TETRA TECH

Leading with Science®

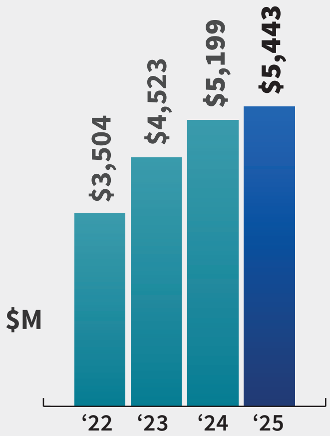
2025 Annual Report

Dear Shareholders:

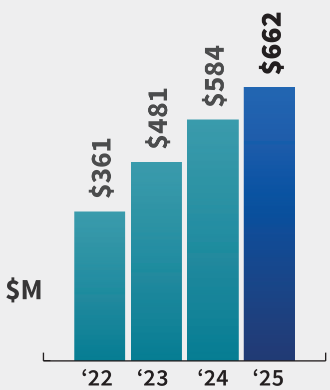
In fiscal year 2025, Tetra Tech navigated an extraordinary year and delivered all-time record results. Our continued focus on high-end consulting and leadership in water has created an enduring competitive edge and long-term client trust. Our *Leading with Science®* approach, rooted in deep technical expertise and advanced technology, continues to drive strong demand for our services. Looking ahead to fiscal year 2026 and beyond, I see our high-end water services becoming even more critical to the fastest-growing markets in the United States and internationally.

Tetra Tech delivered record financial performance in fiscal year 2025, reflecting disciplined execution across our markets. We achieved record revenue of $5.4 billion and net revenue of $4.6 billion, with record adjusted operating income of $604 million, up 18 percent, driven by significant margin expansion. Adjusted earnings per share increased 24 percent, underscoring the strength and scalability of our high-end consulting model. Performance was broad-based, with strong results across state and local water infrastructure, international water consulting, and clean energy markets. We exited the year with $4.14 billion in high-quality backlog, characterized by higher embedded margins associated with a greater proportion of fixed-price work. Our operations generated an all-time high of $458 million in cash flow, enabling us to return a record $315 million to shareholders through dividends and share repurchases while continuing to invest in strategic acquisitions.

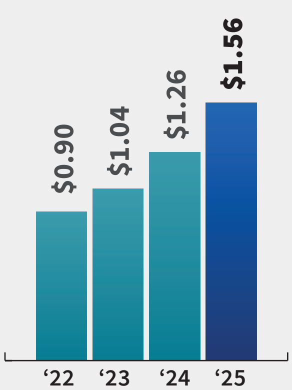
During fiscal year 2025, Tetra Tech secured a diverse portfolio of major contract awards reflecting both the scale and purpose of our work. Across U.S. federal agencies, we added more than $2.4 billion in contract capacity supporting flood risk management, ecosystem restoration, and resilient infrastructure. In January, we mobilized thousands of staff to support the U.S. Army Corps of Engineers' response to the Eaton and Palisades wildfires in the Los Angeles region, the costliest wildfire event in U.S. history. Working with more than a dozen federal, state, and local agencies, our teams documented over 20,000 sites and supported recovery efforts for more than 10,000 residents. This work was especially personal given the proximity of the fires to our Pasadena headquarters and the impact on many of our employees and their families. Our disaster response capabilities continued to expand through standing contracts with more than a dozen states, 500 municipalities, and the addition of a $94 million single-award contract with the U.S. Environmental Protection Agency for environmental emergency response.



Revenue



EBITDA (adjusted)



EPS (adjusted)

Our municipal water work in the United States continued to advance high-end treatment and digital water solutions, including the design of the first permitted indirect potable reuse facility in Oklahoma, an important milestone that will extend local water supplies for decades. In the United Kingdom and European Union, we expanded our water practice through landmark programs advancing water security and resilience, with our smart sewer and water supply digital solutions now deployed across approximately 80 percent of the United Kingdom's water utilities. We were also awarded a key role in Ireland's national Water Supply Project, which will provide water for approximately half of the country's population. Complementing this work, we announced a new contract with Ireland's national grid operator to advance onshore and offshore transmission infrastructure using advanced geotechnical and environmental analytics.

We advanced our growth strategy by adding complementary companies to the Tetra Tech team. The acquisition of SAGE Group expanded our global digital automation practice, bringing 800 experts and AI-enabled technologies that support smart water, energy, and infrastructure systems. In Europe, the acquisition of Carron + Walsh enhanced our water program management capabilities, strengthening our ability to deliver complex infrastructure programs at scale while deepening client relationships across Ireland and the broader European market.

Since our founding sixty years ago, Tetra Tech has leveraged the most advanced science and technology of each era to help clients solve critical problems, often before the path forward was clear. We pioneered tsunami warning systems in the 1970s, helping establish the scientific foundation for modern coastal hazard prediction.

We apply advanced predictive modeling and digital platforms to assess disasters in real time and reduce flood risk.

In the 1980s, our teams developed some of the first physical models of water control structures and levees, translating theory into resilient design. In the 1990s, we advanced large-scale watershed modeling with tools such as BASINS, enabling integrated water quality and watershed analysis at unprecedented scales. In the following decades, we expanded our digital capabilities through the development of the Tetra Tech Delta platform, employing more than 200 technology-enabled solutions globally, and began offering AI-enabled analytics and software as subscription services. Today, we apply advanced predictive modeling and digital platforms to assess disasters in real time, reduce flood risk, and provide innovative water windows that enhance offshore and coastal resiliency. While the tools have evolved, our purpose remains unchanged.

The global challenges of water scarcity, climate resilience, infrastructure modernization, and energy transition are complex and long-term, and they align squarely with our strengths. With a strong financial foundation, a growing portfolio of high-impact work, and a team committed to *Leading with Science* and innovation, Tetra Tech enters the new year with confidence and clarity of purpose. We remain focused on what has always defined us: delivering clear, science-based solutions to complex problems.

Sincerely,

Dan Batrack, Chairman and CEO

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

FORM 10-K

(Mark One)

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

For the Fiscal Year Ended September 28, 2025

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

For the Transition Period from to

Commission File Number 0-19655

TETRA TECH, INC.

(Exact name of registrant as specified in its charter)

Delaware	**95-4148514**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3475 East Foothill Boulevard, Pasadena, California 91107
(Address of principal executive offices) (Zip Code)

(626) 351-4664
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	TTEK	The NASDAQ Stock Market LLC

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

None

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

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

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

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

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

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

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

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

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

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

The aggregate market value of the registrant's common stock held by non-affiliates on March 30, 2025, was $7.6 billion (based upon the closing price of a share of registrant's common stock as reported by the Nasdaq National Market on that date).

On November 7, 2025, 260,828,236 shares of the registrant's common stock were outstanding.

DOCUMENT INCORPORATED BY REFERENCE

Portions of registrant's Proxy Statement for its 2026 Annual Meeting of Stockholders are incorporated by reference in Part III of this report where indicated.

TABLE OF CONTENTS

This Annual Report on Form 10-K ("Report"), including the "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act"). All statements other than statements of historical facts are statements that could be deemed forward-looking statements. These statements are based on current expectations, estimates, forecasts and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "estimates," "seeks," "continues," "may," variations of such words and similar expressions are intended to identify such forward-looking statements. In addition, statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict, including those identified below under "Risk Factors," and elsewhere herein. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

PART I

Item 1. Business

General

Tetra Tech, Inc. ("Tetra Tech") is a leading global provider of high-end consulting and engineering services that focuses on water, environment and sustainable infrastructure. We are a global company that is *Leading with Science®* to provide innovative solutions for our public and private clients. We typically begin at the earliest stage of a project by identifying technical solutions and developing execution plans tailored to our clients' needs and resources.

Tetra Tech is *Leading with Science®* to provide sustainable and resilient solutions to our clients' most complex needs. *Engineering News-Record* ("ENR"), the engineering industry's leading magazine, has ranked Tetra Tech #1 in Water Treatment and Desalination for 12 years in a row. In 2025, we were also ranked #1 in consulting studies, environmental management, environmental science, wind power, hydro plants, site assessment and compliance, and green government offices. ENR also ranked Tetra Tech in the Top 10 in numerous categories, including dams and reservoirs, marine and port facilities, power, solar power, solid waste, chemical and soil remediation, and hazardous waste.

Our reputation for high-end consulting and engineering services and our ability to develop solutions for water and environmental management has supported our growth for more than 50 years. Our market leading climate mitigation and adaptation services are solving our clients' most complex challenges related to coastal flooding, water security, energy transition and biodiversity protection. Today, we are proud to be making a difference in people’s lives worldwide through our high-end consulting, engineering and technology service offerings. In fiscal 2025, we worked on over 100,000 projects, in more than 100 countries on all seven continents, with more than 25,000 associates. We are *Leading with Science®* throughout our operations, with domain experts across multiple disciplines supported by our advanced analytics, artificial intelligence ("AI"), machine learning and digital technology solutions. Our ability to provide innovative and first-of-kind solutions is enhanced by partnerships with our forward-thinking clients. We embrace the breadth of experience across our talented workforce worldwide with a culture of innovation and entrepreneurship. We are disciplined in our business, and focused on delivering value to customers and high performance for our shareholders. In supporting our clients, we seek to add value and provide long-term sustainable consulting, engineering and technology solutions.

Our mission is to be the world's leading consulting and engineering firm solving global challenges in water and the environment that make a positive difference in people's lives worldwide.

The following core principles form the underpinning of how we work together to serve our clients:

- *Service.* We put our clients first. We listen closely to better understand our clients' needs and deliver smart, cost-effective solutions that meet their needs.
- *Value.* We solve our clients' problems as if they were our own. We develop and implement sustainable solutions that are innovative, efficient and practical.
- *Excellence.* We bring superior technical capability, disciplined project management and excellence in safety and quality to all of our services.
- *Opportunity.* Our people are our number one asset. Opportunity means new technical challenges that provide advancement within our company and ensure a safe workplace.

We have a strong project management culture that enables us to deliver on more than 100,000 projects per year. Our client-focused project management is supported by strong fiscal management and financial tools. We use a disciplined approach to monitoring, managing and improving our return on investment in each of our business areas through our efforts to negotiate appropriate contract terms, manage our contract performance to minimize schedule delays and cost overruns, and promptly bill and collect accounts receivable.

We have built a broad client and contract base by proactively understanding our clients' priorities and demonstrating a long track record of successful performance that results in repeat business and limits competition. We believe that proximity to our clients is also instrumental to integrating global experience and resources with an understanding of our local clients' needs.

Throughout our history, we have supported both public and private clients, many for multiple decades of continuous contracts and repeat business. Long-term relationships provide us with institutional knowledge of our clients' programs, past projects and internal resources. Institutional knowledge is often a significant factor in winning competitive proposals and providing cost-effective solutions tailored to our clients' needs.

We are often at the leading edge of new challenges where we are delivering one-of-a-kind solutions. These might be a new water treatment technology, a unique solution to addressing coastal erosion, an AI-enabled system for remote assessment of infrastructure assets or real-time optimization of water management systems.

We combine interdisciplinary capabilities, technical resources and institutional knowledge to implement complex projects that are at the leading edge of policy and technology development for our clients around the world.

Leading with Science®

At Tetra Tech, we provide value-generating solutions by combining operational expertise, science and technology. By *Leading with Science®* and leveraging our collective technology including advanced data analytics, digital technologies and AI, we create transformational solutions for our clients.

Tetra Tech's proprietary technologies and solutions, referred to collectively as the Tetra Tech Delta, differentiate us in the market and provide us with a competitive advantage. We create customized solutions; from smart data collection and advanced analytics that support decision making to AI-enabled solutions for asset management. Our Tetra Tech Delta technologies are drawn from our decades of operational experience and a reservoir of technical applications that are shared throughout our company as well as scalable solutions that are sold externally as software subscriptions. Our high-end teams connect interdisciplinary experts from across our company's more than 25,000 staff worldwide. Tetra Tech mobilizes teams that include analysts, statisticians, digital engineers and industry experts who effectively implement value-generating and pragmatic solutions for our clients.

These advanced analytical solutions enable us to provide clients with real-time reporting, automated and remote data collection and dashboards for tracking and communicating results. Tetra Tech Delta is continually expanding and includes cutting-edge tools on interpretive analysis, modeling of physical systems, forecasting and scenario analysis, optimization and operations research. Our subscription solutions provide our clients with extended capabilities for AI-enabled large scale data management, spatial data interpretation, and ability to optimize land, coastal and infrastructure systems.

Leading with Science® also means fully leveraging the collective expertise provided by our global workforce of more than 25,000 associates. We actively share information, ideas and resources across our global operations through our network structure, guided subject matter teams and project team building. We use company-wide virtual events to engage Tetra Tech experts world-wide to solve client challenges and identify the best ideas for further development. We also proactively share emerging technology and new ideas through our knowledge transfer system, Tetra Tech Technology Transfer ("T4"). T4 facilitates our innovation culture through webcasts, blogs, multi-media and social media across our global operations. Our Tetra Tech Learning Hub provides a full suite of training resources including project management, leadership development, and broad technical skills. Learning Hub curriculum is provided through online training, virtual workshops and in-person events.

