Aerospace	$ (773)	$ (608)
CIS	290	109
Total	**$ (483)**	**$ (499)**

Inventory

We periodically evaluate our inventory, which affects gross margin, to ensure that it is carried at the lower of cost or net realizable value. Cost includes appropriate overhead. Overhead allocated to inventory cost includes only costs directly related to our manufacturing activities. These include, but are not limited to, general supervision, utilities, supplies, and depreciation and software amortization expense. Where necessary, provision is made for obsolete, slow-moving, or damaged inventory. This provision represents the difference between the cost of the inventory and its estimated market value based on the future demand of our products. To the extent that future events affect the salability of inventory, these provisions could vary significantly.

Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes, as well as the valuation of net operating loss ("NOL") carryforwards and research and development tax credits. Valuation allowances are reviewed each fiscal period to determine whether there is sufficient positive or negative evidence to support a change in judgment about the Company's ability to realize the related deferred tax asset. Deferred tax assets and liabilities are offset and presented as a single non-current asset.

Results of Operations

Because of the nature of our business, we have historically experienced significant variability in our quarterly revenue, earnings, and other operating results, and our performance may fluctuate significantly in the future.

FISCAL 2025 VERSUS FISCAL 2024

(in thousands, except per share information)

	Summary Table of Results			
	Fiscal 2025	**Fiscal 2024**	**Variance ($)**	**Variance (%)**
Net sales:				
Domestic sales	$ 12,462	$ 6,282	$ 6,180	98.4
U.S. Government sales	1,471	1,434	37	2.6
International sales	49,010	35,591	13,419	37.7
Net sales total	62,943	43,307	19,636	45.3
Gross profit	18,523	12,459	6,064	48.7
Gross profit margin %	29.4%	28.8%	0.6%	2.1%
Operating expenses:				
Selling and marketing	1,992	1,757	235	13.4
General and administrative	7,382	6,205	1,177	19.0
Research and development	886	1,532	(646)	(42.2)
Operating expenses total	10,260	9,494	766	8.1
Operating income	8,263	2,965	5,298	178.7
Operating margin %	13.1%	6.8%	6.3%	92.6%
Interest expense, net	1,183	899	284	31.6
Other (income) expense, net	(361)	297	(658)	(221.5)
Income before income taxes	7,441	1,769	5,672	320.6
Pre-tax margin %	11.8%	4.1%	7.7%	187.8%
Income (benefit) tax	(5,622)	(51)	(5,571)	10,923.5
Net income	**$ 13,063**	**$ 1,820**	**$ 11,243**	**617.7**
Per share information:				
Basic earnings per common and participating share:				
Distributed earnings per share:				
Common	$ -	$ -	$ -	-
Preferred	$ 0.08	$ 0.08	$ -	-
Undistributed earnings per share:				
Common	$ 0.81	$ 0.09	$ 0.72	800.0
Preferred	$ 0.81	$ 0.09	$ 0.72	800.0
Diluted earnings per share	$ 0.75	$ 0.09	**$ 0.66**	**733.3**

Net income

Net income was $13.1 million, or $0.75 diluted earnings per share, in fiscal 2025, compared to net income of $1.8 million during fiscal 2024, equating to $0.09 per diluted share. The $11.2 million variance is primarily attributable to a $19.6 million increase in sales, a $6.1 million increase in gross profit, slightly offset by a $0.8 million increase in operating expenses. Fiscal 2025 net income is also positively impacted by an income tax benefit of $5.6 million, primarily associated with the partial reversal of valuation allowance previously recorded against the deferred tax asset. The deferred tax asset valuation allowance on federal deferred tax assets and certain state deferred tax assets was reversed in fiscal 2025, as it is now more likely than not that the Company will be able to fully realize these deferred tax assets.

Net sales

The following schedule presents the Company's net sales (in thousands) by segment, business unit, and geographic area:

	Fiscal 2025				Fiscal 2024			
	Domestic	U.S. Gov't	Int'l	Total	Domestic	U.S. Gov't	Int'l	Total
Aerospace Solutions								
Aeromedical Training Solutions (ATS)	$ 534	$ 1,265	$ 30,479	$ 32,278	$ 379	$ 874	$ 21,175	$ 22,428
Simulation (ADMS)	97	206	3,328	3,631	106	560	2,723	3,389
Subtotal	631	1,471	33,807	35,909	485	1,434	23,898	25,817
Commercial/Industrial Systems								
Sterilizers Systems	6,688	-	15,093	21,781	2,975	-	11,423	14,398
Environmental (ETSS)	2,982	-	14	2,996	1,600	-	166	1,766
Service and Spares	2,161	-	96	2,257	1,222	-	104	1,326
Subtotal	11,831	-	15,203	27,034	5,797	-	11,693	17,490
Net sales total	**$ 12,462**	**$ 1,471**	**$ 49,010**	**$ 62,943**	**$ 6,282**	**$ 1,434**	**$ 35,591**	**$ 43,307**

The Company's percentage of total recognized revenue by type of revenue was as follows:

Type of Revenue	Fiscal 2025	Fiscal 2024
Products	83.9%	86.1%
Services	4.1%	3.3%
Maintenance and support agreements	10.7%	9.1%
Spare parts	1.3%	1.5%
Total	**100.0%**	**100.0%**

Net sales for fiscal 2025 was $62.9 million, an increase of $19.6 million, or 45.3%, compared to fiscal 2024 net sales of $43.3 million. The increase is a result of higher International sales of $13.4 million, of which $9.3 million are within ATS and $3.5 million are within CIS as well as higher Domestic sales of $6.2 million, $6.0 million of which are within CIS. Further, sales in fiscal 2025 increased the greatest within the ATS business unit and Sterilizer Systems business unit, accounting for $9.9 and $7.4 million, respectively, of the overall increase of $19.6 million.

In fiscal 2025, one International customer within the Aerospace segment and one International customer within the Sterilizer Systems business unit represented 10.0% or more of total net sales, and sales to these customers totaling $19.6 million and $11.6 million, respectively, represented 31.2% and 18.5%, respectively, of total net sales. In fiscal 2024, one International customer within the Aerospace segment and one International customer within the Sterilizer Systems business unit represented 10.0% or more of total net sales, and sales to these customers totaling $14.1 million and $7.0 million, respectively, represented 32.6% and 16.2%, respectively, of total net sales.

Sales backlog represents unfulfilled or remaining performance obligations under existing contracts, which sales we expect to recognize for our products and services for which control has not yet transferred to the customer. Within the Company's February 28, 2025 sales backlog of $87.2 million, one International contract within the Aerospace segment represented at least 10% of the total sales backlog and constituted $50.0 million, or 57.3% of the total sales backlog. As of February 23, 2024, one International contract within the Aerospace segment and one International contract with the CIS segment represented 10% or more of total sales backlog. ATS sales backlog was $66.6 million, or 76.4%, of the total sales backlog. We expect to recognize approximately 70% of the total sales backlog as of February 28, 2025 over the next twelve (12) months and approximately 94% over the next twenty-four (24) months as revenue, with the remainder to be recognized thereafter. Given the Company's sales backlog as of February 28, 2025, it is anticipated that ETC will generate the majority of its sales from International ATS and Domestic and International Sterilizer Systems contracts in fiscal 2026.

We have historically experienced significant variability in our sales performance. This reflects the existing sales backlog, product mix, nature of contracts (size and performance time), manufacturing cycle, installation time, customer acceptance, and certain factors not in our control such as customer delays and the time required to obtain U.S. Government export approvals. A small number of contracts may account for a substantial percentage of our net sales in any period.

Domestic sales

Domestic sales in fiscal 2025 were $12.5 million, an increase of $6.2 million, or 98.4%, compared to fiscal 2024 and represented 19.8% of total net sales in fiscal 2025 compared to 14.5% in fiscal 2024. The increase in Domestic sales was attributable to the CIS segment with a $6.0 million increase. Sterilizer Systems comprised the largest increase in Domestic sales within the CIS segment at $3.7 million, with ETSS sales and Service and Spares also increasing $1.4 million and $0.9 million, respectively in the CIS segment. As the majority of the Sterilizer Systems sales are to large multinational medical device manufacturers, there can be significant variability between their domestic and international location requirements, which occurred in fiscal 2025 as compared to fiscal 2024. We continue to see a strong pipeline of opportunities in our CIS segment, both Domestic and International.

U.S. Government sales

U.S. Government sales in fiscal 2025 were $1.5 million, an increase of $0.1 million, or 2.6%, from fiscal 2024. U.S. Government sales represented 2.3% of total net sales in fiscal 2025 compared to 3.3% in fiscal 2024.

International sales

International sales in fiscal 2025, including those of ETC-PZL, were $49.0 million, an increase of $13.4 million, or 37.7%, compared to fiscal 2024. The increase in International sales is a result of a $9.9 million increase in sales within Aerospace and a $3.5 million increase in sales within the CIS segment. In aggregate, International sales represented 77.9% of the Company's total net sales in fiscal 2025 compared to 82.2% in fiscal 2024. In fiscal 2025, International sales totaling at least $0.5 million were made to customers in twelve (12) different countries. In fiscal 2024, International sales totaling at least $0.5 million were made to customers in ten (10) different countries.

Segment sales

Aerospace sales were $35.9 million in fiscal 2025, an increase of $10.1 million, or 39.1%, from sales of $25.8 million in fiscal 2024. This increase was primarily due to higher International sales within the ATS business unit. Sales of Aerospace Solutions products accounted for 57.1% of our total net sales in fiscal 2025 versus 59.6% in fiscal 2024. Sales in our CIS segment increased $9.5 million, or 54.6%, and amounted to 42.9% of our total net sales in fiscal 2025 compared to 40.4% in fiscal 2024. The increase in CIS sales was mainly a result of the overall increase in the Domestic and International sales in Sterilizer Systems as well as Domestic sales in ETSS.

Gross profit

Gross profit for fiscal 2025 was $18.5 million compared to $12.5 million in fiscal 2024, an increase of $6.1 million, or 48.7%. The increase in gross profit was primarily due to higher net sales within the ATS and Sterilizers System business units. Gross profit margin as a percentage of net sales increased to 29.4% in fiscal 2025 compared to 28.8% in fiscal 2024.

Selling and marketing expenses

Selling and marketing expenses for fiscal 2025 of $2.0 million increased by $0.2 million, or 13.4%, from $1.8 million in fiscal 2024. The increase in selling and marketing expenses was due primarily to an increase in commission expense based on timing of sales mix and recognition. As a percentage of net sales, selling and marketing expenses decreased to 3.2% in fiscal 2025 compared to 4.1% in fiscal 2024.

General and administrative expenses

General and administrative expenses for fiscal 2025 of $7.4 million increased by $1.2 million, or 19.0% from $6.2 million in fiscal 2024. The increase in general and administrative expenses was due primarily to an increase in salary and related expenses, along with an increase in professional fees. As a percentage of net sales, general and administrative expenses decreased to 11.7% in fiscal 2025 compared to 14.3% in fiscal 2024.

Research and development expenses

Research and development expenses include spending for potential new products and technologies, and work performed internationally under government grant programs. The spending, net of reimbursements from the Polish government, decreased to \$0.9 million in fiscal 2025 from \$1.5 million in fiscal 2024. Most of the Company's other research and development efforts, which were and continue to be a significant cost of its business, are included in cost of sales. As a percentage of net sales, research and development expenses decreased to 1.4% in fiscal 2025 compared to 3.5% in fiscal 2024.

Operating income

Operating income in fiscal 2025 was \$8.3 million compared to operating income of \$3.0 million in fiscal 2024. The \$5.3 million or 178.7% favorable variance was due to the overall increase in sales and gross profit margin percentage.

On a segment basis, Aerospace posted an operating income of \$3.5 million for fiscal 2025, a \$1.8 million favorable variance with an operating income of \$1.7 million in fiscal 2024. CIS posted operating income of \$4.8 million for fiscal 2025, a \$3.5 million favorable variance compared to operating income of \$1.3 million in fiscal 2024.

Interest expense, net

Interest expense, net, for fiscal 2025 was \$1.2 million compared to \$0.9 million in fiscal 2024, an increase of \$0.3 million, or 31.6%, due primarily to higher borrowing attributable to the leaseback of the Southampton, Pennsylvania demonstration equipment in fiscal 2025.

Other (income) expense, net

Other income, net, for fiscal 2025 was (\$0.4) million, compared to other expense, net, of \$0.3 million in fiscal 2024 a favorable variance of (\$0.7 million), or (221.5%) attributable to a gain realized from the sale of the Southampton, Pennsylvania demonstration equipment in fiscal 2025.