Reportable Segments

We manage our operations under two reportable segments. Our Government Services Group ("GSG") reportable segment primarily includes activities with U.S. government clients (federal, state and local) and all activities with development agencies worldwide. Our Commercial/International Services Group ("CIG") reportable segment primarily includes activities with U.S. commercial clients and international clients other than development agencies. These reportable segments allow us to capitalize on our growing market opportunities and enhance the development of high-end consulting and technical solutions to meet our growing client demand.

The following table presents the percentage of our revenue by reportable segment:

	Fiscal Year		
Reportable Segment	**2025**	**2024**	**2023**
GSG	49.1%	47.8%	47.7%
CIG	52.3	53.6	53.6
Inter-segment elimination	(1.4)	(1.4)	(1.3)
	100.0%	**100.0%**	**100.0%**

For additional information regarding our reportable segments, see Note 19, "Reportable Segments" of the "Notes to Consolidated Financial Statements" included in Item 8. For more information on risks related to our business, reportable segments and geographic regions, including risks related to foreign operations, see Item 1A, “Risk Factors” of this report.

Government Services Group

GSG provides high-end consulting and engineering services primarily to U.S. government clients (federal, state and local) and international development agencies worldwide. GSG supports U.S. government civilian and defense agencies with services in water, environment, sustainable infrastructure, information technology and disaster management. GSG also provides engineering design services for U.S. based federal and municipal clients, especially in water infrastructure, flood protection and solid waste.

GSG provides consulting and engineering services for a broad range of water, environment and sustainable infrastructure-related needs primarily for U.S. government clients. The primary GSG markets include water resources analysis and water management, environmental monitoring, data analytics, government consulting, waste management and a broad range of civil infrastructure master planning and resilient engineering design for facilities, transportation and local development projects. GSG's services span from early data collection and monitoring, to data analysis and information management, to science and engineering applied research, to engineering design, to project management and operations and maintenance.

GSG provides our clients with sustainable solutions that optimize their water management and environmental programs to address regulatory requirements, improve operational efficiencies and manage assets. Our services advance the resiliency of infrastructure, including design of energy efficiency and resource conservation programs, development of disaster preparedness and response plans and improvement in water and land resource management practices. We provide energy management consulting, and greenhouse gas ("GHG") inventory assessment, certification, reduction and management services. GSG also provides planning, architectural and engineering services for U.S. federal, state and local government facilities. We support government agencies with related resilient infrastructure needs, asset management for military housing and educational, institutional and research facilities.

Many government organizations face complex problems due to increased demand and competition for water and natural resources, newly understood threats to human health and the environment, aging infrastructure and demand for new and more resilient infrastructure. Our integrated water management services support government agencies responsible for managing water supplies, wastewater treatment, storm water management and flood protection. We help our clients develop more resilient water supplies and more sustainable management of water resources, while addressing a wide range of local and national government requirements and policies. Fluctuations in weather patterns and extreme events, such as prolonged droughts and more frequent flooding, are increasing concerns over the reliability of water supplies, the need to protect coastal areas and flood mitigation and adaptation in metropolitan areas. We provide smart water infrastructure solutions that integrate water modeling, instrumentation and controls and real-time controls to create flexible water systems that respond to changing conditions, optimize use of existing infrastructure and provide clients with the ability to monitor and manage their water infrastructure more efficiently. We provide operational technology for secure management of water treatment and wastewater systems, including cybersecurity assessments and digital twin solutions.

We also support government agencies in the full range of disaster response and community resilience services including monitoring and environmental response, damage assessment and program management services and resilient engineering design and mitigation planning. We have a full suite of Tetra Tech Delta technology and specialized software that support our disaster response, planning and management support services. These tools and procedures address disaster management and community resilience data management needs, including information technology systems, portals, dashboards, data management, data analytics and statistical analysis.

GSG provides a wide range of consulting and engineering services for solid waste management, including landfill design and management, and recycling facility design throughout the United States; providing design, project management and maintenance services to manage solid and hazardous waste; as well as innovative renewable energy projects such as solar energy-generating landfill caps; and providing full-service solutions for gas-to-energy facilities to efficiently use landfill methane gas.

We provide high-end advanced analytics and information technology ("IT") consulting and support to various federal clients including AI applications, machine learning, modernization of IT systems and cloud migration. We design solutions to manage and analyze data for major federal agency programs including data related to health, security, environment and water programs. We provide technical support for the Federal Aviation Administration to optimize the U.S. airspace system and support for related aviation systems integration for the U.S. and other countries' metropolitan airports. We provide specialized software products, modeling and data analytics for airspace acoustic analysis. Our aviation airspace services include data management, data processing, communications and outreach and systems development; and providing systems analysis and information management.

Commercial/International Services Group

CIG primarily provides high-end consulting and engineering services to U.S. commercial clients, and international clients inclusive of the commercial and government sectors. CIG supports commercial clients worldwide in energy, industrial, high-performance buildings and aerospace markets. CIG also provides sustainable infrastructure and related environmental, engineering and project management services to commercial and local government clients across Canada, in Asia Pacific (primarily Australia and New Zealand), Europe, the United Kingdom, and South America (primarily Brazil).

CIG provides consulting and engineering services worldwide for a broad range of water, environment and sustainable infrastructure-related needs in both developed and emerging economies. The primary markets for CIG's services include natural resources, energy and utilities, as well as sustainable infrastructure master planning and engineering design for facilities, transportation and local development projects. CIG's services span from early data collection and monitoring to data analysis and information management, to feasibility studies and assessments, to science and engineering applied research, to engineering design, to project management and operations and maintenance. CIG advances the application and development of Tetra Tech Delta technologies and integrates our high-end AI-enabled software solutions for a wide range of applications including condition assessments, digital twins, integration of satellite and drone imagery and advanced rapid scanning techniques.

CIG's environmental services include cleanup and beneficial reuse of sites contaminated with hazardous materials, toxic chemicals and oil and petroleum products, which cover all phases of the remedial planning process, starting with disaster response and initial site assessment through removal actions, remedial design and implementation oversight; and supporting both commercial and government clients in planning and implementing remedial activities at numerous sites around the world, and providing a broad range of environmental analysis and planning services.

CIG also supports commercial clients by providing design services to renovate, upgrade and modernize industrial water supplies, and address industrial water treatment and water reuse needs; and provides plant engineering, project execution and program management services for industrial water treatment projects throughout the world.

CIG provides planning, architectural and high-performance building engineering services for commercial and government facilities. We provide high-end design of resilient energy, water and GHG decarbonization solutions including civil, electrical, mechanical, structural and hydraulic engineering for buildings, campuses and surrounding developments. We provide high-end services in addressing indoor health and associated assessment, consulting and retrofits of buildings to address indoor air quality and safety. We also provide engineering services for a wide range of clients with specialized needs, such as data centers, advanced manufacturing, security systems, training and audiovisual facilities, clean rooms, laboratories, medical facilities and disaster preparedness facilities.

CIG's international services, especially in Canada, Europe, the United Kingdom, and Asia Pacific, include high-end analytical, engineering, architecture, geotechnical, project management and advisory services for infrastructure projects, including early project planning, rail and roadway monitoring and asset management services, collection of condition data, optimization of upgrades and long-term planning for expansion; planning and design services for airport facilities, bridges and ports and harbors; and designing resilient solutions to modernize infrastructure.

CIG provides infrastructure design services in extreme and remote areas by using specialized techniques that are adapted to local resources, while minimizing environmental impacts, and considering potential climate change impacts. These include providing consulting, geotechnical and design services to owners of transportation, natural resources, energy and community infrastructure in areas of permafrost or extreme climate regions.

CIG's energy services include support for electric power utilities and independent power producers worldwide, ranging from macro-level planning and management advisory services to project-specific environmental, engineering, project management and operational services, and advising on energy security and the design and implementation of smart grids, both domestically and internationally, including increasing utility automation, information and operational technologies and critical infrastructure security. For utilities and governmental regulatory agencies, our services include policy and regulatory development, utility management, performance improvement and asset management and evaluation. For developers and owners of renewable energy resources such as solar grid and off-grid, on-shore and off-shore wind, biogas and biomass, tidal, hydropower, conventional power generation facilities, micro-grid and battery or alternative storage facilities, as well as transmission and distribution assets, our services include environmental, electrical, mechanical and civil engineering, procurement, and regulatory support for all project phases.

CIG supports industrial clients globally. Our services include environmental permitting support, siting studies, strategic planning and analyses; design of site civil works; water management; biological and cultural assessments, and site investigations; and hazardous waste site remediation.

CIG also provides environmental remediation and reconstruction services to evaluate and restore lands to beneficial use, remediating, and restoring contaminated facilities in the U.S. and around the world; managing large, complex sediment remediation programs that help restore rivers and coastal waters to beneficial use; and supporting utilities in the U.S. in implementing restoration and environmental management programs.

Project Examples

Project examples are provided on our company website located at tetratech.com, including expert interviews, in-depth articles and project profiles that demonstrate our services across water, environment and sustainable infrastructure.

Clients

We provide services to a diverse base of U.S. federal government, U.S. state and local government, U.S. commercial and international clients. The following table presents the percentage of our revenue by client sector:

	Fiscal Year		
Client Sector	**2025**	**2024**	**2023**
U.S. federal government [(1)]	31.6%	32.2%	30.7%
U.S. state and local government	14.5	11.8	13.4
U.S. commercial	16.5	17.5	19.2
International [(2)]	37.4	38.5	36.7
	100.0%	**100.0%**	**100.0%**

(1) Includes revenue generated under U.S. federal government contracts performed outside the United States.
(2) Includes revenue generated from non-U.S. clients, primarily in Australia, Canada and the United Kingdom.

U.S. federal government agencies are significant clients. The United States Agency for International Development ("USAID") accounted for 10.6%, 13.0% and 12.2% of our revenue in fiscal 2025, 2024 and 2023, respectively. The Department of Defense ("DoD") accounted for 11.6%, 8.5% and 8.9% of our revenue in fiscal 2025, 2024 and 2023, respectively. We typically support multiple programs within a single U.S. federal government agency, both domestically and internationally. We also assist U.S. state and local government clients in various jurisdictions across the United States. Our international clients are primarily focused in Australia, Canada, Europe and the United Kingdom, and consist of a relatively equal sized mix of government and commercial clients. Our U.S. commercial clients include companies in the chemical, energy, technology, retail, aerospace and automotive industries. No single client, except for the U.S. federal government clients, accounted for more than 10% of our revenue in fiscal 2025.

Contracts

Our services are performed under three principal types of contracts with our clients: fixed-price, time-and-materials and cost-plus. The following table presents the percentage of our revenue by contract type:

	Fiscal Year		
Contract Type	**2025**	**2024**	**2023**
Fixed-price	43.5%	38.8%	36.3%
Time-and-materials	42.6	45.0	48.0
Cost-plus	13.9	16.2	15.7
	100.0%	**100.0%**	**100.0%**

Under a fixed-price contract, clients agree to pay a specified price for our performance of the entire contract or a specified portion of the contract. Some fixed-price contracts can include date-certain and/or performance obligations. Fixed-price contracts carry certain inherent risks, including risks of losses from underestimating costs, delays in project completion, problems with new technologies, price increases for materials and economic and other changes that may occur over the contract period. Consequently, the profitability of fixed-price contracts may vary substantially. Under time-and-materials contracts, we are paid for labor at negotiated hourly billing rates and paid for other expenses. Profitability on these contracts is driven by billable headcount and cost control. Many of our time-and-materials contracts are subject to maximum contract values and, accordingly, revenue related to these contracts is recognized as if these contracts were fixed-price contracts. Under our cost-plus contracts, some of which are subject to a contract ceiling amount, we are reimbursed for allowable costs and fees, which may be fixed or performance-based. If our costs exceed the contract ceiling or are not allowable, we may not be able to obtain full reimbursement. Further, the amount of the fee received for a cost-plus award fee contract partially depends upon the client's discretionary periodic assessment of our performance on that contract.

Some contracts with the U.S. federal government are subject to annual funding approval. U.S. federal government agencies may impose spending restrictions that limit the continued funding of our existing contracts and may limit our ability to obtain additional contracts. These limitations, if significant, could have a material adverse effect on us. All contracts with the U.S. federal government may be terminated by the government at any time, with or without cause.

U.S. federal government agencies have formal policies against continuing or awarding contracts that would create actual or potential conflicts of interest with other activities of a contractor. These policies may prevent us from bidding for or performing government contracts resulting from or related to certain work we have performed. In addition, services performed for a commercial or government sector client may create conflicts of interest that preclude or limit our ability to obtain work for a private organization. We attempt to identify actual or potential conflicts of interest and to minimize the possibility that such conflicts could affect our work under current contracts or our ability to compete for future contracts. We have, on occasion, declined to bid on a project because of an existing or potential conflict of interest.