Income (benefit) taxes

As of February 28, 2025, the Company reviewed the components of its deferred tax assets and determined, based upon all available information, that it is more likely than not that deferred tax assets relating to its federal deferred tax assets and certain state deferred tax assets will be realized. Accordingly, during the period we reversed the previously recorded valuation allowance against these deferred tax assets. If in the future there is a change in our ability to realize these deferred tax assets, then our tax valuation allowance may increase in the period in which we determine that realization is less likely than not.

An income tax benefit of \$5.6 million was recorded in fiscal 2025 compared to an income tax benefit of \$0.1 million recorded in fiscal 2024. Effective tax rates were -75.6% and -2.8% for fiscal 2025 and fiscal 2024, respectively. The decrease in the effective tax rate for fiscal 2025 as compared to fiscal 2024 was driven primarily by the reversal of the valuation allowance on federal deferred tax assets and certain state deferred tax assets. This reversal is attributable to the change in the Company's operating profit and expected ability to realize these deferred tax assets

Liquidity and Capital Resources

On September 30, 2021, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that provided for a line of credit of $20.0 million. The maturity date was extended to June 30, 2022.

On May 23, 2023, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that provided for, among other things, the following:

(i) The maturity date of the PNC Credit Facilities was extended from June 30, 2023 to June 30, 2024.

(ii) The PNC Credit Facilities are collateralized by a combination of the Company's pledged restricted cash held by PNC ($6.8 million as of February 23, 2024), and the pledged collateral from the estate of H.F. Lenfest.

(iii) Provided the ability for ETC to utilize our accounts receivable and inventory as collateral for additional borrowings with alternative lenders.

Loans under the Line of Credit shall bear interest at a variable rate per annum equal to the sum of (A) Daily Simple SOFR (Secured Overnight Financing Rate) plus (B) an unadjusted spread of two hundred seventy five basis points (2.75%) plus (C) a SOFR adjustment of ten basis points (0.10%).

On May 13, 2025, subsequent to the end of fiscal 2025, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank, the maturity date of the PNC Credit Facilities was extended from June 30, 2025 to June 30, 2026.

As of February 28, 2025, the Company's availability under the PNC Revolving Line of Credit was $2.2 million. This reflected cash borrowings of $14.3 million and net outstanding standby letters of credit of approximately $3.5 million. As of June 9, 2025, the date of our most current Revolving Line of Credit statement, the Company's availability under the PNC Revolving Line of Credit was approximately $1.2 million. The Company had working capital of $19.7 million as of February 28, 2025 compared to working capital of $8.7 million as of February 23, 2024. The increase in working capital was primarily the result of a significant increase in contract assets and reduction in contract liabilities partially offset by a decrease in prepaid assets and increase in accounts payable, trade and an increase in the current portion of lease obligations. With unused availability under the Company's various current lines of credit, the further conversion of contract assets and inventory into cash, the collection of milestone payments associated with several International contracts, and expected deposits on fiscal 2026 bookings, the Company anticipates its sources of liquidity will be sufficient to fund its operating activities, anticipated capital expenditures, and debt repayment obligations throughout fiscal 2025.

On February 3, 2025, the Company entered into a Financing and Security Agreement with Coeur Capital, Inc. that provided for a line of credit of up to $3.0 million. The company is able to draw on the line transferring and assigning acceptable accounts receivable to Coeur Capital. The Financing and Security Agreement remains in full force until terminated by either party upon advanced written notice. As of February 28, 2025, the Company's availability under this Financing and Security Agreement was $3.0 million. As of June 9, 2025, the date of our report, the Company's availability under this Financing and Security Agreement with Coeur Capital was $3.0 million

Cash flows from operating activities

Cash flows from operations are driven by income from the sale of our products and services and changes in operating assets and liabilities, which primarily depend on the timing of receipts, offset by payments, in the ordinary course of business.

During fiscal 2025, cash flows used by operating activities were $3.9 million, an increase of $0.2 million compared to fiscal 2024 cash flows used by operating activities of $3.7 million. Cash flows in fiscal 2025 increased as a result of the increase in contract assets and decrease in contract liabilities partially offset by net income for the fiscal year.

Cash flows from investing activities

Cash flows from investing activities primarily relates to funds for capital expenditures in property, plant, and equipment and software development. The Company's fiscal 2025 investing activities provided $3.6 million as compared to fiscal 2024 investing activities which used $0.3 million. The change in investing activities is attributable to 4.0 million from the sale leaseback of the demonstration equipment in Southampton, PA.

Cash flows from financing activities

During fiscal 2025, the Company's financing activities provided $1.7 million from borrowings under the Company's credit facility to support the significant increase in manufacturing, compared to fiscal 2024 borrowings of $2.7 million.

Outlook

We expect to use our cash, cash equivalents, and credit facilities for working capital and general corporate purposes, products, technologies, leases, property, plant, and equipment, the payment of contractual and other legal obligations, including scheduled interest payments on credit facilities and/or the purchase, redemption, or retirement of our credit facilities and Preferred Stock. We expect that net sales of our currently marketed products and services, combined with the current and anticipated future availability under our various lines of credit, the conversion of contract assets and inventory into cash, the collection of milestone payments associated with several International contracts, and expected deposits on fiscal 2026 bookings, should continue to provide us sufficient funds for fiscal 2026. However, we cannot accurately predict the effect of certain developments on our anticipated results in fiscal 2026 and beyond because of factors such as the degree of market acceptance, the impact of competition, the effectiveness of our sales and marketing efforts, potential impacts of tariffs and the outcome of our efforts to develop new products.

Off-Balance Sheet Arrangements

There were no unconsolidated legal entities, "special purpose" entities, or other off-balance sheet arrangements during either fiscal 2025 or fiscal 2024 that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to our shareholders.

MANAGEMENT'S REPORT

Management is responsible for the preparation as well as the integrity and objectivity of the accompanying consolidated financial statements of Environmental Tectonics Corporation. These consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and necessarily include amounts that represent the best estimates and judgments of management.

Environmental Tectonics Corporation maintains an accounting system of internal controls to provide reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition and that financial records are reliable for preparing financial statements and maintaining accountability for assets. Reasonable assurance recognizes that the cost of a system of internal controls should not exceed its benefits and that the evaluation of these factors requires estimates and judgments by management. The internal control system includes the selection and training of management and supervisory personnel; an organizational structure providing for delegation of authority and establishment of responsibilities; communication of requirements for compliance with approved accounting control and business practices throughout the organization; and business planning and review.

RSM US LLP, our independent auditor, is engaged to audit and report on these consolidated financial statements. Their audit is conducted in accordance with auditing standards generally accepted in the United States of America. Those standards require that they plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement .

The Audit Committee of the Board of Directors meets regularly with management and the independent auditors to review matters relating to financial reporting, internal controls, and auditing. Management and the independent auditors each have direct and confidential access to this committee

.

Robert L. Laurent, Jr. Chief Executive Officer and President	Timothy Kennedy Chief Financial Officer

RSM US LLP

Independent Auditor's Report

Board of Directors
Environmental Tectonics Corporation

Opinion
We have audited the consolidated financial statements of Environmental Tectonics Corporation and Subsidiaries (the Company), which comprise the consolidated balance sheets as of February 28, 2025 and February 23, 2024, the related consolidated statements of operations and comprehensive income, changes in shareholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of February 28, 2025 and February 23, 2024, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion
We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

RSM US LLP

Blue Bell, Pennsylvania
June 9, 2025

CONSOLIDATED COMPARATIVE BALANCE SHEETS

(in thousands, except share information)	**February 28, 2025**	**February 23, 2024**
ASSETS		
Current assets:		
Cash and cash equivalents	$ 704	$ 37
Restricted cash	8,723	8,407
Accounts receivable, net	6,042	7,365
Contract assets	27,486	12,278
Inventories, net	1,887	1,876
Prepaid expenses and other current assets	3,189	6,994
Total current assets	48,031	36,957
Property, plant, and equipment, at cost, net	558	4,138
Right-of-use asset, net	5,785	2,822
Capitalized software development costs, net	8	24
Deferred tax assets, non-current, net	5,851	-
Total assets	**$ 60,233**	**$ 43,941**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt obligations, net of debt issuance costs	$ 7	$ 712
Accounts payable, trade	8,664	4,711
Contract liabilities	6,185	12,997
Accrued taxes	197	268
Accrued interest and dividends	5,905	5,340
Current portion of lease obligations	2,359	815
Other accrued liabilities, current	5,056	3,373
Total current liabilities	28,373	28,216
Long-term debt obligations, net of debt issuance costs, less current portion:		
Credit facility payable to bank, net of debt issuance costs	14,468	12,078
Lease obligations, non-current	3,426	2,007
Other accrued liabilities, non-current	744	704
Total liabilities	47,011	43,005
Shareholders' equity:		
Cumulative convertible participating Preferred Stock, Series E, $0.05 par value, 25,000 authorized; 12,127 shares outstanding as of Feb. 28, 2025 and Feb. 23, 2024	12,127	12,127
Common Stock, $0.05 par value, 50,000,000 shares authorized; 9,461,285 and 9,443,785 shares issued and outstanding as of Feb. 28, 2025 and Feb. 23, 2024, respectively	473	472
Additional paid-in capital	5,530	5,927
Accumulated deficit	(3,916)	(16,979)
Accumulated other comprehensive loss	(992)	(611)
Total shareholders' equity	13,222	936
Total liabilities and shareholders' equity	**$ 60,233**	**$ 43,941**

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

CONSOLIDATED COMPARATIVE STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(in thousands, except per share information)

	Fiscal Year Ended	
	Feb. 28, 2025	**Feb. 23, 2024**
Net sales	$ 62,943	$ 43,307
Cost of goods sold	44,420	30,848
Gross profit	18,523	12,459
Operating expenses:		
Selling and marketing	1,992	1,757
General and administrative	7,382	6,205
Research and development	886	1,532
Operating expenses total	10,260	9,494
Operating income	8,263	2,965
Other expenses:		
Interest expense, net	1,183	899
Other (income) expense, net	(361)	297
Other expense total	822	1,196
Income before income taxes	7,441	1,769
Income tax (benefit) provision	(5,622)	(51)
Net income	**13,063**	**1,820**
Foreign currency translation adjustment	(381)	185
Comprehensive income	$ 12,682	$ 2,005
Preferred Stock dividends	(493)	(484)
Income attributable to common and participating shareholders	$ 12,570	$ 1,336
Per share information:		
Basic earnings per common and participating share:		
Distributed earnings per share:		
Common	$ -	$ -
Preferred	$ 0.08	$ 0.08
Undistributed earnings per share:		
Common	$ 0.81	$ 0.09
Preferred	$ 0.81	$ 0.09
Diluted earnings per share	**$ 0.75**	**$ 0.09**
Basic weighted average common and participating shares:		
Common weighted average number of shares	9,447	9,444
Participating preferred shares	6,125	6,125
Total basic weighted average common and participating shares	**15,572**	**15,569**
Diluted weighted average shares:		
Basic weighted average common and participating shares	15,572	15,569
Dilutive effect of stock options	1,083	-
Total diluted weighted average shares	**16,655**	**15,569**

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

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)

(in thousands, except share information)

	Preferred Stock	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity (Deficit)
Balance, February 24, 2023	$ 12,127	9,443,785	$ 472	$ 6,411	$ (18,799)	$ (796)	$ (548)
Less: Prior year non-controlling interest	-	-	-	-	-	-	(37)
Net income	-	-	-	-	1,820	-	1,820
Foreign currency translation adjustment	-	-	-	-	-	185	185
Preferred Stock dividends	-	-	-	(484)	-	-	(484)
Stock compensation expense	-	-	-	-	-	-	-
Balance, February 23, 2024	**$ 12,127**	**9,443,785**	**$ 472**	**$ 5,927**	**$ (16,979)**	**$ (611)**	**$ 936**
Net income	-	-	-	-	13,063	-	13,063
Foreign currency translation adjustment	-	-	-	-	-	(381)	(381)
Common Stock option exercise	-	17,500	1	18	-	-	19
Preferred Stock dividends	-	-	-	(493)	-	-	(493)
Stock compensation expense	-	-	-	78	-	-	78
Balance, February 28, 2025	**$ 12,127**	**9,461,285**	**$ 473**	**$ 5,530**	**$ (3,916)**	**$ (992)**	**$ 13,222**