Some of our operating units have contracts with the U.S. federal government that are subject to audit by the government, primarily the Defense Contract Audit Agency ("DCAA"). The DCAA generally seeks to (i) identify and evaluate all activities that contribute to, or have an impact on, proposed or incurred costs of government contracts; (ii) evaluate a contractor's policies, procedures, controls and performance; and (iii) prevent or avoid wasteful, careless and inefficient production or service. To accomplish this, the DCAA examines our internal control systems, management policies and financial capability; evaluates the accuracy, reliability and reasonableness of our cost representations and records; and assesses our compliance with Cost Accounting Standards ("CAS") and defective-pricing clauses found within the Federal Acquisition Regulation ("FAR"). The DCAA also performs an annual review of our overhead rates and assists in the establishment of our final rates. This review focuses on the allowability of cost items and the applicability of CAS. The DCAA also audits cost-based contracts, including the close-out of those contracts.

The DCAA reviews all types of U.S. federal government proposals, including those of award, administration, modification and re-pricing. The DCAA considers our cost accounting system, estimating methods and procedures and specific proposal requirements. Operational audits are also performed by the DCAA. A review of our operations at every major organizational level is conducted during the proposal review period. During the course of its audit, the U.S. federal government may disallow certain costs if it determines that we accounted for such costs in a manner inconsistent with CAS. Under a government contract, only those costs that are reasonable, allocable and allowable are recoverable. A disallowance of costs by the U.S. federal government could have a material adverse effect on our financial results.

In accordance with our corporate policies, we maintain controls to minimize any occurrence of fraud or other unlawful activities that could result in severe legal remedies, including the payment of damages and/or penalties, criminal and civil sanctions and debarment. In addition, we maintain preventative audit programs and mitigation measures to ensure that appropriate control systems are in place.

We provide services under contracts, purchase orders or retainer letters. Our policy requires that all contracts must be in writing. We bill our clients in accordance with the contract terms and periodically based on costs incurred, on either an hourly-fee basis or on a percentage-of-completion basis, as the project progresses. Most of our agreements permit our clients to terminate the agreements without cause upon payment of fees and expenses through the date of the termination. Generally, our contracts do not require that we provide performance bonds. If required, a performance bond, issued by a surety company, guarantees a contractor's performance under the contract. If the contractor defaults under the contract, the surety will, at its discretion, complete the job or pay the client the amount of the bond. If the contractor does not have a performance bond and defaults in the performance of a contract, the contractor is responsible for all damages resulting from the breach of contract. These damages include the cost of completion, together with possible consequential damages such as lost profits.

Growth Strategy

Our management team establishes Tetra Tech's overall business strategy. Our strategic plan defines and guides our investment in marketing and business development to leverage our differentiators and target priority programs and growth markets. We maintain centralized business development resources to develop our corporate branding and marketing materials, support proposal preparation and planning, conduct market research and manage promotional and professional activities, including appearances at trade shows, advertising and public relations.

We have established company-wide growth initiatives that reinforce internal coordination, track the development of new programs, identify and coordinate collective resources for major bids and bring together high-end interdisciplinary teams that provide innovative solutions for major pursuits. Our growth initiatives provide a forum for cross-sector collaboration, access to technical solutions and the development of interdisciplinary solutions. We continuously identify new markets that are consistent with our strategic plan and service offerings, and we leverage our full-service capabilities and internal coordination structure to develop and implement strategies to research, anticipate and position us for future procurements and emerging programs. Our Tetra Tech Delta program facilitates access and exchange of technology solutions and AI-enabled software solutions across our company, through the use of internal training, communities of practice, and facilitated virtual networking events.

Business development activities are implemented by our technical and professional management staff throughout Tetra Tech with the support of company-wide resources and expertise. Our project managers and technical staff have the best understanding of our clients' needs and the effect of client-specific issues, local laws and regulations and procurement procedures. Our professional staff members hold frequent meetings with existing and potential clients; give presentations to civic and professional organizations and present seminars on research and technical applications. Effective development of business is facilitated by each staff member's access to all of our service offerings including our Tetra Tech Delta technology resources and software. Our strong internal networking programs help our professional staff members to pursue new opportunities and build multi-disciplinary teams for both existing and new clients. These networks also facilitate our ability to provide services throughout the project life cycle from the early studies to operations and maintenance. Networking is further supported by our enterprise-wide knowledge management systems which include skills search tools, business development tracking and collaboration tools.

To support our growth plans, we actively attract, recruit, engage and retain key hires. Our combination of high-end science, technology resources and consulting culture coupled with practical applications provides challenging and rewarding opportunities for our workforce, thereby enhancing our ability to recruit and retain top quality talent. Our internal networking programs, leadership training, entrepreneurial environment, focus on *Leading with Science®* and global project portfolio help to attract and retain highly qualified individuals.

Our strategic growth plans are augmented by our selective investment in acquisitions aligned with our business. Acquisitions advance our strategy by adding new technologies, broadening our service offerings, adding contract capacity and expanding our geographic presence. Our long-established experience in identifying and integrating acquisitions strengthens our ability to integrate and rapidly leverage the resources of the acquired companies post-acquisition.

Sustainability Program

Sustainability is an integral part of our global business, rooted in our internal culture and extending throughout our projects around the world. For more than 50 years, we have leveraged cutting-edge expertise and the latest technology to deliver more sustainable solutions to clients and continually improve the way we do business.

Through our Sustainability Program, we continue to enhance the sustainability of our daily practices, reduce our GHG emissions, and provide an exceptional working environment for our employees across our global operations. As a signatory of the United Nations ("UN") Global Compact on human rights, labor, environment and anti-corruption, we embrace the UN Global Compact's Ten Principles.

We actively engage with our stakeholders, internally and externally, to encourage input on the materiality of various sustainability issues to Tetra Tech and have incorporated input into our double materiality analysis and sustainability program. Our annual sustainability reporting and key metrics are aligned with the priorities we have set on ethics, professional development, and health & safety. We have supplier programs that integrate and emphasize sustainability in the procurement of goods and services and subcontracting for our projects. We have reported annually on GHG emissions for more than a decade, significantly reducing our emissions from program inception. In 2021, we expanded our reporting and set new goals for scope 1, 2, and 3 emissions.

Our Sustainability Program is led by our Chief Sustainability Officer, who has been appointed by our Board of Directors and is supported by corporate and operations representatives through our Sustainability Council. We continuously review sustainability-related policies and practices, integrate input from stakeholders, and assess the results of our efforts in order to make future improvements. Tetra Tech's Board of Directors reviews and approves the Sustainability Program and evaluates our progress as outlined in Tetra Tech's annual Sustainability Report.

Acquisitions and Divestitures

Acquisitions. We continuously evaluate the marketplace for acquisition opportunities to further our strategic growth plans. Due to our reputation, size, financial resources, geographic presence and range of services, we have numerous opportunities to acquire privately and publicly held companies or selected portions of such companies. We evaluate an acquisition opportunity based on its ability to strengthen our leadership in the markets we serve, the technologies and solutions they provide and the additional new geographies and clients they bring. Also, during our evaluation, we examine an acquisition's ability to drive organic growth, its accretive effect on long-term earnings and its ability to generate return on investment. Generally, we proceed with an acquisition if we believe that it will strategically expand our service offerings, improve our long-term financial performance and increase shareholder returns.

We view acquisitions as a key component in the execution of our growth strategy, and we intend to use cash, debt or equity, as we deem appropriate, to fund acquisitions. We may acquire other businesses that we believe are synergistic and will ultimately increase our revenue and net income, strengthen our ability to achieve our strategic goals, provide critical mass with existing clients and further expand our lines of service. We typically pay a purchase price that results in the recognition of goodwill, generally representing the intangible value of a successful business with an assembled workforce specialized in our areas of interest. Acquisitions are inherently risky, and no assurance can be given that our previous or future acquisitions will be successful or will not have a material adverse effect on our financial position, results of operations or cash flows. All acquisitions require the approval of our Board of Directors.

In the second quarter of fiscal 2025, we acquired Carron + Walsh ("CAW"), based in the Republic of Ireland. CAW delivers project and cost management solutions for large-scale commercial, life science, residential and infrastructure programs across Europe. In the third quarter of fiscal 2025, we acquired SAGE Group Holdings ("SAGE"), an Australian consulting firm that provides innovative technology and high-quality automation services that optimize operational efficiency and drive digital transformation for commercial and government clients across the municipal water, energy, transportation, defense and manufacturing sectors. Both CAW and SAGE are included in our CIG segment.

In fiscal 2024, we acquired LS Technologies ("LST"), an innovative U.S. federal enterprise technology services and management consulting firm based in Fairfax, Virginia. LST provides high-end consulting and engineering services including advanced data analytics, cybersecurity and digital transformation solutions to U.S. government clients. In fiscal 2024, we also acquired Convergence Controls & Engineering ("CCE"), an industry leader in process automation and systems integration solutions. CCE’s expertise includes customized digital controls and software solutions, advanced data analytics, cloud data integration and cybersecurity applications. Both LST and CCE are included in our GSG segment.

In fiscal 2023, we completed the acquisition of RPS Group plc ("RPS"), a publicly traded company on the London Stock Exchange in an all-cash transaction totaling $784 million. We funded the RPS acquisition with debt, net of $109 million in proceeds from a foreign exchange forward contract that we entered into at the same time we made the formal offer to acquire RPS on September 23, 2022. RPS operates in the United Kingdom, Europe, Asia Pacific and North America, delivering high-end solutions, especially in energy transformation, water and program management for government and commercial clients. Substantially all of RPS is included in our CIG segment. In fiscal 2023, we also acquired Amyx, Inc. (“Amyx”), an enterprise technology services, cybersecurity and management consulting firm based in Reston, Virginia. Amyx provides application modernization, cybersecurity, systems engineering, financial management and program management support on over 30 U.S. federal government programs. Amyx is included in our GSG segment.

Divestitures. We regularly review and evaluate our existing operations to determine whether our business model should change through the divestiture of certain businesses. Accordingly, from time to time, we may divest or wind-down certain non-core businesses and reallocate our resources to businesses that better align with our long-term strategic direction. In fiscal 2025, we divested a subsidiary in South America and a line of business in Australia, both of which were immaterial. We did not divest any businesses in fiscal 2023 and 2024.

For detailed information regarding acquisitions, see Note 5, "Acquisitions and Divestitures" of the "Notes to Consolidated Financial Statements" included in Item 8.

Competition

The market for our services is generally competitive. We often compete with many other firms ranging from small regional firms to large international firms.

We perform a broad spectrum of consulting, engineering and technical services across the water, environment and sustainable infrastructure markets. Our competition varies and is a function of the business areas in which, and the client sectors for which, we perform our services. The number of competitors for any procurement can vary widely, depending upon technical qualifications, the relative value of the project, geographic location, the financial terms and risks associated with the work and any restrictions placed upon competition by the client. Historically, clients have chosen among competing firms by weighing the quality, innovation and timeliness of the firm's service versus its cost to determine which firm offers the best value.

Our competitors vary depending on end markets and clients, and often we may only compete with a portion of a firm. We believe that our principal competitors include the following firms, in alphabetical order: AECOM; Arcadis NV; AtkinsRéalis; Black & Veatch Corporation; Booz Allen Hamilton; Brown & Caldwell; CDM Smith Inc.; Exponent, Inc.; GHD; ICF International, Inc.; Jacobs Solutions, Inc.; Leidos, Inc.; SAIC; Stantec Inc.; TRC Companies, Inc.; Weston Solutions, Inc.; and WSP Global Inc.

Backlog

We include in our backlog only those contracts for which funding has been provided and work authorization has been received. We estimate that approximately 70% of our backlog at the end of fiscal 2025 will be recognized as revenue in fiscal

2026, as work is being performed. However, we cannot guarantee that the revenue projected in our backlog will be realized or, if realized, will result in profits. In addition, project cancellations or scope adjustments may occur with respect to contracts reflected in our backlog. For example, certain of our contracts with the U.S. federal government and other clients are terminable at the discretion of the client, with or without cause. These types of backlog reductions could adversely affect our revenue and margins. Accordingly, our backlog as of any particular date is an uncertain indicator of our future earnings.

Our backlog at fiscal 2025 year-end was $4.1 billion. GSG and CIG reported $1.98 billion and $2.22 billion of backlog, respectively, at fiscal 2025 year-end.

Regulations

We engage in various service activities that are subject to government oversight, including environmental laws and regulations, general government procurement laws and regulations and other regulations and requirements imposed by the specific government agencies with which we conduct business.

Environmental. A significant portion of our business involves the planning, design and program management of pollution control facilities, as well as the assessment and management of remediation activities at hazardous waste sites, U.S. Superfund sites and military bases. In addition, we contract with U.S. federal government entities to destroy hazardous materials. These activities require us to manage, handle, remove, treat, transport and dispose of toxic or hazardous substances.

Some environmental laws, such as the U.S. Superfund law and similar state, provincial and local statutes, can impose liability for the entire cost of clean-up for contaminated facilities or sites upon present and former owners and operators, as well as generators, transporters and persons arranging for the treatment or disposal of such substances. In addition, while we strive to handle hazardous and toxic substances with care and in accordance with safe methods, the possibility of accidents, leaks, spills and events of force majeure always exist. Humans exposed to these materials, including workers or subcontractors engaged in the transportation and disposal of hazardous materials and persons in affected areas, may be injured or become ill. This could result in lawsuits that expose us to liability and substantial damage awards. Liabilities for contamination or human exposure to hazardous or toxic materials, or a failure to comply with applicable regulations, could result in substantial costs, including clean-up costs, fines, civil or criminal sanctions, third party claims for property damage or personal injury or the cessation of remediation activities.

Certain of our business operations are covered by U.S. Public Law 85-804, which provides for government indemnification against claims and damages arising out of unusually hazardous activities performed at the request of the government. Due to changes in public policies and law, however, government indemnification may not be available in the case of any future claims or liabilities relating to other hazardous activities that we perform.

Government Procurement. The services we provide to the U.S. federal government are subject to the FAR and other rules and regulations applicable to government contracts. These rules and regulations:

- require certification and disclosure of all cost and pricing data in connection with the contract negotiations under certain contract types;
- impose accounting rules that define allowable and unallowable costs and otherwise govern our right to reimbursement under certain cost-based government contracts; and
- restrict the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

In addition, services provided to the DoD and U.S. federal civil agencies are monitored by the Defense Contract Management Agency and audited by the DCAA. Our government clients can also terminate any of their contracts, and many of our government contracts are subject to renewal or extension annually. Further, the services we provide to state and local government clients are subject to various government rules and regulations.

Seasonality

We experience seasonal trends in our business. Our revenue and operating income are typically lower in the first half of our fiscal year, primarily due to the Thanksgiving (in the U.S. and Canada), Christmas and New Year's holidays. Many of our clients' employees, as well as our own employees, take vacations during these holiday periods. Further, seasonal inclement weather conditions occasionally cause some of our offices to close temporarily or may hamper our project field work in the northern hemisphere's temperate and arctic regions. These occurrences result in fewer billable hours worked on projects and, correspondingly, less revenue recognized.

Climate Risk Assessment

We assess the impact of climate risk and opportunity on our operations and business periodically, with the oversight of our Board of Directors. Climate risk is a consideration in business continuity planning and security in regions that may experience climate-related disruptions due to extreme weather, fires or flooding. Climate-related impacts may also create increased demand for our services for response and longer-term recovery needs. In some cases, we may be working in regions that also experience socio-political impacts and security disruptions due to the impacts of extreme weather or prolonged drought conditions. As a professional services company, our workforce is highly mobile, able to work remotely, and can in most cases quickly adapt to changes in local conditions. We have business continuity planning and processes in place to address any acute impact to locally affected operations can rapidly move to remote and flexible working arrangements while restoring or relocating affected operations. We maintain a strong information technology infrastructure to facilitate remote working and provide virtual access to systems. Our enterprise and project data is accessible through cloud-based systems, reducing the risk of localized disruptions of data access and computer systems. Our offices are typically leased, so we are not at significant risk of physical building assets being impacted. Selecting project activities can be impacted by climate related events; however, these are addressed through our extensive project risk management process. Climate-related disruptions do, in many cases, result in increased opportunity for project work for Tetra Tech. We provide post-disaster response services and may have additional demand for our expertise if there is an increase in the frequency of climate-related events. We can mobilize rapidly to deploy additional staff and resources to affected areas. Furthermore, our business includes providing a wide range of water, environment and sustainable infrastructure services, many of which are increasingly in demand to address the longer-term impacts associated with drought, water scarcity, heat, flooding and fire risk.

Risk Management and Insurance

Our business activities could expose us to potential risk and liability under various laws and under workplace health and safety regulations. In addition, we occasionally assume liability by contract under indemnification agreements. We cannot predict the magnitude of such potential liabilities. Our Office of Risk Management reviews and oversees the risk profile of our operations, and reports to our Board of Directors.

We maintain a comprehensive general liability insurance policy with an umbrella policy that covers losses beyond the general liability limits. We also maintain professional errors and omissions liability, contractor's pollution liability, and cyber liability insurance policies. We believe that these policies provide adequate coverage for our business. When we perform higher-risk work, we obtain, if available, the necessary types of insurance coverage for such activities, as is typically required by our clients.

We obtain insurance coverage through a broker that is experienced in our industry. The broker and our risk manager regularly review the adequacy of our insurance coverage. Because there are various exclusions and retentions under our policies, or an insurance carrier may become insolvent, there can be no assurance that all potential liabilities will be covered by our insurance policies or paid by our carrier.

We evaluate the risk associated with insurance claims. If we determine that a loss is probable and reasonably estimable, we establish an appropriate reserve. A reserve is not established if we determine that a claim has no merit or is not probable or reasonably estimable. Our historic levels of insurance coverage and reserves have been adequate. However, partially or completely uninsured claims, if successful and of significant magnitude, could have a material adverse effect on our business.

Human Capital Management

Employees. At fiscal 2025 year-end, we had more than 25,000 staff worldwide. A large percentage of our employees have technical and professional backgrounds and undergraduate and/or advanced degrees, including the employees of recently acquired companies. Our professional staff includes, but is not limited to, analysts, archaeologists, architects, biologists, chemical engineers, chemists, civil engineers, data scientists, computer scientists, digital engineers, economists, electrical engineers, environmental engineers, environmental scientists, geologists, hydrogeologists, mechanical engineers, software engineers, statisticians, oceanographers, project managers and toxicologists. We consider the current relationships with our employees to be favorable. We are not aware of any employment circumstances that are likely to disrupt work at any of our facilities. See Part I, Item 1A, "Risk Factors" for a discussion of the risks related to the loss of key personnel or our inability to attract and retain qualified personnel.

Health and Safety. Tetra Tech is committed to providing and maintaining a healthy and safe work environment for our associates. We provide training to all associates to support the safe execution of their work to improve their understanding of behaviors that can be perceived as discriminatory, exclusionary and/or harassing, and provide safe avenues for associates to report such behaviors.

Ethics and Compliance. Tetra Tech maintains an unwavering commitment to integrity, ethical practices, and conducting business in full compliance with the law. Our Code of Business Ethics and Conduct outlines the general ethical principles that help us make the right decisions when conducting business worldwide. To support our employees, we provide a variety of resources and training and offer multiple avenues to raise questions or concerns - to help ensure long-term success for our employees, company, clients, and shareholders.

Equal Employment Opportunity. Tetra Tech ensures that our practices and processes attract a diverse range of candidates and that candidates are recruited, hired, assigned, developed and promoted based on merit and their alignment with our values.

Enhancing learning and development opportunities. To support our employees in reaching their full potential, Tetra Tech offers a wide range of internal and external learning and development opportunities. Education assistance is offered to financially support associates who seek to expand their knowledge and skill base.

Professional Development. Tetra Tech provides access for all employees to training, technical exchange and collaboration, and skill development resources through its customized Learning Management System, providing professional development opportunities throughout our employees' careers. Technology skills development includes access to a series of live webcasts and recorded technology transfer sessions. Company-wide networking events provide interactive skills development activities. Employees are also provided with access to training in leadership development, project management skills, and interpersonal skills development. Various personal development and wellness programs are sponsored by our Human Resources team. Our Corporate Information Technology team provides access to software training and skills development modules to all employees. Tetra Tech also supports our employees in discipline specific training, certifications, and accreditation programs across the Company. Programs such as specific health and safety programs, hazardous waste investigation, environmental certifications, and professional certifications are encouraged as per client, project and professional development needs.

Executive Officers of the Registrant

The following table shows the name, age and position of each of our executive officers as of November 20, 2025:

Name	Age	Position
Dan L. Batrack	67	Chairman and Chief Executive Officer Mr. Batrack joined our predecessor in 1980 and was named Chairman in January 2008. He has served as our Chief Executive Officer and a director since November 2005, and as our President from October 2008 to September 2019. Mr. Batrack has served in numerous capacities over the last 40 years, including arctic research scientist, deep water oceanographic hydrographer, coastal hydrodynamic modeler, environmental data analyst, project and program manager, President of the Engineering Division, and in 2004 he was appointed Chief Operating Officer. He has managed complex programs for many small and Fortune 500 clients, both in the United States and internationally. Mr. Batrack holds a B.A. degree in Business Administration from the University of Washington.
Roger R. Argus	64	President Mr. Argus was appointed President in October 2025. He served as Executive Vice President, Corporate Development from November 2024 to October 2025, and President, Commercial/International Services Group from October 2023 to October 2025. Prior to this, Mr. Argus served as Senior Vice President and President, Government Services Group from October 2018 to October 2024, and President, U.S. Government Division from October 2017 to November 2024. He is a chemical engineer with 40 years of experience, including over 30 years with us in operational leadership, program and project management and quality assurance for projects encompassing a broad spectrum of environmental, engineering, information technology and disaster management services. Mr. Argus holds a B.S. in Chemical Engineering from California State University, Long Beach.
Steven M. Burdick	61	Executive Vice President, Chief Financial Officer Mr. Burdick has served as our Executive Vice President, Chief Financial Officer since April 2011. He served as our Senior Vice President, Corporate Controller and Chief Accounting Officer from January 2004 to March 2011. Mr. Burdick joined us in April 2003 as Vice President, Management Audit. Previously, Mr. Burdick served in senior financial and executive positions with Aura Systems, Inc., TRW Ventures, and Ernst & Young LLP. Mr. Burdick holds a B.S. degree in Business Administration from Santa Clara University and is a Certified Public Accountant.

Name	Age	Position
Preston Hopson	49	Executive Vice President, Chief Legal and Human Capital Officer and Secretary Mr. Hopson was appointed Executive Vice President, Chief Legal and Human Capital Officer in November 2024, having served as Senior Vice President, General Counsel and Secretary to the Board of Directors since January 2018. He also serves as the Chief Ethics and Compliance Officer. Previously, Mr. Hopson served as Vice President, Assistant General Counsel and Assistant Corporate Secretary at AECOM. Prior to this, he was a corporate and securities lawyer at O'Melveny & Myers LLP and also worked at the U.S. Court of Appeals. Mr. Hopson holds B.A. and J.D. degrees from Yale University.
Leslie Shoemaker	68	Executive Vice President, Chief Innovation and Sustainability Officer Dr. Shoemaker currently serves as Executive Vice President, Chief Innovation and Sustainability Officer focused on the advancement of Tetra Tech Delta technologies, development and deployment of our subscription software offerings, and company-wide technology innovation programs. Dr. Shoemaker joined us in 1991, and has served in various management capacities, including Tetra Tech President, Chief Strategist, business group president, and water resources project manager. Her technical expertise is in development models and data analytics that leverage emerging technologies to optimize the management of large-scale complex watersheds. Since the inception of our sustainability program in 2010, she has served as Chief Sustainability Officer leading the formation and evolution of the program. Dr. Shoemaker holds a B.A. in Mathematics from Hamilton College, a Master of Engineering from Cornell University and a Ph.D. in Agricultural Engineering from the University of Maryland. She was inducted into the United States' National Academy of Engineers in 2022.
Brian N. Carter	58	Senior Vice President, Corporate Controller and Chief Accounting Officer Mr. Carter joined us as Vice President, Corporate Controller and Chief Accounting Officer in June 2011 and was appointed Senior Vice President in October 2012. Previously, Mr. Carter served in finance and auditing positions in private industry and with Ernst & Young LLP. Mr. Carter holds a B.S. in Business Administration from Miami University and is a Certified Public Accountant.

Available Information

Our internet website address is www.tetratech.com. We made available, free electronic copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports through the "Investor Relations" portion of our website, under the heading "SEC Filings" filed under "Financial Information." These reports are available on our website as soon as reasonably practicable after we electronically file them with the Securities and Exchange Commission ("SEC"). These reports, and any amendments to them, are also available at the Internet website of the SEC, https://www.sec.gov. Also available on our website are our Corporate Governance Policies, Board Committees, Corporate Code of Conduct and Finance Code of Professional Conduct.

Item 1A. Risk Factors

We operate in a changing environment that involves numerous known and unknown risks and uncertainties that could materially adversely affect our operations. Set forth below and elsewhere in this report and in other documents we file with the SEC are descriptions of the risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this report. Additional risks we do not yet know of or that we currently think are immaterial may also affect our business operations. If any of the events or circumstances described in the following risks actually occurs, our business, financial condition or results of operations could be materially adversely affected.