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Fiscal year ended	
	Feb. 28, 2025	**Feb. 23, 2024**
Cash flows from operating activities:		
Net income	$ 13,063	$ 1,820
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	801	1,448
Deferred income taxes	(5,851)	-
(Decrease) increase in allowance for doubtful accounts and inventory obsolescence	(390)	55
Stock compensation expense	78	-
Issuance of Common Stock from options exercised	19	-
(Gain) on sale of assets	(758)	-
Changes in operating assets and liabilities:		
Accounts receivable	1,242	(4,079)
Contract assets	(15,207)	(8,104)
Inventories	460	92
Prepaid expenses and other assets	3,804	(1,526)
Accounts payable, trade	3,953	2,133
Contract liabilities	(6,812)	5,870
Accrued taxes	(71)	(65)
Accrued interest and dividends	71	(39)
Other accrued liabilities	1,724	(1,319)
Net cash (used in) operating activities	**(3,874)**	**(3,714)**
Cash flows from investing activities:		
Acquisition of property, plant, and equipment	(445)	(306)
Proceeds from sale of assets	4,000	-
Capitalized software development costs	(2)	(5)
Net cash provided by (used in) investing activities	**3,553**	**(311)**
Cash flows from financing activities:		
Borrowings under lines of credit	1,685	2,650
Net cash provided by financing activities	**1,685**	**2,650**
Effect of exchange rate changes on cash	(381)	185
Net increase (decrease) in cash, cash equivalents, and restricted cash	983	(1,190)
Cash, cash equivalents, and restricted cash at beginning of year	8,444	9,634
Cash, cash equivalents, and restricted cash at end of period	**$ 9,427**	**$ 8,444**
Less: Restricted cash	(8,723)	(8,407)
Cash and cash equivalents at end of period	**$ 704**	**$ 37**
Supplemental schedule of cash flow information:		
Interest paid	$ 1,350	$ 1,206
Income taxes paid	$ 10	$ 16
Supplemental information on non-cash operating and investing activities:		
Preferred Stock dividends accrued during each respective fiscal period	$ 493	$ 484
Addition of Operating Right to use Assets and Liabilities	$ 4,193	$ 652

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except per share information)

Description of Business

ETC was incorporated in 1969 in Pennsylvania. For over five decades, we have provided our customers with products, services, and support. Innovation, continuous technological improvement and enhancement, and product quality are core values that are critical to our success. We are a significant supplier and innovator in the following areas: (i) software driven products and services used to create and monitor the physiological effects of flight, including high performance jet tactical flight simulation, fixed and rotary wing upset prevention and recovery and spatial disorientation, and both suborbital and orbital commercial human spaceflight: altitude (hypobaric) chambers; hyperbaric chambers for multiple persons (multiplace chambers) collectively, Aircrew Training Systems ("ATS"); (ii) Advanced Disaster Management Simulators ("ADMS"); (iii) steam and gas (ethylene oxide) sterilizer systems ("Sterilizer Systems" or "Sterilizers"); and (iv) Environmental Testing and Simulation Systems ("ETSS"). We operate in two primary business segments, Aerospace Solutions ("Aerospace") and Commercial/Industrial Systems ("CIS"). Net sales, direct costs and allocated expenses, operating profit, and other financial information regarding our segments may be found in Note 8 – Business Segment Information.

Aerospace encompasses the design, manufacture, and sale of: (i) ATS products; and (ii) ADMS, as well as integrated logistics support ("ILS") for customers who purchase these products or similar products manufactured by other parties. These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs. Sales of our Aerospace products are made principally to U.S. and foreign government agencies and to civil aviation organizations. We offer integrated ATS products to commercial, governmental, and military defense agencies, and training devices, including altitude (hypobaric) and multiplace chambers ("Chambers"), to governmental and military defense agencies and civil aviation organizations both in the United States and internationally. We sell our ADMS line of products to governmental organizations both in the United States and internationally, original equipment manufacturers in the global special fire truck market (including Aircraft Rescue and Firefighting vehicles), fire and emergency training schools, universities, commercial operations, airports and the oil and gas industry. We also provide ILS for customers who purchase these products or similar products manufactured by other parties.

CIS encompasses the design, manufacture, and sale of: (i) steam and gas (ethylene oxide) sterilizer systems; and (ii) ETSS; as well as parts and service support for customers who purchase these products or similar products manufactured by other parties. Sales of our CIS products are made principally to the healthcare, pharmaceutical, and automotive industries. We sell our sterilizer systems to medical device manufacturers, pharmaceutical manufacturers, and universities. We sell ETSS primarily to commercial automotive and heating, ventilation, and air conditioning ("HVAC") manufacturers. We also provide upgrade, maintenance, and repair services for our products and similar products manufactured by other parties.

The Company's primary Standard Industrial Classification Code is 3569. The Company's fiscal year is the fifty-two week or fifty-three week annual accounting period ending the last Friday in February. References to fiscal 2025 are references to the fifty-three week period ended February 28, 2025. References to fiscal 2024 are references to the fifty-two week period ended February 23, 2024.

Sales Backlog

Sales backlog represents unfulfilled or remaining performance obligations under existing contracts, which sales we expect to recognize for our products and services for which control has not yet transferred to the customer.

Below is a breakdown of the Company's February 28, 2025 sales backlog (amounts in thousands, except percentages):

	Business segment			
Geographic Area	Aerospace	CIS	Total	%
Domestic	$ 445	$ 13,492	$ 13,937	16.0%
U.S. Government	1,482	-	1,482	1.7%
International	67,302	4,436	71,738	82.3%
Total	**$ 69,229**	**$ 17,928**	**$ 87,157**	**100.0%**
% of Total	79.4%	20.6%	100.0%	

Within the Company's February 28, 2025 sales backlog of $87.2 million, one International contract within the Aerospace segment represented at least 10% of the total sales backlog and constituted $50.0 million, or 57.3% of the total sales backlog. As of February 23, 2024, one International contract within the Aerospace segment and one International contract with the CIS segment represented 10% or more of total sales backlog. ATS sales backlog was $66.6 million, or 76.4%, of the total sales backlog, ADMS sales backlog was $2.7 million, or 3.1% of the total sales backlog, ETSS sales backlog was $0.2 million, or 0.2% of the total sales backlog, and sterilizer systems sales backlog was $17.8 million, or 20.4% of total sales backlog. We expect to recognize approximately 70% of the total sales backlog as of February 28, 2025 over the next twelve (12) months and approximately 94% over the next twenty-four (24) months as revenue, with the remainder recognized thereafter. Given the Company's sales backlog as of February 28, 2025, it is anticipated that ETC will generate the majority of its sales from International ATS and Domestic and International sterilizer systems contracts in fiscal 2026.

1. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include the accounts of ETC and ETC-PZL Aerospace Industries Sp. z o.o. ("ETC-PZL"), our 100%-owned subsidiary in Warsaw, Poland. ETC-PZL manufactures certain simulators and provides software to support products manufactured domestically within our Aerospace segment. "ETC-SH" refers to the Company's corporate headquarters and main production plant located in Southampton, Pennsylvania. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

In preparing the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates are made when estimating budget costs for large, multi-year contracts that involve significant engineering and software development and for valuations of long-lived assets, inventory and legal reserves, and income taxes.

Fair Value of Financial Instruments

The carrying amounts of cash, accounts receivable, accounts payable, and bank debt approximate fair value because of the short maturity associated with each of these instruments.

Revenue Recognition

The majority of our net sales are generated from long-term contracts with U.S. and foreign government agencies (including foreign military sales ("FMS") contracted through the U.S. Government) for the research, design, development, manufacture, integration, and sustainment of ATS products, including Chambers and the simulators manufactured and sold through ETC-PZL, collectively, Aeromedical Training Systems. The Company also enters into long-term contracts with domestic and international customers for the sale of sterilizer systems and ETSS. Net sales of ADMS are generally shorter term in nature and vary between domestic and international customers. We generally provide our products and services under fixed-price contracts.

Under fixed-price contracts, we agree to perform the specified work for a pre-determined price. To the extent our actual costs vary from the estimates upon which the price was negotiated, we will generate more or less profit or could incur a loss. Some fixed-price contracts have a performance-based component under which we may incur financial penalties based on our performance, such as liquidated damages for delayed delivery.

We account for a contract after it has been approved by all parties to the arrangement, the rights of the parties are identified, payment terms are identified, the contract has commercial substance, and collectability of consideration is probable.

We assess each contract at its inception to determine whether it should be combined with other contracts. When making this determination, we consider factors such as whether two or more contracts were negotiated and executed at or near the same time or were negotiated with an overall profit objective. If combined, we treat the combined contracts as a single contract for revenue recognition purposes.

We evaluate the products or services promised in each contract at inception to determine whether the contract should be accounted for as having one or more performance obligations. The majority of the Company's contracts with customers are accounted for as one performance obligation, as the majority of products and services is part of a single project or capability. In limited cases, our contracts have more than one distinct performance obligation, which occurs when we perform activities that are not interrelated or involve different product lifecycles. Significant judgment is required in determining performance obligations, and these decisions could change the amount of revenue and profit recorded in a given period.

We determine the transaction price for each contract based on the consideration we expect to receive for the products or services being provided under the contract, net of all sales and similar taxes collected from customers. For contracts where a portion of the price may vary, we estimate variable consideration at the most likely amount, which is included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur. We analyze the risk of a significant revenue reversal, and if necessary, constrain the amount of variable consideration recognized in order to mitigate this risk.

At the inception of a contract, we estimate the transaction price based on our current rights and do not contemplate future modifications (including unexercised options) or follow-on contracts until they become legally enforceable. Contracts are often subsequently modified to include changes in specifications, requirements, or price, which may create new or change existing enforceable rights and obligations. Depending on the nature of the modification, we consider whether to account for the modification as an adjustment to the existing contract or as a separate contract. Generally, modifications to our contracts are not distinct from the existing contract due to the significant integration and interrelated tasks provided in the context of the contract; therefore, such modifications are accounted for as if they were part of the existing contract and recognized as a cumulative adjustment to revenue. Contract claims and disputes related to customer caused delays, errors in specifications and designs, and other unanticipated causes for amounts in excess of contract value may increase the transaction price if it is probable that the claim will result in an increase in the contract value and if the increase can be reliably estimated; however, the resulting revenue recorded on a contract claim cannot exceed the incurred contract costs related to that claim. Claims are subject to negotiation, dispute resolution, and audit by the customer or governmental agency.

For contracts with multiple performance obligations, we allocate the transaction price to each performance obligation based on the estimated standalone selling price of the product or service underlying each performance obligation. The standalone selling price represents the amount we would sell the product or service to a customer on a standalone basis (i.e., not bundled with any other products or services). Our contracts with the U.S. Government, including FMS contracts, are subject to the Federal Acquisition Regulations ("FAR") and the price is typically based on estimated or actual costs plus a reasonable profit margin. As a result of these regulations, the standalone selling price of products or services in our contracts with the U.S. Government and FMS contracts are typically equal to the selling price stated in the contract; therefore, we typically do not need to allocate (or reallocate) the transaction price to multiple performance obligations.

For non-U.S. Government contracts with multiple performance obligations, we evaluate whether the stated selling prices for the products or services represent their standalone selling prices. We primarily sell customized solutions unique to a customer's specifications. When it is necessary to allocate the transaction price to multiple performance obligations, we typically use the expected cost plus a reasonable profit margin to estimate the standalone selling price of each product or service. We occasionally sell standard products or services with observable standalone sales transactions. In these situations, the observable standalone sales transactions are used to determine the standalone selling price.

We recognize revenue as performance obligations are satisfied and the customer obtains control of the products and services. In determining when performance obligations are satisfied, we consider factors such as contract terms, payment terms, and whether there is an alternative future use of the product or service. Substantially all of our revenue is recognized over a period of time as we perform under the contract because control of the work in process transfers continuously to the customer. For contracts with the U.S. Government and FMS contracts, this continuous transfer of control of the work in process to the customer is supported by clauses in the contract that allow the customer to unilaterally terminate the contract for convenience, pay us for costs incurred plus a reasonable profit, and take control of any work in process. Our non-U.S. Government contracts, primarily domestic and international direct commercial contracts, typically do not include termination for convenience provisions; however, continuous transfer of control to our customer is supported as, if our customer were to terminate the contract for reasons other than our non-performance, we would have the right to recover damages that would include, among other potential damages, the right to payment for our work performed to date plus a reasonable profit to deliver products or services that do not have an alternative use to us.

For performance obligations to deliver products with continuous transfer of control to the customer, revenue is recognized by means of an input measure based on the extent of progress towards completion of the performance obligation, generally using the percentage-of-completion cost-to-cost measure of progress for our contracts because it best depicts the transfer of control to the customer as we incur costs on our contracts. Under the percentage-of-completion cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs to complete the performance obligation(s).

For performance obligations in which control does not continuously transfer to the customer, we recognize revenue at the point in time in which each performance obligation is fully satisfied. This coincides with the point in time the customer obtains control of the product or service, which typically occurs upon customer acceptance or receipt of the product or service, given that we maintain control of the product or service until that point.

The Company also offers one to five year (and in limited cases ten and fifteen year) maintenance and support agreements for many of its products, especially within the Aerospace segment. The specific terms and conditions of these agreements vary depending upon the product sold and country in which the product was sold. Revenue is recognized on such agreements over a period of time on a straight-line basis over the term of the maintenance and support services or the right to invoice method (in situations where the value transferred matches our billing rights) as our customer receives and consumes the benefits. The standalone selling price is determined based on the price charged when sold separately or upon renewal.

Sales backlog represents unfulfilled or remaining performance obligations under existing contracts, which sales we expect to recognize for our products and services for which control has not yet transferred to the customer. The estimated consideration is determined at the outset of the contract and considers the risks related to the technical, schedule, and cost impacts to complete the contract and an estimate of any variable consideration. We review these risks on a quarterly basis and may increase or decrease backlog accordingly. As the risks on such contracts are successfully retired, the estimated consideration from customers may be reduced, resulting in a reduction of backlog without a corresponding recognition of sales.

For arrangements with the U.S. Government and FMS contracts, we generally do not begin work on contracts until the customer appropriates funding. Billing timetables and payment terms on our contracts vary based on a number of factors, including the contract type. Typical payment terms under fixed-price contracts with the U.S. Government provide that the customer pays either performance-based payments based on the achievement of contract milestones or progress payments based on a percentage of costs we incur. For the majority of our domestic and international direct commercial contracts, we typically receive advance payments prior to commencement of work, as well as milestone payments that are paid in accordance with the terms of our contract as we perform. We recognize a liability for payments in excess of revenue recognized, which is presented as a contract liability on the balance sheet. The portion of payments that may be retained by the customer until final contract settlement is not considered a significant financing component because the intent is to protect the customer from our failure to adequately complete some or all of the obligations under the contract. Payments received from customers in advance of revenue recognition are not considered to be significant financing components because they are used to meet working capital demands that can be higher in the early stages of a contract. We present revenues recognized in excess of billings as contract assets on the balance sheets. Amounts billed and due from our customers are classified as receivables on the balance sheets.

Significant estimates and assumptions are made in estimating contract sales and costs, including the profit booking rate. At the outset of a long-term contract, we identify and monitor risks to the achievement of the technical, schedule, and cost aspects of the contract, as well as variable consideration, and assess the effects of those risks on our estimates of sales and total costs to complete the contract. The estimates consider the technical requirements (e.g., a newly-developed product versus a mature product), the schedule and associated tasks (e.g., the number and type of milestone events), and costs (e.g., material, labor, subcontractor, overhead, and the estimated costs to fulfill our industrial cooperation agreements, sometimes referred to as offset agreements, required under certain contracts with international customers). The initial profit booking rate of each contract considers risks surrounding the ability to achieve the technical requirements, schedule, and costs in the initial estimated total costs to complete the contract. Profit booking rates may increase during the performance of the contract if we successfully retire risks surrounding the technical, schedule, and cost aspects of the contract, which decreases the estimated total costs to complete the contract. Conversely, our profit booking rates may decrease if the estimated total costs to complete the contract increase or our estimates of variable consideration we expect to receive decrease. All of the estimates are subject to change during the performance of the contract and may affect the profit booking rate. When estimates of total costs to be incurred on a contract exceed total estimates of the transaction price, a provision for the entire loss is determined at the contract level and is recorded in the period in which the loss is determined.

Comparability of our segment sales, operating income, and operating margin may be impacted favorably or unfavorably by changes in profit booking rates on our contracts for which we recognize revenue over a period of time using the percentage-of-completion cost-to-cost method to measure progress towards completion. Increases in the profit booking rates, typically referred to as risk retirements, usually relate to revisions in the estimated total costs to fulfill the performance obligations that reflect improved conditions on a particular contract. Conversely, conditions on a particular contract may deteriorate, resulting in an increase in the estimated total costs to fulfill the performance obligations and a reduction in the profit booking rate. Increases or decreases in profit booking rates are recognized in the current period and reflect the inception-to-date effect of such changes.

The aggregate impact of adjustments in contract estimates to net income are presented below:

Net income

	Fiscal 2025	Fiscal 2024
Aerospace	$ (773)	$ (608)
CIS	290	109
Total	**$ (483)**	**$ (499)**

Cash and Cash Equivalents

Cash includes short-term deposits at market interest rates with original maturities of three (3) months or less. The Company maintains cash balances at several financial institutions located in the Northeast United States and at several locations internationally. Accounts in each domestic institution are insured by the Federal Deposit Insurance Corporation up to $250. During each fiscal year, the Company may periodically have cash and cash equivalents in excess of insured amounts.

Restricted Cash

Restricted cash was $8,723 as of February 28, 2025 compared to $8,407 as of February 23, 2024. Restricted cash is comprised primarily of collateral for any obligations under our loan agreements with PNC Bank, National Association ("PNC Bank") as defined in Note 6 – Long-Term Obligations and Related Equity Arrangements and prepaid research and development funding under international government grant programs. The increase in restricted cash was due primarily to the increase in advance payments to ETC-PZL for the intended use of prepaid research and development funding under international government grant programs.

Accounts Receivable and Concentration of Credit Risk

Accounts receivable represents our unconditional right to consideration under the contract and include amounts billed and currently due from customers. The amounts are stated at their net estimated realizable value.

The Company performs ongoing credit evaluations of its customers and adjusts credit limits based on payment history and the customer's current creditworthiness. Terms are cash upon delivery, except where satisfactory open account credit is established, in which case terms are generally payment net thirty (30) days from the date of the invoice. Accounts receivable are deemed past due if payment is not received by the payment due date. Overdue payments are subject to interest penalty of the delinquent amount at the rate of one and one-half percent (1.5%) per month. The Company continuously monitors collections and payments from its customers, and maintains a provision for estimated credit losses. The Company's measurement of expected economic loss, as well as any potential recovery, is based on historical losses, current and forecasted economic conditions, customer specific considerations as well as geopolitical considerations. While credit losses have historically been within the Company's expectations and the provisions established, we cannot guarantee that the Company will continue to experience the same credit loss rates.

Additionally, as a result of the concentration of international receivables, the Company cannot predict the effect, if any, that geopolitical disputes and financial constraints will have on the ultimate collection of its international receivables. Amounts due under contracts related to international customers and agencies of a foreign government totaled $5,009, or 82.9%, of total net accounts receivable as of February 28, 2025 as compared to $5,855, or 79.5%, of total net accounts receivable as of February 23, 2024. As of June 9, 2025, the date of issuance of our consolidated financial statements, 92.4% of these receivables outstanding as of February 28, 2025 and 98.7% of these receivables outstanding as of February 23, 2024 have been collected. See Note 2 – Accounts Receivable for additional disclosures related to our accounts receivable.

Contract Assets

Contract assets include unbilled amounts typically resulting from sales under contracts when the percentage-of-completion cost-to-cost method of revenue recognition is utilized and revenue recognized exceeds the amount billed to the customer. The amounts may not exceed their estimated net realizable value. In accordance with industry practices, contract assets are classified as current even though a portion of these amounts may not be realized within one year.

Contract Liabilities

Contract liabilities include billings in excess of revenue recognized and advance payments. In accordance with industry practices, contract liabilities are classified as current.

Inventories

Inventories are valued at the lower of cost or net realizable value. Cost is determined principally by the first-in, first-out method ("FIFO method"). The costs of finished goods and work-in-process inventories include material, direct engineering, manufacturing labor, and overhead components. Overhead costs allocated to inventory are only those directly related to our manufacturing activities. Where necessary, provision is made for obsolete, slow-moving, or damaged inventory. This provision represents the difference between the cost of the inventory and its estimated market value. In addition, we capitalize costs to fulfill incurred in advance of contract award in inventories as work-in-process if we determine that contract award is probable.

In accordance with U.S. GAAP, the Company may capitalize certain costs of simulation equipment into property, plant, and equipment. This equipment may be used to provide training or as a demonstration device to market the technology, and may be sold as a product if appropriate.

Property, Plant, and Equipment

Property, plant, and equipment are stated at cost, and are depreciated over their estimated useful lives using the straight-line method for financial reporting purposes. Buildings and building additions are depreciated over 40 years; machinery and equipment, 3 to 20 years; office furniture and equipment, 10 years; and building improvements, 5 to 10 years. The Company manufactures certain equipment that it uses primarily for both research and demonstration purposes to support its sales effort and is not listed for sale, although sales of such demonstration equipment are not precluded. The gross value of demonstration equipment was $1,068 as of February 28, 2025. The net book value of demonstration equipment was $41 as of February 28, 2025. In November 2024, ETC sold and leased back its demonstration equipment in Southampton, Pa., with a net book value of $3,208, for pre-tax proceeds of $4,000. See Note 1 Leases section. Upon sale or retirement of property, plant, and equipment, the costs and related accumulated depreciation are eliminated from the accounts with any resulting gains or losses. In fiscal 2025, $9,074 of property, plant and equipment, with a net book value of $44, was retired. There was $3,201 of retirements of assets in fiscal 2024.

Capitalized Software Development Costs

The Company capitalizes the qualifying costs of developing software contained in certain products. Capitalization of such costs commences when technological feasibility has been established in accordance with the Financial Accounting Standards Board's ("FASB") guidance on accounting for the costs of computer software to be sold, leased, or otherwise marketed. Technological feasibility is defined as the point in time when the Company has completed all planning, designing, coding, and testing activities that are necessary to establish that a software product can be produced to meet its design specifications, including functions, features, and technical performance requirements. When the software is ready for commercial release, capitalization of development costs cease and amortization commences on a straight-line basis over a period ranging from three (3) to five (5) years, depending upon the life of the product. The establishment of technological feasibility and the ongoing assessment of the recoverability of these costs require considerable judgment by management with respect to certain external factors including, but not limited to, anticipated future gross product revenue, estimated economic product lives, and changes in software and hardware technology. Software amortization totaled $16 and $16 in fiscal 2025 and fiscal 2024, respectively. Estimated software amortization, which is based on existing capitalized software, for each of the next five (5) fiscal years, is as follows: $6 in fiscal 2026, $2 in fiscal 2027, and $0 thereafter.

Research and Development Costs

Research and development costs, which relate primarily to the development, design, and testing of products, are expensed as incurred. The Company enters into research grants with various government entities, both in the United States and internationally. During both fiscal 2025 and fiscal 2024, the Company was involved with two (2) such grants, of which two (2) remained at the end of the year. Reimbursement payments received under these grants for qualified expenses are recorded as a reduction of research and development costs. Net expenses was $886 in fiscal 2025 compared to $1,532 in fiscal 2024. Research and development expenses, which totaled $3,139 in fiscal 2025 and $3,974 in fiscal 2024, respectively, include spending for potential new products and technologies and work performed under government grant programs, both in the United States and internationally. This spending, net of reimbursements from the governments of Poland as detailed above, was $886 for fiscal 2025 compared to $1,532 for fiscal 2024.

Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes, as well as the valuation of net operating loss ("NOL") carryforwards and research and development tax credits. Valuation allowances are reviewed each fiscal period to determine whether there is sufficient positive or negative evidence to support a change in judgment about the realizability of the related deferred tax asset. Deferred tax assets and liabilities are offset and presented as a single non-current asset.

Significant judgments and estimates are required in determining the provision for taxes, including judgments and estimates regarding the realization of deferred tax assets and the ultimate outcomes of tax-related contingencies. During the normal course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. A liability is recognized, including interest, or a tax asset is reduced, for the anticipated outcome of tax audits. These amounts are adjusted in light of changing facts and circumstances.

Long-Lived Assets

The Company reviews its property, plant, and equipment for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Recoverability is measured by a comparison of the carrying amount to the net undiscounted cash flows expected to be generated by the asset. An impairment loss would be recorded for the excess of net book value over the fair value of the asset impaired. The fair value is estimated based on expected undiscounted future cash flows. The results of impairment tests are subject to management's estimates and assumptions of projected cash flows and operating results; actual results may differ. There were no impairment losses recorded in either fiscal 2025 or fiscal 2024.