<u>Risks Related to Our Business and Operations</u>

If we fail to complete a project in a timely manner, miss a required performance standard or otherwise fail to adequately perform on a project, then we may incur a loss on that project, which may reduce or eliminate our overall profitability.

Our engagements often involve large-scale, complex projects. The quality of our performance on such projects depends in large part upon our ability to manage the relationship with our clients and our ability to effectively manage the project and deploy appropriate resources, including third-party contractors and our own personnel, in a timely manner. We may commit to a client that we will complete a project by a scheduled date. We may also commit that a project, when completed, will achieve specified performance standards. If the project is not completed by the scheduled date or fails to meet required performance standards, we may either incur significant additional costs or be held responsible for the costs incurred by the client to rectify damages due to late completion or failure to achieve the required performance standards. The uncertainty of the timing of a project can present difficulties in planning the amount of personnel needed for the project. If the project is delayed or canceled, we may bear the cost of an underutilized workforce that was dedicated to fulfilling the project. In addition, performance of projects can be affected by a number of factors beyond our control, including unavoidable delays from government inaction, public opposition, inability to obtain financing, weather conditions, unavailability of materials, changes in the project scope of services requested by our clients, industrial accidents, environmental hazards and labor disruptions. To the extent these events occur, the total costs of the project could exceed our estimates, and we could experience reduced profits or, in some cases, incur a loss on a project, which may reduce or eliminate our overall profitability. Further, any defects or errors, or failures to meet our clients' expectations, could result in claims for damages against us. Failure to meet performance standards or complete performance on a timely basis could also adversely affect our reputation and client base.

Demand for our services is cyclical and vulnerable to economic downturns. If economic growth slows, government fiscal conditions worsen or client spending declines, then our revenue, profits and financial condition may deteriorate.

Demand for our services is cyclical, and vulnerable to economic downturns and reductions in government and private industry spending. Such downturns or reductions may result in clients delaying, curtailing or canceling proposed and existing projects. Our business traditionally lags the overall recovery in the economy; therefore, our business may not recover immediately when the economy improves. If economic growth slows, government fiscal conditions worsen or client spending declines, then our revenue, profits and overall financial condition may deteriorate. Our government clients may face budget deficits that prohibit them from funding new or existing projects. In addition, our existing and potential clients may either postpone entering into new contracts or request price concessions. Difficult financing and economic conditions may cause some of our clients to demand better pricing terms or delay payments for services we perform, thereby increasing the average number of days our receivables are outstanding and the potential of increased credit losses of uncollectible invoices. Further, these conditions may result in the inability of some of our clients to pay us for services that we have already performed. If we are not able to reduce our costs quickly enough to respond to the revenue decline from these clients, our operating results may be adversely affected. Accordingly, these factors affect our ability to forecast our future revenue and earnings from business areas that may be adversely impacted by market conditions. Any of these factors could adversely affect the demand for our services, which could have a material adverse effect on our business, results of operations and financial condition.

Our industry is highly competitive, and we may be unable to compete effectively, which could result in reduced revenue, profitability and market share.

We are engaged in a highly competitive business. The markets that we serve are highly fragmented and we compete with many regional, national and international companies. Certain of these competitors have greater financial and other resources than we do. Others are smaller and more specialized and concentrate their resources in particular areas of expertise. The extent of our competition varies according to certain markets and geographic area. In addition, the technical and professional aspects of some of our services generally do not require large upfront capital expenditures and provide limited barriers against new competitors.

The degree and type of competition that we face is also influenced by the type and scope of a particular project. Our clients make competitive determinations based upon qualifications, experience, performance, reputation, technology, customer relationships and ability to provide the relevant services in a timely, safe and cost-efficient manner. This competitive environment could force us to make price concessions or otherwise reduce prices for our services. If we are unable to maintain our competitiveness and win bids for future projects, our market share, revenue and profits will decline.

Our international operations expose us to legal, political and economic risks in different countries as well as currency exchange rate fluctuations that could harm our business and financial results.

In fiscal 2025, we generated 37.4% of our revenue from our international operations, primarily in Australia, Canada, Europe, the United Kingdom and from international clients for work that is performed by our domestic operations. International business is subject to a variety of risks, including: imposition of governmental controls and changes in laws, regulations or policies; lack of developed legal systems to enforce contractual rights; greater risk of uncollectible accounts and longer collection cycles; currency exchange rate fluctuations, devaluations and other conversion restrictions; uncertain and changing tax rules, regulations and rates; the potential for civil unrest, acts of terrorism, force majeure, war or other armed conflict and greater physical security risks, which may cause us to have to leave a country quickly; logistical and communication challenges; changes in regulatory practices, including trade policies, new or increased tariffs on certain imports from other countries and possible retaliatory tariffs, and taxes; changes in labor conditions; general economic, political and financial conditions in foreign markets; and exposure to civil or criminal liability under the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, the Canadian Corruption of Foreign Public Officials Act, the Brazilian Clean Companies Act, the anti-boycott rules, trade and export control regulations as well as other international regulations.

International risks and violations of international regulations may significantly reduce our revenue and profits, and subject us to criminal or civil enforcement actions, including fines, suspensions or disqualification from future U.S. federal procurement contracting. Although we have policies and procedures to monitor legal and regulatory compliance, our employees, subcontractors and agents could take actions that violate these requirements. As a result, our international risk exposure may be more or less than the percentage of revenue attributed to our international operations.

Continuing worldwide political, social and economic uncertainties may adversely affect our revenue and profitability.

The last several years have been periodically marked by political, social and economic concerns, including decreased consumer confidence, the lingering effects of international conflicts, and higher energy costs and inflation. Ongoing instability and current conflicts in global markets, including Eastern Europe, the Middle East and Asia, and the potential for other conflicts and future terrorist activities and other recent geopolitical events throughout the world, including the ongoing state of war between Israel and Hamas and the related larger regional conflict, have created and may continue to create economic and political uncertainties and impacts. This instability can make it extremely difficult for our clients, our vendors and us to accurately forecast and plan future business activities, and could cause constrained spending on our services, delays and a lengthening of our business development efforts, the demand for more favorable pricing or other terms and/or difficulty in collection of our accounts receivable. Our government clients may face budget deficits that prohibit them from funding proposed and existing projects. Further, ongoing economic instability in the global markets could limit our ability to access the capital markets at a time when we would like, or need, to raise capital, which could have an impact on our ability to react to changing business conditions or new opportunities. If economic conditions remain uncertain or weakened, or government spending is reduced, our revenue and profitability could be adversely affected.

Our backlog is subject to cancellation, unexpected adjustments and changing economic conditions and is an uncertain indicator of future operating results.

Our backlog at fiscal 2025 year-end was $4.1 billion. We include in backlog only those contracts for which funding has been provided and work authorizations have been received. We cannot guarantee that the revenue projected in our backlog will be realized or, if realized, will result in profits. In addition, project delays, suspensions, terminations, cancellations, reductions in scope, or other adjustments do occur from time to time in our industry due to considerations beyond our control and may have a material impact on the value of reported backlog with a corresponding adverse impact on future revenues and profitability. For example, certain of our contracts with the U.S. federal government and other clients are terminable at the discretion of the client, with or without cause. These types of backlog reductions could adversely affect our revenue and margins. As a result of these factors, our backlog as of any particular date is an uncertain indicator of our future earnings.

The loss of key personnel or our inability to attract and retain qualified personnel could impair our ability to provide services to our clients and otherwise conduct our business effectively.

As primarily a professional and technical services company, we are labor-intensive and, therefore, our ability to attract, retain and expand our senior management and our professional and technical staff is an important factor in determining our future success. The market for qualified scientists and engineers is competitive and, from time to time, it may be difficult to attract and retain qualified individuals with the required expertise within the timeframe demanded by our clients. For example, some of our U.S. government contracts may require us to employ only individuals who have particular government security clearance levels. In addition, if we are unable to retain executives and other key personnel, the roles and responsibilities of those employees will need to be filled, which may require that we devote time and resources to identify, hire and integrate new employees. The loss of the services of any of these key personnel could adversely affect our business. Our failure to attract and retain key individuals could impair our ability to provide services to our clients and conduct our business effectively.

If our contractors and subcontractors fail to satisfy their obligations to us or other parties, or if we are unable to maintain these relationships, our revenue, profitability and growth prospects could be adversely affected.

We depend on contractors and subcontractors in conducting our business. There is a risk that we may have disputes with our subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, client concerns about the subcontractor or our failure to extend existing task orders or issue new task orders under a subcontract. In addition, if a subcontractor fails to deliver on a timely basis the agreed-upon supplies, fails to perform the agreed-upon services or goes out of business, then we may be required to purchase the services or supplies from another source at a higher price, and our ability to fulfill our obligations as a prime contractor may be jeopardized. This may reduce the profit to be realized or result in a loss on a project for which the services or supplies are needed.

We also rely on relationships with other contractors when we act as their subcontractor or joint venture partner. The absence of qualified subcontractors with which we have a satisfactory relationship could adversely affect the quality of our service and our ability to perform under some of our contracts. Our future revenue and growth prospects could be adversely affected if other contractors eliminate or reduce their subcontracts or teaming arrangement relationships with us, or if a government agency terminates or reduces these other contractors' programs, does not award them new contracts, or refuses to pay under a contract.

Our failure to meet contractual schedule or performance requirements that we have guaranteed could adversely affect our operating results.

In certain circumstances, we can incur liquidated or other damages if we do not achieve project completion by a scheduled date. If we or an entity for which we have provided a guarantee subsequently fails to complete the project as scheduled and the matter cannot be satisfactorily resolved with the client, we may be responsible for cost impacts to the client resulting from any delay or the cost to complete the project. Our costs generally increase from schedule delays and/or could exceed our projections and the anticipated revenue for a particular project. In addition, project performance can be affected by a number of factors beyond our control, including unavoidable delays from governmental inaction, public opposition, inability to obtain financing, weather conditions, unavailability of vendor materials, changes in the project scope of services requested by our clients, industrial accidents, environmental hazards, labor disruptions and other factors. As a result, material performance problems for existing and future contracts could cause actual results of operations to differ from those anticipated by us and could cause us to suffer damage to our reputation within our industry and client base.

Our failure to implement and comply with our safety program could adversely affect our operating results or financial condition.

Our project sites often put our employees and others in close proximity with mechanized equipment, moving vehicles, chemical and manufacturing processes and highly regulated materials. We maintain an enterprise-wide group of health and safety professionals to help ensure that the services we provide are delivered safely and in accordance with standard work processes. Unsafe job sites and office environments have the potential to increase employee turnover, increase the cost of a project to our clients, expose us to types and levels of risk that are fundamentally unacceptable and raise our operating costs. The implementation of our safety processes and procedures are monitored by various agencies, including the U.S. Mine Safety and Health Administration ("MSHA"), and rating bureaus and may be evaluated by certain clients in cases in which safety requirements have been established in our contracts. Our failure to meet these requirements or our failure to properly implement and comply with our safety program could result in reduced profitability, harm to our reputation, the loss of projects or clients or potential litigation, and could have a material adverse effect on our business, operating results or financial condition.

Our business activities may require our employees to travel to and work in countries where there are high security risks, which may result in employee death or injury, repatriation costs or other unforeseen costs.

Certain of our contracts require our employees travel to and work in high-risk countries that are undergoing political, social and economic upheavals resulting from war, civil unrest, criminal activity, acts of terrorism or public health crises. As a result, we risk loss of or injury to our employees and may be subject to costs related to employee death or injury, repatriation or other unforeseen circumstances. We may choose or be forced to leave a country with little or no warning due to physical security risks.

Unavailability or cancellation of third-party insurance coverage would increase our overall risk exposure as well as disrupt the management of our business operations.

Our services involve significant risks of professional and other liabilities, which may substantially exceed the fees that we derive from our services. We maintain insurance coverage from third-party insurers as part of our overall risk management strategy and because some of our contracts require us to maintain specific insurance coverage limits. From time to time, we assume liabilities as a result of indemnification provisions contained in our service contracts. We cannot predict the magnitude of these potential liabilities.

We are liable to pay such liabilities from our assets if and when the aggregate settlement or judgment amount exceeds our insurance policy limits. Further, our insurance may not protect us against liability because our policies typically have various exceptions to the claims covered and also require us to assume some costs of the claim even though a portion of the claim may be covered. A partially or completely uninsured claim, if successful and of significant magnitude, could have a material adverse effect on our liquidity.

If any of our third-party insurers fail, suddenly cancel our coverage, or otherwise are unable to provide us with adequate insurance coverage, then our overall risk exposure and our operational expenses would increase and the management of our business operations would be disrupted. In addition, if we expand into new markets, we may not be able to obtain insurance coverage for these new activities or, if insurance is obtained, the dollar amount of any liabilities incurred could exceed our insurance coverage. There can be no assurance that any of our existing insurance coverage will be renewable upon the expiration of the coverage period or that future coverage will be affordable at the required limits.