Share-Based Compensation

Share-based compensation expense is measured at the stock option grant date, based on the fair value of the award, and is recorded primarily to general and administrative expense. The Company uses the Black-Scholes option-pricing model and the straight-line attribution approach to determine the fair value of share-based awards in accordance with Accounting Standards Codification ("ASC") 718, Compensation. This option-pricing model requires the input of highly subjective assumptions, including the option's expected term, the price volatility of the underlying stock, risk-free rates of return, dividend yield, and expected forfeitures. The expected term of an award is no less than the award vesting period and is based on the Company's historical experience. The expected stock price volatility is based on the Company's historical stock prices. The risk-free interest rate is approximated using rates available on U.S. Treasury securities in effect at the time of grant with a remaining term similar to the award's expected life. The Company uses a dividend yield of zero in the Black-Scholes option-pricing model as it does not anticipate paying cash dividends in the near future. The Company uses historical data to estimate pre-vesting option forfeitures and record share-based compensation expense for only those awards that are expected to vest as the requisite service is rendered. The guidance requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from these estimates. The Company typically issues new shares of Common Stock upon the exercise of stock options, as opposed to using treasury shares. There were 436,500 stock options granted in fiscal 2025. There were no stock options granted in fiscal 2024.

Advertising Costs

The Company expenses advertising costs, which include trade shows, as incurred. Advertising costs were $90 and $98 in fiscal 2025 and fiscal 2024, respectively.

Warranty Costs

The Company provides warranties against defects in materials and workmanship in our products. Warranty periods for our products generally range from ninety (90) days to two (2) years. The Company maintains a general provision for estimated expenses of providing service under these warranties. Non-warranty service is billed to the customer as performed. The assumptions we use to estimate warranty accruals are evaluated periodically in light of actual experience and management's estimates of future claims, and, when appropriate, the accruals are adjusted. Our determination of the appropriate level of warranty accrual is subjective and based on estimates, and actual experience may be different than our accruals.

Earnings per Share

The Company utilizes the two-class method for computing and presenting earnings per share. The Company currently has one class of Common Stock (the "Common Stock") and one class of cumulative convertible participating Preferred Stock currently outstanding, Series E (the "Preferred Stock"). Under its terms, the Preferred Stock is entitled to participate in any cash dividends on a one-for-one basis for the equivalent converted common shares if the Preferred Stock were to be converted by the holder by the dividend record date; therefore, the Preferred Stock is considered a participating security requiring the two-class method for the computation and presentation of net income per share – basic.

The two-class computation method for each period segregates basic earnings per common and participating share into two categories: distributed earnings per share (i.e., the Preferred Stock stated dividend) and undistributed earnings per share, which allocates earnings after subtracting the Preferred Stock dividend to the total of weighted average common shares outstanding plus equivalent converted common shares related to the Preferred Stock. Basic earnings per common and participating share exclude the effect of Common Stock equivalents, and is computed using the two-class computation method.

Diluted earnings per share reflects the potential dilution that could result if securities or other contracts to issue Common Stock were exercised or converted into Common Stock. Diluted earnings per share continue to be computed using the if-converted method. Diluted earnings per share assumes the exercise of stock options and warrants using the treasury stock method. If the effect of the conversion of any financial instruments would be anti-dilutive, it is excluded from the diluted earnings per share calculation.

As of both February 28, 2025 and February 23, 2024, there were 12,127 shares of cumulative convertible participating Series E Preferred Stock outstanding, convertible into Common Stock at an exercise price of $1.98 per share, equating to 6,124,567 shares of Common Stock, assuming cash payment of all accrued dividends.

As of February 28, 2025 and February 23, 2024, there were outstanding options to purchase the Company's Common Stock at an average price of $0.83 and $0.88 totaling 1,136,950 and 717,950 shares, respectively. Due to the conversion price of the Common Stock options; 0 and 717,950 shares were excluded from the calculation of diluted earnings per share as of February 28, 2025 and February 23, 2024, respectively, because the effect of their conversion would be anti-dilutive.

Leases

The Company determines if an arrangement is a lease at the inception date. On the Consolidated Balance Sheets, operating leases are included in Right-of-use asset, with the related liabilities included in either Current portion of lease obligations or Lease obligations, non-current. Also on the Consolidated Balance Sheets, finance leases are included in Property, plant, and equipment, at cost, net, with the related liabilities included in either Other accrued liabilities, current, or Other accrued liabilities, non-current.

Right-of-use assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. If a lease does not implicitly state a rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. Variable components of the lease payments such as fair market value adjustments, utilities, and maintenance costs are expensed as incurred and not included in determining the present value. Lease expense for minimum lease payments are recognized on a straight-line basis over the lease term.

Upon the sale of the demonstration equipment in the sale and lease back transaction the Company received net proceeds of $4,000 and added Right of Use assets of $4,000. The interest rate was 9.58%. The Company leases certain premises, automobiles, demonstration equipment and office equipment under operating leases. As of February 28, 2025, these leases have remaining lease terms of ten (10) months to fifty-two (52) months, with a weighted average remaining lease term of approximately thirty-three (33) months. Maturities of operating lease liabilities are as follows:

Fiscal Year		Amount
Fiscal 2026	$	2,736
Fiscal 2027		2,267
Fiscal 2028		788
Fiscal 2029		490
Fiscal 2030		142
Total lease payments		6,423
Less: imputed interest		(638)
Total future long-term lease obligations		5,785
Less: current portion		(2,359)
Total future long-term lease obligations, less current portion	**$**	**3,426**

Total operating lease expense in fiscal 2025 was $1,485 of which $0 was attributable to variable lease expenses. Cash payments against operating lease liabilities in fiscal 2025 totaled $1,246.

Recently Adopted Accounting Pronouncements

Financial Instruments—Credit Losses

On February 25, 2023, the Company adopted Accounting Standards Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments. ASU 2016-13 replaces the incurred loss impairment methodology for measuring and recognizing credit losses, including trade receivables, with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. This new standard, as amended by ASU 2019-10 is effective for fiscal years beginning after December 15, 2022. Under this new standard, on initial recognition and at each reporting period, an entity is required to recognize an allowance that reflects the entity's current estimate of credit losses expected to be incurred over the life of the financial instrument.

The Company's measurement of expected economic loss, as well as any potential recovery, is based on the following considerations:

(i) Historical losses of the various pools
(ii) Current and forecasted economic conditions
(iii) Customer specific considerations
(iv) Geopolitical considerations

Improvements to Reportable Segment Disclosures

On February 24, 2024, the Company adopted ASU 2023-07, Segment Reporting (Topic 280), Improvements to Reportable Segment Disclosures. This amendment requires disclosures of significant expenses by segment and interim disclosure of items that were previously required on an annual basis. The amendments are to be applied on a retrospective basis and are effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. See Note 8 – Business Segment Information for additional disclosures related to our business segments.

Recent Accounting Pronouncements

Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740), Improvements to Income Tax Disclosures. On an annual basis, the new guidance requires a public entity to disclose: (1) specific categories in the rate reconciliation, (2) additional information for reconciling items that are equal to or greater than 5% of the amount computed by multiplying income (or loss) from continuing operations before income tax expense (or benefit) by the applicable statutory income tax rate, (3) income taxes paid (net of refunds received) disaggregated by federal (national), state, and foreign taxes, with foreign taxes disaggregated by individual jurisdictions in which income taxes paid is equal to or greater than 5% of total income taxes paid, (4) income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign, and (5) income tax expense (or benefit) from continuing operations disaggregated between federal (national), state and foreign. The amendments may be adopted on a prospective or retrospective basis and are effective for fiscal years beginning after December 15, 2024 with early adoption permitted. We are evaluating the impact of the amendments on disclosures in our consolidated financial statements

Income Statement – Reporting Compressive Income – Expense Disaggregation

In November 2024, the FASB issued ASU 2024-02, (Subtopic 220-40), Income Statement – Reporting Compressive Income – Expense Disaggregation Disclosure. The new guidance requires the disclosure of additional information related to certain costs and expenses, including amounts of inventory purchases, employee compensation, and depreciation and amortization included in each income statement line item. The guidance also requires disclosure of the total amount of selling expenses and the Company's definition of selling expenses. The guidance is effective for the Company for annual periods beginning after December 15, 2026 and for interim periods beginning after December 15, 2027. The Company is currently assessing the impacts of the new guidance on its financial statement disclosures.

2. Accounts Receivable

The components of accounts receivable are as follows:

	Feb. 28, 2025	Feb. 23, 2024
U.S. Commercial ("Domestic")	$ 994	$ 1,280
U.S. Government	255	366
International	5,009	5,855
	6,258	7,501
Less: allowance for credit losses	(216)	(136)
Accounts receivable, net	**$ 6,042**	**$ 7,365**

The allowance for credit losses are as follows:

	Feb. 23, 2024	Additions	Recoveries	Feb. 28, 2025
U.S. Commercial ("Domestic")	$ 61	$ 7	$ -	$ 68
U.S. Government	-	-	-	-
International	75	165	(92)	148
Allowance for credit losses	**$ 136**	**$ 172**	**$ (92)**	**$ 216**

3. Contract Assets and Contract Liabilities

The following is a summary of long-term contracts in progress:

	Contract Assets/ (Liabilities), net
Balance, February 24, 2023	**$ (2,953)**
Cost incurred on uncompleted long-term contracts	25,883
Estimated earnings	15,341
	38,272
Less: billings to date	(38,991)
Balance, February 23, 2024	**(719)**
Cost incurred on uncompleted long-term contracts	40,696
Estimated earnings	13,893
	53,870
Less: billings to date	(32,569)
Balance, February 28, 2025	**$ 21,301**

Included in accompanying balance sheets under the following captions:

	Feb. 28, 2025	Feb. 23, 2024
Contract assets	$ 27,486	$ 12,278
Contract liabilities	(6,185)	(12,997)
	$ 21,301	**$ (719)**

Included in contract liabilities is a provision for unexpected losses on contracts of $200 in both fiscal 2025 and fiscal 2024.

4. Inventories

Inventories are valued at the lower of cost or market using the FIFO method and consist of the following:

	Feb. 28, 2025	Feb. 23, 2024
Raw materials	$ 81	$ 135
Work in process	726	1,741
Finished goods	1,080	-
Inventories, net	**$ 1,887**	**$ 1,876**

Inventory is presented net of an allowance for obsolescence of $150 (raw material $61, work in process $89, and finished goods $0) and $621 (raw material $61, work in process $560 and finished goods $0 as of February 28, 2025 and February 23, 2024, respectively.

5. Property, Plant, and Equipment

The following is a summary of property, plant and equipment, at cost:

	Feb. 28, 2025	Feb. 23, 2024
Machinery and equipment	$ 4,882	$ 11,143
Demonstration equipment	1,068	14,816
Office furniture and equipment	217	1,223
Construction in process	61	-
	6,228	**27,182**
Less: accumulated depreciation	(5,670)	(23,044)
Property, plant, and equipment, at cost, net	**$ 558**	**$ 4,138**

Depreciation and amortization expense for fiscal 2025 and fiscal 2024 was $785 and $1,448, respectively.

As of both February 28, 2025 and February 23, 2024, substantially all of the Company's long-lived assets were located in the United States of America.

In accordance with U.S. GAAP, the Company may capitalize certain costs of simulation equipment into property, plant, and equipment. This equipment may be used to provide training or as a demonstration device to market the technology, and may be sold as a product if appropriate.

6. Long-Term Obligations and Related Equity Arrangements

September 28, 2012 Loan Agreement with PNC Bank

Effective September 28, 2012, ETC and PNC Bank entered into a loan agreement (the "September 28, 2012 Loan Agreement"), which included ETC executing a Line of Credit Note and a Term Loan Note (as defined below). As set forth in the September 28, 2012 Loan Agreement, borrowings under the PNC Line of Credit were available for working capital and other general business purposes, and for issuances of letters of credit. Amounts were borrowed, repaid, and re-borrowed under the PNC Line of Credit from time to time until August 5, 2016, the date on which the Company entered into an amendment to the September 28, 2012 Loan Agreement that provided for, among other things, the consolidation of the PNC Line of Credit and the Term Loan into a $21,000 Revolving Line of Credit (the "Revolving Line of Credit"), which on April 9, 2018 was subsequently increased to $25,000; see "Recent Amendments to the September 28, 2012 Loan Agreement" below for details.

The Company's obligation to repay the advances under the Revolving Line of Credit is set forth in the Amended and Restated Committed Line of Credit Note (the "Line of Credit Note"). As of February 28, 2025, the Company's availability under the Revolving Line of Credit was $2,255. This reflected cash borrowings of $14,285 and net outstanding standby letters of credit of $3,460. As of June 9, 2025, the date of our most current Revolving Line of Credit statement, the Company's availability under the Revolving Line of Credit was approximately $1,207.

As security for repayment of the Line of Credit Note, as noted above, and the Term Loan Note, which set forth the Company's obligation to repay the principal on the Term Loan, including interest, on a monthly basis, the Company also concurrently entered into the Third Amended and Restated Reimbursement Agreement for Letters of Credit between ETC and PNC Bank dated September 28, 2012, a Security Agreement between ETC and PNC Bank dated September 28, 2012, a Pledge Agreement executed by ETC on September 28, 2012 in favor of PNC Bank ("Pledge Agreement"), an Amended and Restated Guaranty and Suretyship Agreement executed on September 28, 2012 in favor of PNC Bank by H.F. Lenfest ("Mr. Lenfest"), a major shareholder and director of ETC since 2003, who passed away on August 5, 2018, and an Open-End Mortgage and Security Agreement between ETC and PNC Bank dated September 28, 2012. Pursuant to the Pledge Agreement, which was subsequently amended and restated in conjunction with the Fiscal 2017 Amendment to the September 28, 2012 Loan Agreement (as defined below), the Company pledged to PNC Bank as collateral the Company's ownership interest in certain subsidiaries of the Company.

The September 28, 2012 Loan Agreement contains both affirmative and negative covenants that are customary for transactions of this type, including such financial covenants as a minimum net worth, a maximum operating leverage ratio, and a minimum fixed charge coverage ratio, as well as limitations with respect to indebtedness, liens, investments, distributions, dispositions of assets, change of business, and transactions with affiliates. The September 28, 2012 Loan Agreement also provides for customary events of default, including the failure to pay any principal or interest when due, failure to comply with covenants, material misrepresentations, certain bankruptcy, insolvency or receivership events, imposition of certain judgments, and the liquidation of ETC. Upon an event of default under the September 28, 2012 Loan Agreement, including the non-payment of principal or interest, the obligations of the Company under the September 28, 2012 Loan Agreement may be accelerated and the assets securing the obligations foreclosed upon.

Recent Amendments to the Sept. 28, 2012 Loan Agreement

On September 30, 2021, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that provided for a line of credit of $20.0 million with a maturity date of June 30, 2022.

On May 23, 2022, the Company entered into an amendment to a September 28, 2012 Loan Agreement with PNC Bank that provided for, among other things, the following:

(i) The maturity date of the PNC Credit Facilities was extended from June 30, 2022 to June 30, 2023.

(ii) The PNC Credit Facilities will be collateralized by a combination of the Company's pledged restricted cash held by PNC ($6.83 million as of February 28, 2025), substantially all of the Company's additional assets, and the pledged collateral from the estate of H.F. Lenfest

Loans under the Line of Credit shall bear interest at a variable rate per annum equal to the sum of (A) Daily Simple SOFR (Secured Overnight Financing Rate) plus (B) an unadjusted spread of two hundred seventy five basis points (2.75%) plus (C) a SOFR adjustment of ten basis points (0.10%).

On May 23, 2022, the Company entered into an amendment to a September 28, 2012 Loan Agreement with PNC Bank that provided for, among other things, the following:

i) The maturity date of the 2016 PNC Credit Facilities was extended from June 30, 2023 to June 30, 2024.

ii) Loans under the Line of Credit shall bear interest at a variable rate per annum equal to the sum of (A) Daily Simple SOFR plus (B) an unadjusted spread of two hundred seventy five basis points (2.75%) plus (C) a SOFR adjustment of ten basis points (0.10%).

iii) Provided the ability for ETC to utilize our accounts receivable and inventory as collateral for additional borrowings with alternative lenders.

On May 6, 2024, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that extended the maturity date of the 2016 PNC Credit Facilities from June 30, 2024 to June 30, 2025.

On May 13, 2025, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that extended the maturity date of the 2016 PNC Credit Facilities from June 30, 2025 to June 30, 2026.

Preferred Stock

Presently, the Company has one class of cumulative convertible participating Preferred Stock currently outstanding, Series E (25,000 shares authorized) (the "Preferred Stock"). The Preferred Stock was authorized by the Board of Directors in April 2009 as part of the 2009 Lenfest Financing Transaction. The Preferred Stock has a par value of $0.05 per share and a stated value of $1,000 per share. The Preferred Stock is currently entitled to receive cumulative dividends at the rate of four percent (4%) per year, in preference to the holders of the Company's Common Stock with respect to dividends. These dividends are payable only upon a Liquidation Event (as defined) or when otherwise declared by the Board of Directors. A Liquidation Event is deemed to include certain merger, corporate reorganization, sale of more than 50% of voting power, and disposition of substantially all assets transactions that are approved by the Board, unless the holders of a majority of the outstanding shares of the Preferred Stock elect to the contrary. The Company cannot declare or pay any dividends on its Common Stock until the dividends on the Preferred Stock have been paid. The Preferred Shareholders are entitled to receive any dividends paid with respect to the Common Stock on an "as-converted" basis. The Preferred Stock may be converted by the holder at any time and from time to time into the Company's Common Stock by dividing the stated value of the Preferred Stock plus the aggregate amount of the accrued and unpaid dividends on the Preferred Stock by the conversion price established at the time of issuance, as such conversion price has been subsequently adjusted (see "Series E Preferred Stock" below). Upon a Liquidation Event, including a deemed Liquidation Event, the holders of the Preferred Stock would be entitled to participate in any proceeds in preference to any Common Shareholders holders. The Preferred Stock would instead participate in any such Liquidation Event with the Common Shareholders holders on an "as-converted" basis, if and to the extent that the holder has exercised the option to convert the Preferred Stock into Common Stock. The Preferred Stock conversion price is subject to adjustment for certain transactions including stock splits and issuance of equity securities below the conversion prices.

. The Company has reviewed U.S. GAAP applicable to the Preferred Stock; specifically, the Company has reviewed both ASC 480 – Distinguishing Liabilities from Equity and ASC 815 – Derivatives and Hedging. Upon its review, the Company determined that the Preferred Stock is within the control of the Company and that the attributes of the Preferred Stock are more akin to equity than debt. The specific attributes considered by the Company include the designation of the instruments, the conversion of the instruments to the Company's Common Stock, the participation feature, the non-mandatory conversion, the voting rights, and the ability to appoint directors. Secondly, the Company determined that the Preferred Stock qualifies as permanent equity because the Preferred Stock is not mandatorily redeemable, and there is no obligation to either repurchase the instruments or issue a variable amount of common shares. Lastly, the Company determined that the conversion feature qualifies for the scope exception of ASC 815 – Derivatives and Hedging as it is clearly and closely related to the Preferred Stock instrument. Due to the Company's accumulated deficit as of February 24, 2012, all Preferred Stock dividends accruing through this date were recorded in the accompanying consolidated financial statements as a reduction of additional paid-in capital. During fiscal 2013, the Company entered into a position of retained earnings; thus, all $1,511 and $493 of dividends recorded during fiscal 2013 and fiscal 2014, respectively, were recorded as a reduction to retained earnings. Due to the accumulated deficit position entered into beginning in fiscal 2015, or $493, as applicable, of dividends recorded during each of the fiscal years since were recorded as a reduction of additional paid-in capital.

Series E Preferred Stock

On July 2, 2009, the Company issued 23,741 shares of Series E Preferred Stock to Mr. Lenfest in connection with the 2009 Lenfest Financing Transaction. The shares of Series E Preferred Stock were convertible to Common Stock at a conversion price per share equal to $2.00 and would have converted into 11,870,391 shares of the Company's Common Stock.

On March 10, 2010, August 12, 2010, and February 9, 2011, ETC entered into three separate agreements with Mr. Lenfest to repurchase and retire a total of 2,000 shares of Series E Preferred Stock owned by Mr. Lenfest. In the three agreements, the repurchases were made at the stated price of $1,000 per share for a total of $2,000.

On September 28, 2012, as part of the 2012 Financial Restructuring and immediately following the closing of the Loan Agreement, the Company purchased from Mr. Lenfest, at the stated price of $1,000 per share, 9,614 shares of Series E Preferred Stock, representing a significant portion of the Company's issued and outstanding Series E Preferred Stock. The estate of Mr. Lenfest is the only holder of the outstanding Series E Preferred Stock, and 12,127 shares of Series E Preferred Stock remain outstanding as of both February 28, 2025 and February 23, 2024.

As of both February 28, 2025 and February 23, 2024, Series E Preferred Stock was convertible at an exercise price of $1.98 per share, equating to 6,124,567 shares of Common Stock, assuming cash payments of all accrued dividends. All Series E Preferred Stock dividends accrued through February 22, 2013 have been paid in cash. Series E Preferred Stock dividends accrued during the period February 23, 2013 through February 28, 2025, which totaled $5,833, remained unpaid as of June 9, 2025, the date of issuance of our consolidated financial statements.

ETC-PZL Line of Credit Agreement

On December 29, 2022 ETC-PZL revised its loan agreement with a bank in Warsaw, Poland, whereby ETC-PZL received two lines of credit (collectively, the "ETC-PZL Lines of Credit") in the amounts of $750 and $500 to fund current activity. Amounts may be borrowed, repaid, and re-borrowed up until December 29, 2024 ($750) and December 30, 2023 ($500), respectively.

On December 30, 2023 ETZ-PZL received an extension on the $500 line of credit until May 30, 2024. On April 30, 2024, ETC-PZL revised this loan agreement with a bank in Warsaw, Poland, whereby ETC-PZL received a new line of credit in the amounts of $500 thousand until November 29, 2026.

On December 23, 2024 ETC-PZL received an extension on the $750 line of credit until February 28, 2025. On February 28, 2025 ETC-PZL repaid the $750 line of credit. The interest rate on the ETC-PZL Line of Credit will be based on the Warsaw Interbank Offered Rate ("WIBOR") one-month base rate (5.34% as of the date of issuance of our consolidated financial statements) plus a margin of 3.3% for the $500 line. The ETC-PZL Line of Credit is collateralized by a combination of promissory notes and substantially all of ETC-PZL's unrestricted current assets. As of February 28, 2025, there were outstanding borrowings of $190 under the ETC-PZL Line of Credit.

Summary of Long-Term Debt Obligations

Long-term debt obligations consist of the following:

	Feb. 28, 2025	Feb. 23, 2024
Credit facility payable to PNC Bank	$ 14,240	$ 11,725
Automobile Loan	45	-
Credit facility payable to Spoldzielczy Bank	190	1,065
Total long-term debt obligations, net debt of issuance costs	14,475	12,790
Less: current portion	(7)	(712)
Total long-term debt obligations, less current portion, net of debt issuance costs	**$ 14,468**	**$ 12,078**

The amounts of future long-term debt obligations maturing in each of the next five (5) fiscal years are as follows:

Fiscal Year	Amount
Fiscal 2026	$ 7
Fiscal 2027	14,438
Fiscal 2028	9
Fiscal 2029	10
Fiscal 2030	11
Total future long-term debt obligations	**$ 14,475**

7. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes, as well as the valuation of NOL carryforwards and research and development tax credits. Valuation allowances are reviewed each fiscal period to determine whether there is sufficient positive or negative evidence to support a change in judgment about the potential realization of the related deferred tax asset. Deferred tax assets and liabilities are offset and presented as a single non-current asset.

As of February 28, 2025, the Company reviewed the components of its deferred tax assets and determined, based upon all available information, that it is more likely than not that deferred tax assets relating to its federal deferred tax assets and certain state deferred tax assets will be realized. Accordingly, during the period we reversed the previously recorded valuation allowance against these deferred tax assets. If in the future there is a change in our ability to realize these deferred tax assets, then our tax valuation allowance may increase in the period in which we determine that realization is less likely than not.