Our inability to obtain adequate bonding could have a material adverse effect on our future revenue and business prospects.

Certain clients require bid bonds, and performance and payment bonds. These bonds indemnify the client should we fail to perform our obligations under a contract. If a bond is required for a certain project and we are unable to obtain an appropriate bond, we cannot pursue that project. In some instances, we are required to co-venture with a small or disadvantaged business to pursue certain government contracts. In connection with these ventures, we are sometimes required to utilize our bonding capacity to cover all of the obligations under the contract with the client. We have a bonding facility but, as is typically the case, the issuance of bonds under that facility is at the surety's sole discretion. There can be no assurance that bonds will continue to be available to us on reasonable terms. Additionally, even if we continue to access bonding capacity to sufficiently bond future work, we may be required to post collateral to secure bonds, which would decrease the liquidity available for other purposes. Our inability to obtain adequate bonding and, as a result, to bid on new work could have a material adverse effect on our future revenue and business prospects.

We may be precluded from providing certain services due to conflict of interest issues.

Many of our clients are concerned about potential or actual conflicts of interest in retaining management consultants. Many commercial and government clients have formal policies against continuing or awarding contracts that would create actual or potential conflicts of interest with other activities of a contractor. These policies may prevent us from bidding for or performing contracts resulting from or relating to certain work we have performed. We have, on occasion, declined to bid on projects due to conflict of interest issues. If we fail to address actual or potential conflicts properly, or even if we simply fail to recognize a perceived conflict, we may be in violation of our existing contracts, may otherwise incur liability, and may lose future business for not preventing the conflict from arising, and our reputation may suffer.

Our actual business and financial results could differ from the estimates and assumptions that we use to prepare our consolidated financial statements, which may significantly reduce or eliminate our profits.

To prepare consolidated financial statements in conformity with generally accepted accounting principles in the U.S., management is required to make estimates and assumptions as of the date of the consolidated financial statements. These estimates and assumptions affect the reported values of assets, liabilities, revenue and expenses as well as disclosures of contingent assets and liabilities. For example, we typically recognize revenue over the life of a contract based on the proportion of costs incurred to date compared to the total costs estimated to be incurred for the entire project. Areas requiring significant estimates by our management include: the application of the percentage-of-completion method of accounting and revenue recognition on contracts, change orders and contract claims, including related unbilled accounts receivable; unbilled accounts receivable, including amounts related to requests for equitable adjustment to contracts that provide for price redetermination, primarily with the U.S. federal government. These amounts are recorded only when they can be reliably estimated and realization is probable: provisions for uncollectible receivables, client claims and recoveries of costs from subcontractors, vendors and others; provisions for income taxes, research and development tax credits, valuation allowances and unrecognized tax benefits; and value of goodwill and recoverability of intangible assets.

Our actual business and financial results could differ from those estimates, which may significantly reduce or eliminate our profits.

Our profitability could suffer if we are not able to maintain adequate utilization of our workforce.

The cost of providing our services, including the extent to which we utilize our workforce, affects our profitability. The rate at which we utilize our workforce is affected by a number of factors, including: our ability to transition employees from completed projects to new assignments and to hire and assimilate new employees; our ability to forecast demand for our services and thereby maintain an appropriate headcount in each of our geographies and operating units; and our ability to manage attrition.

If we over-utilize our workforce, our employees may become disengaged, which could impact employee attrition. If we under-utilize our workforce, our profit margin and profitability could suffer.

Our use of the percentage-of-completion method of revenue recognition could result in a reduction or reversal of previously recorded revenue and profits.

We account for most of our contracts on the percentage-of-completion method of revenue recognition. Generally, our use of this method results in recognition of revenue and profit ratably over the life of the contract, based on the proportion of costs incurred to date to total costs expected to be incurred for the entire project. The effects of revisions to estimated revenue and costs, including the achievement of award fees and the impact of change orders and claims, are recorded when the amounts are known and can be reasonably estimated. Such revisions could occur in any period and their effects could be material.

Although we have historically made reasonably reliable estimates of the progress towards completion of long-term contracts, the uncertainties inherent in the estimating process make it possible for actual costs to vary materially from estimates, including reductions or reversals of previously recorded revenue and profit.

If we are unable to accurately estimate and control our contract costs, then we may incur losses on our contracts, which could decrease our operating margins and reduce our profits. Specifically, our fixed-price contracts could increase the unpredictability of our earnings.

It is important for us to accurately estimate and control our contract costs so that we can maintain positive operating margins and profitability. We generally enter into three principal types of contracts with our clients: fixed-price, time-and-materials and cost-plus.

The U.S. federal government and certain other clients have increased the use of fixed-priced contracts. Under fixed-price contracts, we receive a fixed price irrespective of the actual costs we incur and, consequently, we are exposed to a number of risks. We realize a profit on fixed-price contracts only if we can control our costs and prevent cost over-runs on our contracts. Fixed-price contracts require cost and scheduling estimates that are based on a number of assumptions, including those about future economic conditions, costs and availability of labor, equipment and materials and other exigencies. We could experience cost over-runs if these estimates are originally inaccurate as a result of errors or ambiguities in the contract specifications or become inaccurate as a result of a change in circumstances following the submission of the estimate due to, among other things, unanticipated technical or equipment problems, difficulties in obtaining permits or approvals, changes in local laws or labor conditions, weather delays, changes in the costs of raw materials or the inability of our vendors or subcontractors to perform their obligations. If cost overruns occur, we could experience reduced profits or, in some cases, a loss for that project and could increase the unpredictability of our earnings, as well as have a material adverse impact on our business and earnings.

Under our time-and-materials contracts, we are paid for labor at negotiated hourly billing rates and paid for other expenses. Profitability on these contracts is driven by billable headcount and cost control. Many of our time-and-materials contracts are subject to maximum contract values and, accordingly, revenue relating to these contracts is recognized as if these contracts were fixed-price contracts. Under our cost-plus contracts, some of which are subject to contract ceiling amounts, we are reimbursed for allowable costs and fees, which may be fixed or performance-based. If our costs exceed the contract ceiling or are not allowable under the provisions of the contract or any applicable regulations, we may not be able to obtain reimbursement for all of the costs we incur.

Profitability on our contracts is driven by billable headcount and our ability to manage our subcontractors, vendors and material suppliers. If we are unable to accurately estimate and manage our costs, we may incur losses on our contracts, which could decrease our operating margins and significantly reduce or eliminate our profits. Certain of our contracts require us to satisfy specific design, engineering, procurement or construction milestones in order to receive payment for the work completed or equipment or supplies procured prior to achievement of the applicable milestone. As a result, under these types of arrangements, we may incur significant costs or perform significant amounts of services prior to receipt of payment. If a client determines not to proceed with the completion of the project or if the client defaults on its payment obligations, we may face difficulties in collecting payment of amounts due to us for the costs previously incurred or for the amounts previously expended to purchase equipment or supplies.

Accounting for a contract requires judgments relative to assessing the contract's estimated risks, revenue, costs and other technical issues. Due to the size and nature of many of our contracts, the estimation of overall risk, revenue and cost at completion is complicated and subject to many variables. Changes in underlying assumptions, circumstances or estimates may also adversely affect future period financial performance. If we are unable to accurately estimate the overall revenue or costs on a contract, then we may experience a lower profit or incur a loss on the contract.

Cyber security incidents affecting our systems and information technology could adversely impact our ability to operate and we could experience adverse consequences resulting from such compromises, including but not limited to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; and other adverse consequences.

We face the threat to our computer systems of unauthorized access, computer hackers, computer viruses, malicious code, organized cyber-attacks and other security problems and system disruptions, including possible unauthorized access to our and our clients' proprietary or classified information. We rely on industry-accepted security measures and technology to securely maintain all confidential and proprietary information on our information systems. In addition, we rely on the security of third-party service providers, vendors and cloud services providers to protect confidential data. In the ordinary course of business, we have been targeted by malicious cyber-attacks. A user who circumvents security measures could misappropriate confidential or proprietary information, including information regarding us, our personnel and/or our clients or cause interruptions or malfunctions in operations. As a result, we may be required to expend significant resources to protect against the threat of these system disruptions and security breaches or to alleviate problems caused by these disruptions and breaches.

We also rely in part on third-party software and information technology vendors to run our critical accounting, project management and financial information systems. Our software and information technology vendors may decide to discontinue further development, integration or long-term software and hardware support for our information systems, in which case we may need to abandon one or more of our current information systems and migrate some or all of our accounting, project management and financial information to other systems, thus increasing our operational expense, as well as disrupting the management of our business operations.

While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. Applicable data privacy and security obligations may require us to notify relevant stakeholders of security incidents. Such disclosures are costly, and the disclosure or the failure to comply with such requirements could lead to adverse consequences. Vulnerabilities in our systems pose material risks to our business. We have not and may not in the future, however, detect and remediate all such vulnerabilities including on a timely basis. Further, we have and may in the future experience delays in developing and deploying remedial measures and patches designed to address identified vulnerabilities. Any of these events could damage our reputation and have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, we cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims.

Risks Related to Our Clients

We derive a substantial amount of our revenue from U.S. federal, state and local government agencies, and any disruption in government funding or in our relationship with those agencies could adversely affect our business.

In fiscal 2025, we generated 46.1% of our revenue from contracts with U.S. federal, and state and local government agencies. A significant amount of this revenue is derived under multi-year contracts, many of which are appropriated on an annual basis. As a result, at the beginning of a project, the related contract may be only partially funded, and additional funding is normally committed only as appropriations are made in each subsequent year. These appropriations, and the timing of payment of appropriated amounts, may be influenced by numerous factors as noted below. Our backlog includes only the projects that have funding appropriated.

The demand for our U.S. government-related services is generally driven by the level of government program funding. A significant reduction in federal government spending, the absence of a bipartisan agreement on the federal government budget, a partial or full federal government shutdown or a change in budgetary priorities could reduce demand for our services, cancel or delay federal projects, result in the closure of federal facilities and significant personnel reductions and have a material and adverse impact on our business, financial condition, results of operations and cash flows.

There are several additional factors that could materially affect our U.S. government contracting business, which could cause U.S. government agencies to delay or cancel programs, to reduce their orders under existing contracts, to exercise their rights to terminate contracts or not to exercise contract options for renewals or extensions. Such factors, which include the following, could have a material adverse effect on our revenue or the timing of contract payments from U.S. government agencies: the failure of the U.S. government to complete its budget and appropriations process before its fiscal year-end; changes in and delays or cancellations of government programs, procurements, requirements or appropriations; budget constraints or policy changes resulting in delay or curtailment of expenditures related to the services we provide; uncertainty regarding how future budget and program decisions will unfold; and re-competes of government contracts.

Our failure to win new contracts and renew existing contracts with private and public sector clients could adversely affect our profitability.

Our business depends on our ability to win new contracts and renew existing contracts with private and public sector clients. Contract proposals and negotiations are complex and frequently involve a lengthy bidding and selection process, which is affected by a number of factors. These factors include market conditions, financing arrangements, required governmental approvals, client relationships and our professional reputation. If we are not able to replace the revenue from expiring contracts, either through follow-on contracts or new contracts, our business, results of operations and financial condition may be adversely affected. If negative market conditions continue to persist, or if we fail to secure adequate financial arrangements or the required government approval, we may not be able to pursue certain projects, which could adversely affect our profitability.

Our inability to win or renew U.S. government contracts during competitive procurement processes could harm our operations and significantly reduce or eliminate our profits.

U.S. government contracts are awarded through a competitive procurement process. The U.S. federal government has increasingly relied upon multi-year contracts with pre-established terms and conditions, such as indefinite delivery/indefinite quantity (“IDIQ”) contracts, which generally require those contractors who have previously been awarded the IDIQ to engage in an additional competitive bidding process before a task order is issued. As a result, new work awards tend to be smaller and of shorter duration, since the orders represent individual tasks rather than large, programmatic assignments. In addition, we believe that there has been an increase in the award of federal contracts based on a low-price, technically acceptable criteria emphasizing price over qualitative factors, such as past performance. As a result, pricing pressure may reduce our profit margins on future federal contracts. Moreover, even if we are qualified to work on a government contract, we may not be awarded the contract because of existing government policies designed to protect small businesses and under-represented minority contractors. Our inability to win or renew government contracts during competitive procurement processes could harm our operations and significantly reduce or eliminate our profits.

Each year, client funding for some of our U.S. government contracts may rely on government appropriations or public-supported financing. If adequate public funding is delayed or is not available, then our profits and revenue could decline.

A substantial portion of our revenue is derived from contracts with agencies and departments of federal, state and local governments. Each year, client funding for some of our U.S. government contracts may directly or indirectly rely on government appropriations or public-supported financing. Legislatures may appropriate funds for a given project on a year-by-year basis, even though the project may take more than one year to perform. In addition, public-supported financing such as U.S. state and local municipal bonds may be only partially raised to support existing projects. Similarly, an economic downturn may make it more difficult for governments to fund projects. In addition to the state of the economy and competing political priorities, public funds and the timing of payment of these funds may be influenced by, among other things, curtailments in the use of government contracting firms, increases in raw material costs, delays associated with insufficient numbers of government staff to oversee contracts, budget constraints, the timing and amount of tax receipts and the overall level of government expenditures. If adequate funding is not available or is delayed, then our profits and revenue could decline.

If we cannot collect our receivables or if payment is delayed, our business may be adversely affected by our inability to generate cash flow, provide working capital, or continue our business operations.

We depend on the timely collection of our receivables to generate cash flow, provide working capital, and continue our business operations. If the U.S. government or any other client or any prime contractor for whom we are a subcontractor fails to pay or delays the payment of invoices for any reason, our business and financial condition may be materially and adversely affected. Clients may delay or fail to pay invoices for a number of reasons, including lack of appropriated funds, lack of an approved budget, lack of revised or final settled billing rates as a result of open audit years, as a result of audit findings by government regulatory agencies or for a variety of other reasons.

Certain contracts may give clients the right to modify, delay, curtail, renegotiate or terminate existing contracts at their convenience at any time prior to their completion, which may result in a decline in our profits and revenue.

Certain projects in which we participate as a contractor or subcontractor may extend for several years. Generally, government contracts include the right to modify, delay, curtail, renegotiate or terminate contracts and subcontracts at the government's convenience any time prior to their completion. Any decision by a client to modify, delay, curtail, renegotiate or terminate our contracts at their convenience may result in a decline in our profits and revenue. If one of these clients terminates their contract for convenience, we may only be able to bill the client for work completed prior to the termination, plus any commitments and settlement expenses such client agrees to pay, but not for any work not yet performed.

Our revenue and growth prospects may be harmed if we or our employees are unable to obtain government granted eligibility or other qualifications we and they need to perform services for our customers.

A number of government programs require contractors to have certain kinds of government granted eligibility, such as personnel security clearance and facility clearance credentials. Depending on the project, eligibility can be difficult and time-consuming to obtain. If we or our employees are unable to obtain or retain the necessary eligibility, we may not be able to win new business, and our existing customers could terminate their contracts with us or decide not to renew them. To the extent we cannot obtain or maintain the required facility clearance and personnel security clearances for our employees working on a particular contract, we may not derive the revenue or profit anticipated from such contract.

Risks Related to Our Indebtedness

Servicing our debt requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our debt.

Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including our convertible notes, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

We may not be able to obtain capital when desired on favorable terms, if at all, or without dilution to our stockholders, which may impact our ability to execute on our current or future business strategies.

If we do not generate sufficient cash flow from operations or otherwise, we may need additional financing to execute on our current or future business strategies, including developing new or enhancing existing service lines, expanding our business geographically, enhancing our operating infrastructure, acquiring complementary businesses, or otherwise responding to competitive pressures. We cannot assure that additional financing will be available to us on favorable terms, or at all. Furthermore, if we raise additional funds through the issuance of convertible debt or equity securities, the percentage ownership of our stockholders could be significantly diluted, and these newly issued securities may have rights, preferences or privileges senior to those of existing stockholders. If adequate funds are not available or are not available on acceptable terms, if and when needed, our ability to fund our operations, meet obligations in the normal course of business, take advantage of strategic business opportunities, or otherwise respond to competitive pressures would be significantly limited.

Restrictive covenants in our credit agreement may restrict our ability to pursue certain business strategies.

Our credit agreement limits or restricts our ability to, among other things: incur additional indebtedness; create liens securing debt or other encumbrances on our assets; make loans or advances; pay dividends or make distributions to our stockholders; purchase or redeem our stock; repay indebtedness that is junior to indebtedness under our credit agreement; acquire the assets of, or merge or consolidate with, other companies; and sell, lease or otherwise dispose of assets.

Our credit agreement also requires that we maintain certain financial ratios, which we may not be able to achieve. The covenants may impair our ability to finance future operations or capital needs or to engage in other favorable business activities. Failing to comply with these covenants could result in an event of default under the credit agreement, which could result in us being required to repay the amounts outstanding prior to maturity. These prepayment obligations could have an adverse effect on our business, results of operations and financial condition.

Furthermore, if we are unable to repay the amounts due and payable under the credit agreement, the lenders could proceed against the collateral granted to them to secure that indebtedness. In the event the lenders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness.

We may not have the ability to raise the funds necessary to settle conversions of our convertible notes or to repurchase our convertible notes upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion or repurchase of our convertible notes.

Holders of our convertible notes have the right, subject to certain conditions and limited exceptions, to require us to repurchase all or a portion of their convertible notes upon the occurrence of a fundamental change (as defined in the indenture governing the convertible notes) at a fundamental change repurchase price equal to 100% of the principal amount of the convertible notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. In addition, upon any conversion of our convertible notes, we will be required to make cash payments for each $1,000 in principal amount of our convertible notes converted of at least the lesser of $1,000 and the sum of the daily conversion values indenture governing our convertible notes. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of our convertible notes surrendered or pay cash with respect to our convertible notes being converted. In addition, our ability to repurchase our convertible notes or to pay cash upon conversions of our convertible notes may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase our convertible notes at a time when the repurchase is required by the indenture governing our convertible notes or to pay any cash payable on future conversions of our convertible notes as required by the indenture governing our convertible notes would constitute a default under the indenture governing our convertible notes. A default under the indenture governing our convertible notes or the fundamental change itself could also lead to a default under agreements governing our indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase our convertible notes or make cash payments upon conversions thereof.

The conditional conversion feature of our convertible notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of our convertible notes is triggered, holders of our convertible notes will be entitled to convert their notes at any time during specified periods at their option. If one or more holders elect to convert their notes, we would be required to settle any converted principal amount of such notes through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of our convertible notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

Changes in the accounting method for convertible debt securities that may be settled in cash, such as our convertible notes, could have a material effect on our reported financial results.

The accounting method for reflecting our convertible notes on our balance sheet, accruing interest expense for our convertible notes and reflecting the underlying shares of our common stock in our reported diluted earnings per share may adversely affect our reported earnings and financial condition.

In August 2020, the Financial Accounting Standards Board published Accounting Standards Update ("ASU") 2020-06 ("ASU 2020-06"), which simplified certain of the accounting standards that apply to convertible notes. ASU 2020-06 eliminated the cash conversion and beneficial conversion feature modes used to separately account for embedded conversion features as a component of equity. Instead, an entity would account for convertible debt or convertible preferred stock securities as a single unit of account, unless the conversion feature requires bifurcation and recognition as derivatives. Additionally, the guidance requires entities to use the "if-converted" method for all convertible instruments in the diluted earnings per share calculation and to include the effect of potential share settlement for instruments that may be settled in cash or shares. We adopted ASU 2020-06 in the first quarter of fiscal year 2020.

In accordance with ASU 2020-06, our convertible notes are reflected as a liability on our balance sheets, with the initial carrying amount equal to the principal amount of the convertible notes, net of issuance costs. The issuance costs were treated as contra debt for accounting purposes, which will be amortized into interest expense over the term of our convertible notes. As a result of this amortization, the interest expense that we expect to recognize for our convertible notes for accounting purposes will be greater than the cash interest payments we will pay on our convertible notes.

In addition, the shares of our common stock underlying our convertible notes will be reflected in our diluted earnings per share using the "if-converted" method, in accordance with ASU 2020-06. Under the "if-converted" method, diluted earnings per share would generally be calculated assuming that all our convertible notes were converted solely into shares of our common stock at the beginning of the reporting period, unless the result would be anti-dilutive. However, for convertible notes in which the principal amount must be settled in cash and the conversion spread value in shares or cash upon conversions (such as our convertible notes), the "if-converted" method requires that interest expense is not adjusted in the numerator and the denominator only includes the net number of incremental shares that would be issued upon conversion. The application of the if-converted method may reduce our reported diluted earnings per share, to the extent the price of our common stock exceeds the conversion price. Accounting standards may change in the future in a manner that may adversely affect our diluted earnings per share.

Furthermore, if any of the conditions to the convertibility of our convertible notes is satisfied, then we may be required under applicable accounting standards to reclassify the liability carrying value of our convertible notes as a current, rather than a long-term, liability. This reclassification could be required even if no holders convert their notes and could materially reduce our reported working capital.

Conversion of our convertible notes may dilute the ownership interest of our stockholders or may otherwise depress the price of our common stock.

The conversion of some or all of our convertible notes may dilute the ownership interests of our stockholders. Upon conversion of our convertible notes, we have the option to pay or deliver, as the case may be, cash, shares of our common stock, or a combination of cash and shares of our common stock in respect of the remainder, if any, of our conversion obligation in excess of the aggregate principal amount of our convertible notes being converted. If we elect to settle the remainder, if any, of our conversion obligation in excess of the aggregate principal amount of our convertible notes being converted in shares of our common stock or a combination of cash and shares of our common stock, any sales in the public market of our common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of our convertible notes may encourage short selling by market participants because the conversion of our convertible notes could be used to satisfy short positions, or anticipated conversion of our convertible notes into shares of our common stock could depress the price of our common stock.

The capped call transactions may affect the value of our common stock.

In connection with the pricing of our convertible notes, we entered into privately negotiated capped call transactions with the option counterparties. The capped call transactions cover, subject to customary adjustments substantially similar to those applicable to our convertible notes, the number of shares of our common stock initially underlying our convertible notes. The capped call transactions are expected generally to reduce the potential dilution to our common stock upon any conversion of our convertible notes and/or offset any cash payments we are required to make in excess of the principal amount of converted notes (if and when we elect to settle the conversion spread value in cash), as the case may be, with such reduction and/or offset subject to a cap.

In addition, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions following the pricing of our convertible notes and prior to the maturity of our convertible notes (and are likely to do so during any observation period related to a conversion of our convertible notes or, to the extent we exercise the relevant election under the capped call transactions, following any repurchase or redemption of our convertible notes). This activity could also cause or avoid an increase or a decrease in the market price of our common stock.

In addition, if any such capped call transactions fail to become effective, the option counterparties or their respective affiliates may unwind their hedge positions with respect to our common stock, which could adversely affect the value of our common stock.

We are subject to counterparty risk with respect to the capped call transactions.

The option counterparties are financial institutions, and we are subject to the risk that any or all of them might default under the capped call transactions. Our exposure to the credit risk of the option counterparties is not secured by any collateral.

If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the capped call transaction with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our common stock. We can provide no assurances as to the financial stability or viability of the option counterparties.

Risks Related to Growth and Acquisitions

If we are not able to successfully manage our growth strategy, our business and results of operations may be adversely affected.

Our expected future growth presents numerous managerial, administrative, operational and other challenges. Our ability to manage the growth of our operations will require us to continue to improve our management information systems and our other internal systems and controls. In addition, our growth will increase our need to attract, develop, motivate and retain both our management and professional employees. The inability to effectively manage our growth or the inability of our employees to achieve anticipated performance could have a material adverse effect on our business.

We have made and expect to continue to make acquisitions. Acquisitions could disrupt our operations and adversely impact our business and operating results. Our failure to conduct due diligence effectively or our inability to successfully integrate acquisitions could impede us from realizing all of the benefits of the acquisitions, which could weaken our results of operations.

A key part of our growth strategy is to acquire other companies that complement our lines of business or that broaden our technical capabilities and geographic presence. However, our ability to make acquisitions is restricted under our credit agreement. Acquisitions involve certain known and unknown risks that could cause our actual growth or operating results to differ from our expectations or the expectations of securities analysts. For example: we may not be able to identify suitable acquisition candidates or to acquire additional companies on acceptable terms; we have completed and we will continue to pursue international acquisitions, which inherently pose more risk than domestic acquisitions; we compete with others to acquire companies, which may result in decreased availability of, or increased price for, suitable acquisition candidates; and we may not be able to obtain the necessary financing, on favorable terms or at all, to finance any of our potential acquisitions.

If we fail to conduct due diligence on our potential targets effectively, we may, for example, not identify problems at target companies, or fail to recognize incompatibilities or other obstacles to successful integration. The integration process may disrupt our business and, if implemented ineffectively, may preclude realization of the full benefits expected by us and could harm our results of operations.

Further, acquisitions may cause us to: issue common stock that would dilute our current stockholders' ownership percentage; use a substantial portion of our cash resources; increase our interest expense, leverage and debt service requirements (if we incur additional debt to fund an acquisition); or record goodwill and non-amortizable intangible assets that are subject to impairment testing and potential impairment charges.

If our goodwill or other intangible assets become impaired, then our profits may be significantly reduced.