An income tax benefit of $5,622 was recorded in fiscal 2025 compared to an income tax benefit of $51 in fiscal 2024. Our income tax (benefit) provision consists of the following:

	Fiscal year ended	
	Feb. 28, 2025	**Feb. 23, 2024**
Current tax (benefit) expense:		
U.S. Federal	$ -	$ -
U.S. State	(5)	29
Foreign	234	(80)
Total current tax benefit, net	**229**	**(51)**
Deferred tax (benefit) expense:		
U.S. Federal	$ (5,690)	$ -
U.S. State	(161)	-
Foreign	-	-
Total deferred tax expense, net	(5,851)	-
Income tax provision (benefit)	**$ (5,622)**	**$ (51)**

Effective tax rates were -75.6% and -2.8% for fiscal 2025 and fiscal 2024, respectively. The decrease in the effective tax rate for fiscal 2025 as compared to fiscal 2024 was driven primarily by the reversal of the valuation allowance on federal deferred tax assets and certain state deferred tax assets. This reversal is attributable to the change in the Company's operating profit and expected ability to realize these deferred tax assets.

The Company files income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. ETC is no longer subject to U.S. federal tax examinations by tax authorities for the fiscal years before and including 2022. ETC-PZL is no longer subject to tax examinations in Poland for tax periods prior to December 31, 2018. We are, however, subject to examination in various other foreign and state jurisdictions for fiscal years 2014-2025. Additionally, to the extent we utilize our NOL carryforwards in the future, the tax years in which the NOL was generated may still be adjusted upon examination by the tax authorities in the tax period when the NOL is utilized.

As of February 28, 2025, the Company had U.S. federal and state NOL carryforwards of approximately $9,584 and $9,268, respectively, including NOL carryforwards which will expire at various dates from 2026 through 2042 and NOL carryforwards which do not expire. The Company also had foreign NOL carryforwards in Poland of $2,375 that expire in various dates from 2025 through 2030. Under Section 382 of the Internal Revenue Code of 1986, as amended ("IRC Section 382"), a corporation that undergoes an "ownership change", as defined therein, is subject to limitations on its use of pre-change NOL carryforwards to offset future taxable income. The Company has performed a full Section 382 analysis to determine whether the Company has undergone an ownership change as defined within IRS Code section 382(g) during the period beginning February 26, 2011 through February 23, 2024. Based on the analysis performed the conclusion that it is more likely than not that the Company did not experience an ownership change as defined in section 382 (g)(1) during the analysis period, nor during the period February 24, 2024 through December 31, 2024.

As of February 28, 2025, the Company had U.S. federal credit carryforwards of $2,371, which will expire at various dates from 2026 through 2045.

As of February 28, 2025 and February 23, 2024, the Company has a net deferred tax asset of $5,851 and $0, respectively. Significant components of our net deferred tax asset are as follows:

	Feb. 28, 2025	Feb. 23, 2024
Deferred tax assets:		
NOL carryforwards	$ 2,116	$ 5,430
U.S. R&D tax credits	2,371	1,961
Vacation accrual	158	155
Inventory reserve	33	147
Receivable reserve	86	32
Right of use liability	1,195	602
Capitalized Research & Dev	1,636	533
Other, net	375	704
	7,970	9,564
Valuation allowance	(920)	(7,897)
Total deferred tax assets	**7,050**	**1,667**
Deferred tax liabilities:		
Depreciation	-	(864)
Amortization of capitalized software	(2)	(5)
Right-of-use Asset	(1,195)	(602)
APB 23 liability	(2)	(196)
Total deferred tax liabilities	**(1,199)**	**(1,667)**
Total net deferred tax asset	**$ 5,851**	**$ -**

As of February 28, 2025 and February 23, 2024, there were no amounts accrued for the payment of income tax-related interest and penalties included in the consolidated financial statements.

As of February 28, 2025 and February 23, 2024, the total amount of unrecognized tax benefits was $1,854 and $704, respectively, of which $0 would affect the effective tax rate in fiscal year 2025, if recognized. These amounts are primarily associated with the taxation of foreign earnings and with current and prior year capitalized research and development costs.

8. Business Segment Information

We operate in two primary business segments, Aerospace and CIS. Aerospace encompasses the design, manufacture, and sale of: (i) ATS products; altitude (hypobaric) chambers; hyperbaric chambers for multiple persons (multiplace chambers) collectively Aircrew Training Systems ("ATS"); and (ii) ADMS, as well as ILS for customers who purchase these products or similar products manufactured by other parties. These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs. Sales of our Aerospace products are made principally to U.S. and foreign government agencies and to civil aviation organizations. CIS encompasses the design, manufacture, and sale of: (i) steam and gas (ethylene oxide) sterilizer systems and (ii) ETSS; as well as parts and service support for customers who purchase these products or similar products manufactured by other parties. Sales of our CIS products are made principally to the healthcare, pharmaceutical, and automotive industries.

Our operating segments report separate financial information, which is evaluated by the Chief Executive Officer in order to decide how to allocate resources and to assess performance. We do not present a measure of total assets for our reportable segments as this information is not used by management to allocate resources and capital. Segment operating income include allocations of certain costs, including rent, executive and administrative personnel, rent, information technology and other shared service costs, which are allocated based on metrics designed to correlate with consumption. Segment operating results reflect earnings before, interest expense, net, other (income) expense, income taxes (benefit).

In fiscal 2025, one International customer within the Aerospace segment and one International customer within the Sterilizer Systems business unit represented 10.0% or more of total net sales, and sales to these customers totaling $19,625 and $11,645, respectively, represented 31.2% and 18.5%, respectively, of total net sales. In fiscal 2024, one International customer within the Aerospace segment and one International customer within the CIS segment represented 10.0% or more of total net sales, and sales to these customers totaling $14,102 and $7,012 represented 32.6% and 16.2% of total net sales, respectively.

Included in the segment information for fiscal 2025 and fiscal 2024 are export sales of $49,010 and $35,591, respectively. In fiscal 2025, International sales totaling at least $500 were made to customers in twelve (12) different countries; in fiscal 2024, International sales totaling at least $500 were made to customers in ten (10). Sales to the U.S. Government and its agencies aggregated to $1,471 and $1,434 for fiscal 2025 and fiscal 2024, respectively.

The following segment information reflects the accrual basis of accounting:

	Aerospace	CIS	Company Total
Fiscal 2025:			
Net sales	$ 35,909	$ 27,034	$ 62,943
Direct costs and allocated expenses	32,396	22,284	54,680
Operating income	3,513	4,750	8,263
Fiscal 2024:			
Net sales	$ 25,817	$ 17,490	$ 43,307
Direct costs and allocated expenses	24,103	16,239	40,342
Operating income	1,713	1,252	2,965

Reconciliation to consolidated net income	**Fiscal 2025**	**Fiscal 2024**
Operating income	$ 8,263	$ 2,965
Interest expense, net	(1,183)	(899)
Other expense (income), net	(361)	297
Income tax (benefit) provision	(5,622)	(51)
Net income	**$ 13,063**	**$ 1,820**

9. Stock Option Plans

The following is a summary of the status of the Company's stock option plans:

	Fiscal year ended			
	February 28, 2025		February 23, 2024	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Outstanding at beginning of year	717,950	$ 0.88	957,950	$ 0.95
Granted	436,500	$ 0.75	-	$ -
Exercised	(17,500)	$ 1.10	-	$ -
Forfeited	-	$ -	(240,000)	$ 1.13
Outstanding at end of year	**1,136,950**	**$ 0.83**	**717,950**	**$ 0.88**
Options exercisable at fiscal year end	700,450		717,950	
Weighted average fair value of options granted during the fiscal year	436,500	$ 0.56	-	$ -

The following information applies to options outstanding as of February 28, 2025:

	Options outstanding			Options exercisable	
Exercise price	Number outstanding as of Feb. 28, 2025	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable at Feb. 28, 2025	Weighted average exercise price
$ 0.71-$ 0.72	488,450	4.13	$ 0.71	488,450	$ 0.71
$ 1.25	212,000	0.14	$ 1.25	212,000	$ 1.25
$0.75	436,500	9.15		-	
Total	**1,136,950**			**700,450**	

The Company uses the Black-Scholes option-pricing model and the straight-line attribution approach to determine the fair value of share-based awards in accordance with ASC 718, Compensation. This option-pricing model requires the input of highly subjective assumptions, including the option's expected term, the price volatility of the underlying stock, risk-free rates of return, dividend yield, and expected forfeitures. The expected term of an award (10 years) is no less than the award vesting period and is based on the Company's historical experience. In fiscal 2025 and 2024, 436,500 and 0 options were granted. The Company uses a dividend yield of zero in the Black-Scholes option-pricing model as it does not anticipate paying cash dividends in the near future. The Company is required to estimate forfeitures at the time of grant, and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. The Company uses historical data to estimate pre-vesting option forfeitures and record share-based compensation expense for only those awards that are expected to vest as the requisite service is rendered. The guidance requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from these estimates. The Company typically issues new shares of Common Stock upon the exercise of stock options, as opposed to using treasury shares. Stock option compensation expense was $78 and $0 in fiscal 2025 and fiscal 2024, respectively.

Entering fiscal 2024, the Company had two stock-based compensation plans:

Employee, Director and Consultant Stock Plan

In July 2009, the Company adopted the 2009 Employee, Director and Consultant Stock Plan. This Plan authorizes the Board of Directors (or a committee appointed under the Board of Directors) to grant option awards for the purchase of Common Stock or Common Stock awards of up to 1,000,000 shares of Common Stock to employees, officers, directors, consultants, and advisors of the Company. The Plan allows for the establishment of an exercise price at the time each option is granted. The exercise price shall not be less than the fair market value, or in the case of a ten percent (10%) owner, one-hundred and ten percent (110%), of a share of the Company's Common Stock on the date of grant of such option. The plan also allows the Board of Directors or its appointed committee to establish the exercise period(s) of any option awards. Granted options have a maximum term of ten (10) years. This Plan was approved by the shareholders on July 2, 2009. No awards are to be granted under this Plan after July 2, 2019.

Non-employee Director Stock Plan

In September 2005, the Company adopted a stock option plan that allows for the granting to non-employee members of the Board of Directors of options to purchase up to 600,000 shares of Common Stock. The Plan provides that the exercise price shall not be less than one-hundred percent (100%) of the current market price of the stock on the date of the grant. The amount of each individual award and the vesting period are determined by the Board of Directors or its appointed committee. Granted options have a maximum term of ten (10) years. The Plan shall remain in effect until terminated by the Board of Directors. As of February 23, 2024, there were 34,048 shares available to be granted under this Plan.

During fiscal 2025, the Company issued one new stock-based compensation plan:

Employee, Director and Consultant Stock Plan

In April 2024, the Company adopted the 2024 Equity Incentive Plan. This Plan authorizes the Board of Directors (or a committee appointed under the Board of Directors) to grant option awards for the purchase of Common Stock or Common Stock awards, Restricted Stock Units, Stock Appreciation Rights and Equity-Based Awards, as applicable of up to 1,250,000 shares of Common Stock to employees, officers, directors, consultants, and advisors of the Company. The Plan allows for the establishment of an exercise price at the time each option is granted. The exercise price shall not be less than the fair market value of a share of the Company's Common Stock on the date of grant of such award. The plan also allows the Board of Directors or its appointed committee to establish the exercise period(s) of any option awards. Granted options have a maximum term of ten (10) years. This Plan was approved by the shareholders on July 25, 2024. No awards are to be granted under this Plan after April 25, 2034.

10. Commitments and Contingencies

Legal Proceedings

Directorate of Defense Trade Controls Voluntary Disclosure

In the fiscal 2024 first quarter, the Company filed a Voluntary Disclosure with the Director of Compliance, U.S. Department of State, Directorate of Defense Trade Controls ("DDTC"), relating to its discovery it may not have been compliant with a certain requirement of the International Traffic in Arms Regulations ("ITAR"). This Voluntary Disclosure identified that the Company did not disclose to DDTC sales commissions paid to certain sales representatives when the Company filed export license applications pursuant to the ITAR, and also set forth the corrective actions to be taken by the Company. At this time ETC does not believe fines or penalties, if any, assessed against the Company will have a material impact.

Other Matters

Certain other claims, suits, and complaints arising in the ordinary course of business have been filed or are pending against us. We believe, after consultation with legal counsel handling these specific matters, all such matters are reserved for or adequately covered by insurance or, if not so covered, are without merit or are of such kind, or involve such amounts, as would not be expected to have a significant effect on our financial position or results of operations if determined adversely against us.

11. Employee Benefit Plans

The Company maintains a 401(k) retirement savings plan for eligible employees. The Company contributes one-hundred percent (100%) to the plan based on the first four percent (4%) of the employees' qualifying contributions plus an additional fifty percent (50%) of the next two percent (2%) of the employees' qualifying contributions. The Company's contributions totaled $501 and $415 in fiscal 2025 and fiscal 2024, respectively.

12. Subsequent Events

The Company has evaluated subsequent events through June 9, 2025 the date of issuance of its consolidated financial statements, and determined that there were no material subsequent events other than disclosed below requiring adjustment to, or disclosure in, the consolidated financial statements for the fiscal year ended February 28, 2025.

On April 24, 2025, the Company granted 782,000 stock option awards at an exercise price of $1.50 under the Company's Equity Incentive Plan, which was adopted on April 25, 2024. The granted options vest over a 3-year period and have a ten year exercise term.

On May 13, 2025, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that, extended the maturity date from June 30, 2025 to June 30, 2026. See Note 6 – Long-Term Obligations and Related Equity Arrangements for further details regarding the Company's loan agreements with PNC Bank.

FIVE YEAR SUMMARY

(in thousands, except per share information)

	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2021
Net sales	$ 62,943	$ 43,307	$ 26,345	$ 19,132	$ 16,250
Gross profit	18,523	12,459	6,566	$ 4,318	1,264
Gross profit margin %	29.4%	28.8%	24.9%	22.6%	7.8%
Operating income (loss)	8,263	2,965	(2,888)	(2,997)	(7,219)
Operating margin %	13.1%	6.8%	-11.0%	-15.7%	-44.4%
Income (loss) before income taxes	7,441	1,769	(1,394)	1,672	(7,888)
Pre-tax margin %	11.8%	4.1%	-5.3%	8.7%	-48.5%
Income tax (benefit) provision	(5,622)	(51)	208	(131)	(272)
Net income (loss)	13,063	1,820	(1,602)	1,803	(7,616)
(Income) loss attributable to non-controlling interest	-	-	45	4	124
Net income (loss) attributable to ETC	$ 13,063	$ 1,820	$ (1,557)	$ 1,807	$ (7,492)
Preferred Stock dividends	(493)	(484)	(484)	(484)	(484)
Income (loss) attributable to common and participating shareholders	$ 12,570	$ 1,336	$ (2,041)	$ 1,323	$ (7,976)
Diulted earnings per share	$ 0.75	$ 0.09	$ (0.13)	$ 0.08	$ (0.51)
Working capital	$ 19,658	$ 8,741	$ 5,109	$ 6,589	$ 10,032
Total long-term debt obligations	14,468	12,078	10,017	13,358	19,431
Total assets	60,233	43,941	32,689	34,553	38,108
Total shareholders' equity (deficit)	13,222	936	(549)	1,595	(76)
Capital expenditures	447	311	246	196	94
Depreciation and amortization	801	1,448	1,075	1,191	1,229
Interest expense, net	1,183	899	439	527	650
EBITDA *	**$ 9,425**	**$ 4,116**	**$ 154**	**$ 3,474**	**$ (5,925)**

* In addition to disclosing financial results that are determined in accordance with U.S. GAAP, we also disclose Earnings Before Interest, Taxes, Depreciation, and Amortization ("EBITDA"). The presentation of a non-U.S. GAAP financial measure such as EBITDA is intended to enhance the usefulness of financial information by providing a measure that management uses internally to evaluate our expenses and operating performance and factors into several of our financial covenant calculations.

A reader may find this item important in evaluating our performance. Management compensates for the limitations of using non-U.S GAAP financial measures by using them only to supplement our U.S. GAAP results to provide a more complete understanding of the factors and trends affecting our business.

SUPPLEMENTAL INFORMATION

Company Affiliates and Locations

The consolidated financial statements include the accounts of ETC and our 100%-owned subsidiary ETC-PZL. ETC does not have any unconsolidated legal entities, "special purpose" entities, or other off-balance sheet arrangements other than disclosed in Note 10 – Commitments and Contingencies that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to our shareholders. As of February 28, 2025, we had 223 full-time employees, compared to 231 full-time employees as of February 23, 2024, of which 6 were employed in executive positions, 73 were engineers, engineering designers, or draftspersons, 33 were administrative (sales, sales support, accounting, general administrative or clerical) personnel, and 111 were engaged principally in production, operations, or field support. A total of 118 employees were stationed at ETC-SH in Southampton, Pennsylvania, a northern suburb of Philadelphia, Pennsylvania.

We are an ISO 9001 certified manufacturer. We operate in four major locations consisting of manufacturing facilities, product development, and administration. A summary of square footage and current use as of February 28, 2025 is presented below:

Location	Approximate Square Footage	Function	Owned/ Leased	Segment
Southampton, PA	83,800	Manufacturing (36,000 sq. ft), NASTAR Center (22,100 sq. ft.), and Corporate Headquarters (25,700 sq. ft.)	Leased	Aerospace CIS
Huntingdon Valley, Pennsylvania	13,087	Storage Facility	Leased	Aerospace CIS
Orlando, Florida	6,656	Product development and administration	Leased	Aerospace
Warsaw, Poland	28,000	Manufacturing, product development, and administration	Leased	Aerospace
Ankara, Turkey	1,940	Software development	Leased	Aerospace CIS
Total	**133,483**			

Corporate Governance

The Board of Directors is currently comprised of five (5) members, four (4) of whom who are considered "independent" directors (not an employee, not affiliated with the Company's auditors, and not part of an interlocking directorate). Directors are nominated based on their individual qualifications and experience, the overall balance of the Board of Directors' background and experience, and each individual's willingness to fulfill their obligations and to contribute appropriately.

The Board of Directors meets four times per year in addition to various Board committee meetings held throughout the year. Standing committees consist of the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee. These committees each have defined charters that address the committees' purpose, goals, and responsibilities. All committees meet on a scheduled basis. Please refer to the Investors section of our website (www.etcusa.com) for more information on corporate governance.

Reporting Requirements

The Company is not currently required to register with the U.S. Securities and Exchange Commission ("SEC") and therefore is not subject to the reporting requirements of a public company; however, the Company issues periodic press releases, quarterly unaudited interim consolidated financial statements, and an annual report with audited consolidated financial statements.

Interim Consolidated Financial Statements

Interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for fiscal 2025. The results for any interim period are not necessarily indicative of results for the full fiscal year. Certain information and footnote disclosures normally included in audited financial statements have been omitted from the interim consolidated financial statements. As mentioned previously, the Company is not subject to SEC reporting requirements and therefore its quarterly interim consolidated financial statements are not subject to an interim review by Independent Auditors as prescribed by the SEC.

Investor and Shareholder Information

Shareholder Inquiries

Questions concerning your account, address changes, consolidation of duplicate accounts, lost certificates, and other related matters should be addressed to ETC's transfer agent:

Equiniti Trust Company, LLC ("EQ")
55 Challenger Road, Floor 2
Ridgefield Park, NJ 07660
Website: www.equiniti.com

Stock Exchange Listing

The Common Stock of ETC is traded under the symbol "ETCC" on the electronic Pink Sheets and is listed by the OTC Markets Group, Inc., reporting service for over-the-counter stocks. Stock quotation information is available through stock reporting services on the Internet at www.otcmarkets.com.

Annual Meeting

The Company's Annual Meeting of Shareholders will be held live via the Internet at 10:00 a.m. on Friday, July 25, 2025. The link to access the meeting will be contained within the Notice of Annual Meeting of Shareholders that will be included with the mailing of this Annual Report to Shareholders.

Corporate Data

You can access Company information including press releases, earnings announcements, history, and other information through the Internet by visiting the ETC website at **www.etcusa.com.**

Environmental Tectonics Corporation is an Equal opportunity employer to all protected groups, included protected veterans and individuals with disabilities.

For further information, contact Tim Kennedy, Chief Financial Officer. Telephone: (215) 355-9100 x1531.

Board of Directors

George K. Anderson, M.D., Chairman (2003)

Linda J. Brent, Ed.D. (2010)

Brian Eccleston (2023)

Robert L. Laurent, Jr. (2014)

Winston E. Scott (2010)

Corporate Officers

Robert L. Laurent, Jr., *Chief Executive Officer, President, Corporate Secretary*

Timothy R. Kennedy, *Chief Financial Officer*

Thomas G. Loughlin, *Chief Operating Officer*

Alper Kus, *Senior Vice President, Aircrew Training Systems*

Katarzyna Wrzesinski, *Director of Finance and Corporate Controller*

Joseph McAvoy, Vice President of Contracts

COMMITTEE COMPOSITION

	Audit Committee	Compensation Committee	Nominating and Governance Committee
George K. Anderson, M.D.	-	-	-
Linda J. Brent Ed.D	Member	Member	Chairperson
Winston E. Scott	Member	Chairperson	Member
Brian Eccleston	Chairperson	Member	Member

OWNERSHIP TABLE

	Name/Address **	Title	Ownership Percentage
Directors and Executive Officers:	George K. Anderson, M.D.	Chairman of the Board of Directors	1.3%
	Linda J. Brent, Ed.D.	Director	1.2%
	Winston E. Scott	Director	1.1%
	Brian Eccleston	Director	*
	Robert L. Laurent, Jr.	Chief Executive Officer, President, Corporate Secretary, and Director	1.9%
	Timothy R Kennedy	Chief Financial Officer	*
	Thomas G. Loughlin	Chief Operating Officer	*
	Alper Kus	Senior Vice President, Aircrew Training Systems	*
	Katarzyna Wrzesinski	Director of Finance and Corporate Controller	*
	Joseph McAvoy	Vice President of Contracts	*
5% Beneficial Owners:	Estate of H.F. Lenfest *c/o The Lenfest Foundation* *Two Logan Square* *100 N. 18th Street, Suite 800* *Philadelphia, PA 19103*		*** 53.1%
	T. Todd Martin, III *50 Midtown Park East* *Mobile, AL 36606*		10.8%

* *less than 1%*

** *address listed for all persons beneficially owning more than ten percent (10%)*

*** *the denominator for this ownership percentage calculation includes all Common Shares into which the preferred shares are convertable, assuming cash payment of all accrued dividends.*

Information is accurate as of June 9, 2025, the date of issuance of our consolidated financial statements, based on information available to the Company. None of the foregoing Directors and Executive Officers in the last ten (10) years has had a legal/disciplinary issue.

DELIVERING GROWTH, TOGETHER

This year's success reflects the dedication of the entire ETC team and the loyalty of our customers, suppliers, and shareholders who make it possible. As we continue to lead in our markets and invest in performance, we remain committed to delivering value—together.

ETC's Board of Directors poses in front of a 30-pallet EO sterilizer in production.

From left to right: Brian Eccleston, Robert L. Laurent, Jr., Winston E. Scott, George K. Anderson, M.D., and Linda J. Brent, Ed.D.

AEROSPACE SOLUTIONS

ETC AIRCREW TRAINING SYSTEMS

For nearly five decades, ATS has provided clients around the world with simulation systems designed for training and research applications in: high-G, spatial disorientation, situational awareness, aircraft egress, night vision, hypoxic environments, tactical aviation, avionics maintenance, helicopter flight, and water survival.

ETC INTEGRATED LOGISTICS SUPPORT

Equipment maintenance, training, and upgrades for domestic and foreign commercial accounts, civilian agencies, and militaries.

THE NATIONAL AEROSPACE TRAINING AND RESEARCH (NASTAR) CENTER

The NASTAR Center is the premier commercial air and space training, research, and development facility. It combines state-of-the-art flight simulators with physiology-based coursework to optimize human performance in extreme environments.

ETC SIMULATION

ETC Simulation's flagship product is the Advanced Disaster Management Simulator (ADMS), a realistic, virtual emergency management simulation training system. Based in Orlando, Florida, ETC Simulation offers the most thorough training for incident command and disaster management teams.

COMMERCIAL/ INDUSTRIAL SYSTEMS

ETC ENVIRONMENTAL TESTING AND SIMULATION SYSTEMS

ETSS has designed, manufactured, and installed state-of-the-art environmental simulation systems for the automotive-testing and HVAC industries since 1969. Offering a complete line of industry-leading test equipment developed for clients' needs, ETSS offers the most customized equipment available for optimizing R&D, testing, and validation programs.

ETC SERVICE AND SUPPORT

ETC's Service and Support unit operates out of offices worldwide and provides service and support for all sterilizers, environmental systems, and chambers.

ETC STERILIZATION SYSTEMS

Specializing in medium to large (30 to 6000 cubic feet) EO and steam systems. ETC Sterilization Systems serves the pharmaceutical, biotech, medical device, and life sciences markets with unique design solutions for any challenge.

INVESTOR CONTACT

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ETC has been providing leading-edge products and service solutions since 1969.