Because we have historically acquired a significant number of companies, goodwill and other intangible assets represent a substantial portion of our assets. As of fiscal 2025 year-end, our goodwill was $2.0 billion and other intangible assets were $121.2 million. We are required to perform a goodwill impairment test for potential impairment at least on an annual basis. We also assess the recoverability of the unamortized balance of our intangible assets when indications of impairment are present based on expected future profitability and undiscounted expected cash flows and their contribution to our overall operations. The goodwill impairment test requires us to determine the fair value of our reporting units, which are the components one level below our reportable segments. In determining fair value, we make significant judgments and estimates, including assumptions about our strategic plans with regard to our operations. We also analyze current economic indicators and market valuations to help determine fair value. To the extent economic conditions that would impact the future operations of our reporting units change, our goodwill may be deemed to be impaired, and we would be required to record a non-cash charge that could result in a material adverse effect on our financial position or results of operations. Our fiscal 2025 operating income reflects a non-cash goodwill impairment charge of $92.4 million related to our Global Development Services reporting unit due to the cancellation of USAID contracts (see Note 6, "Goodwill and Intangible Assets" of the "Notes to Consolidated Financial Statements" included in Item 8). We had no goodwill impairment in fiscal 2024 and 2023.

Risks Related to Our Legal and Regulatory Environment

As a U.S. government contractor, we must comply with various procurement laws and regulations and are subject to regular government audits; a violation of any of these laws and regulations or the failure to pass a government audit could result in sanctions, contract termination, forfeiture of profit, harm to our reputation or loss of our status as an eligible government contractor and could reduce our profits and revenue.

We must comply with and are affected by U.S. federal, state, local and foreign laws and regulations relating to the formation, administration and performance of government contracts. For example, we must comply with FAR, the Truth in Negotiations Act, CAS, the American Recovery and Reinvestment Act of 2009, the Services Contract Act, the DoD security regulations as well as many other rules and regulations. In addition, we must comply with other government regulations related to employment practices, environmental protection, health and safety, tax, accounting, anti-fraud measures as well as many other regulations in order to maintain our government contractor status. Although we take precautions to prevent and deter fraud, misconduct and non-compliance, we face the risk that our employees or outside partners may engage in misconduct, fraud or other improper activities. U.S. government agencies, such as the DCAA, routinely audit and investigate government contractors. These government agencies review and audit a government contractor’s performance under its contracts and cost structure, and evaluate compliance with applicable laws, regulations and standards. In addition, during the course of its audits, the DCAA may question our incurred project costs. If the DCAA believes we have accounted for such costs in a manner inconsistent with the requirements for FAR or CAS, the DCAA auditor may recommend to our U.S. government corporate administrative contracting officer that such costs be disallowed. Historically, we have not experienced significant disallowed costs as a result of government audits. However, we can provide no assurance that the DCAA or other government audits will not result in material disallowances for incurred costs in the future. In addition, U.S. government contracts are subject to various other requirements relating to the formation, administration, performance and accounting for these contracts. We may also be subject to *qui tam* litigation brought by private individuals on behalf of the U.S. government under the Federal Civil False Claims Act, which could include claims for treble damages. For example, as discussed elsewhere in this report, on January 14, 2019, the Civil Division of the United States Attorney’s Office ("USAO") filed complaints in intervention in three qui tam actions filed against our subsidiary, Tetra Tech EC, Inc. ("TtEC"), in the U.S. District Court for the Northern District of California ("NDCA"). U.S. government contract violations could result in the imposition of civil and criminal penalties or sanctions, contract termination, forfeiture of profit and/or suspension of payment, any of which could make us lose our status as an eligible government contractor. We could also suffer serious harm to our reputation. Any interruption or termination of our U.S. government contractor status could reduce our profits and revenue significantly.

Legal proceedings, investigations and disputes could result in substantial monetary penalties and damages, especially if such penalties and damages exceed or are excluded from existing insurance coverage.

We engage in consulting, engineering, program management and technical services that can result in substantial injury or damages that may expose us to legal proceedings, investigations and disputes. For example, in the ordinary course of our business, we may be involved in legal disputes regarding personal injury claims, employee or labor disputes, professional liability claims and general commercial disputes involving project cost overruns and liquidated damages as well as other claims. In addition, in the ordinary course of our business, we frequently make professional judgments and recommendations about environmental and engineering conditions of project sites for our clients, and we may be deemed to be responsible for these judgments and recommendations if they are later determined to be inaccurate. For example, as discussed elsewhere in this report, the USAO filed complaints against TtEC in the NDCA alleging violations of the False Claims Act, Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended (“CERCLA”) and common law, and several ancillary claims brought by third-party private plaintiffs arising from the same services provided by TtEC on the same project are ongoing. Any unfavorable legal ruling against us could result in substantial monetary damages or even criminal violations. We maintain insurance coverage as part of our overall legal and risk management strategy to minimize our potential liabilities; however, insurance coverage contains exclusions and other limitations that may not cover our potential liabilities. Generally, our insurance program covers workers’ compensation and employer’s liability, general liability, automobile liability, professional errors and omissions liability, property and contractor’s pollution liability (in addition to other policies for specific projects). Our insurance program includes deductibles or self-insured retentions for each covered claim that may increase over time. In addition, our insurance policies contain exclusions that insurance providers may use to deny or restrict coverage. Excess liability and professional liability insurance policies provide for coverage on a “claims-made” basis, covering only claims actually made and reported during the policy period currently in effect. If we sustain liabilities that exceed or that are excluded from our insurance coverage, or for which we are not insured, it could have a material adverse impact on our financial condition, results of operations and cash flows.

We could be adversely affected by violations of the FCPA and similar worldwide anti-bribery laws.

The FCPA and similar anti-bribery laws generally prohibit companies and their intermediaries from making direct or indirect improper payments to foreign government officials for the purpose of obtaining or retaining business. The FCPA also requires public companies to make and keep books and records that accurately and fairly reflect the transactions of the corporation and to devise and maintain an adequate system of internal accounting controls. The U.K. Bribery Act of 2010 prohibits both domestic and international bribery, as well as bribery across both private and public sectors. Improper payments are also prohibited under the Canadian Corruption of Foreign Public Officials Act and the Brazilian Clean Companies Act. Local business practices in many countries outside the United States create a greater risk of government corruption than that found in the United States and other more developed countries. Our policies mandate compliance with anti-bribery laws, and we have established policies and procedures designed to monitor compliance with anti-bribery law requirements; however, we cannot ensure that our policies and procedures will prevent potential reckless or criminal acts committed by individual employees, agents or partners. If we are found to be liable for anti-bribery law violations, we could suffer from criminal or civil penalties or other sanctions that could have a material adverse effect on our business.

We could be adversely impacted if we fail to comply with domestic and international export control and sanctions laws.

To the extent we export technical services, data and products outside of the United States, we are subject to U.S. and international laws and regulations governing international trade and exports, including but not limited to the International Traffic in Arms Regulations, the Export Administration Regulations and trade sanctions. These laws and regulations may restrict or prohibit altogether the sale or supply of certain of our services to certain governments, persons, entities, countries, and territories, including those that are the target of comprehensive sanctions, unless there are license exceptions that apply or specific licenses are obtained. A failure to comply with these laws and regulations could result in civil or criminal sanctions, including the imposition of fines, the denial of export privileges and suspension or debarment from participation in U.S. government contracts, which could have a material adverse effect on our business.

New legal requirements could adversely affect our operating results.

Our business and results of operations could be adversely affected by the passage of climate change, defense, environmental, infrastructure and other legislation, policies and regulations. Growing concerns about climate change may result in the imposition of additional environmental regulations. For example, legislation, international protocols, regulation or other restrictions on emissions could increase the costs of projects for our clients or, in some cases, prevent a project from going forward, thereby potentially reducing the need for our services. In addition, relaxation or repeal of laws and regulations, or changes in governmental policies regarding environmental, defense, infrastructure or other industries we serve could result in a decline in demand for our services, which could in turn negatively impact our revenues. We cannot predict when or whether any of these various proposals may be enacted or what their effect will be on us or on our customers.

We may be subject to substantial liabilities under environmental laws and regulations.

Our services are subject to numerous U.S. and international environmental protection laws and regulations that are complex and stringent. For example, we must comply with a number of U.S. federal government laws that strictly regulate the handling, removal, treatment, transportation and disposal of toxic and hazardous substances. Under CERCLA and comparable state laws, we may be required to investigate and remediate regulated hazardous materials. CERCLA and comparable state laws typically impose strict, joint and several liabilities without regard to whether a company knew of or caused the release of hazardous substances. The liability for the entire cost of clean-up could be imposed upon any responsible party. Other principal U.S. federal environmental, health and safety laws affecting us include, but are not limited to, the Resource Conservation and Recovery Act, National Environmental Policy Act, the Clean Air Act, the Occupational Safety and Health Act, the Federal Mine Safety and Health Act of 1977 (the "Mine Act"), the Toxic Substances Control Act and the Superfund Amendments and Reauthorization Act. Our business operations may also be subject to similar state and international laws relating to environmental protection. Further, past business practices at companies that we have acquired may also expose us to future unknown environmental liabilities. Liabilities related to environmental contamination or human exposure to hazardous substances, or a failure to comply with applicable regulations, could result in substantial costs to us, including clean-up costs, fines, civil or criminal sanctions, and third-party claims for property damage or personal injury or cessation of remediation activities. Our continuing work in the areas governed by these laws and regulations exposes us to the risk of substantial liability.

Uncertainties in the interpretation and application of existing, new and proposed tax laws and regulations could materially affect our tax obligations and effective tax rate.

The tax regimes to which we are subject or under which we operate are unsettled and may be subject to significant change. The issuance of additional guidance related to existing or future tax laws, or changes to tax laws, tax treaties or regulations proposed or implemented by the current or a future U.S. presidential administration, Congress, taxing authorities in other jurisdictions, including jurisdictions outside of the United States, or by bodies such as the European Commission or the Organisation for Economic Co-operation and Development ("OECD"), could materially affect our tax obligations (including the cost of compliance) and effective tax rate. For example, on July 4, 2025, the U.S. government enacted legislation commonly referred to as the One Big Beautiful Bill Act, which includes changes to the taxation of business entities, and we are evaluating the future impact of certain of these changes on our financial statements. To the extent that such changes have a negative impact on us, including as a result of related uncertainty, these changes may adversely impact our business, financial condition, results of operations, and cash flows.

The amount of taxes we pay in different jurisdictions depends on the application of the tax laws of various jurisdictions, including the United States, to our international business activities, the relative amounts of income before taxes in the various jurisdictions in which we operate, new or revised tax laws, or interpretations of tax laws and policies, the outcome of current and future tax audits, examinations or administrative appeals, our ability to realize our deferred tax assets, and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany transactions pursuant to our intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a challenge or disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest, and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows, and lower overall profitability of our operations. Our financial statements could fail to reflect adequate reserves to cover such a contingency. Similarly, a taxing authority could assert that we are subject to tax in a jurisdiction where we believe we have not established a taxable connection, often referred to as a “permanent establishment” under international tax treaties, and such an assertion, if successful, could increase our expected tax liability in one or more jurisdictions.

Employee, agent or partner misconduct, or our failure to comply with anti-bribery and other laws or regulations, could harm our reputation, reduce our revenue and profits and subject us to criminal and civil enforcement actions.

Misconduct, fraud, non-compliance with applicable laws and regulations or other improper activities by one of our employees, agents or partners could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with government procurement regulations, regulations regarding the protection of classified information, regulations prohibiting bribery and other foreign corrupt practices, regulations regarding the pricing of labor and other costs in government contracts, regulations on lobbying or similar activities, regulations pertaining to the internal controls over financial reporting, environmental laws and any other applicable laws or regulations. Our policies mandate compliance with these regulations and laws, and we take precautions to prevent and detect misconduct. However, since our internal controls are subject to inherent limitations, including human error, it is possible that these controls could be intentionally circumvented or become inadequate because of changed conditions. As a result, we cannot assure that our controls will protect us from reckless or criminal acts committed by our employees, agents or partners. Our failure to comply with applicable laws or regulations or acts of misconduct could subject us to fines and penalties, loss of security clearances and suspension or debarment from contracting, any or all of which could harm our reputation, reduce our revenue and profits and subject us to criminal and civil enforcement actions.

If our reports and opinions are not in compliance with professional standards and other regulations, we could be subject to monetary damages and penalties.

We issue reports and opinions to clients based on our professional engineering expertise, as well as our other professional credentials. Our reports and opinions may need to comply with professional standards, licensing requirements, securities regulations and other laws and rules governing the performance of professional services in the jurisdiction in which the services are performed. In addition, the reports and other work product we produce for clients sometimes include projections, forecasts and other forward-looking statements. Such information by its nature is subject to numerous risks and uncertainties, any of which could cause the information produced by us to ultimately prove inaccurate. While we include appropriate disclaimers in the reports that we prepare for our clients, once we produce such written work product, we do not always have the ability to control the manner in which our clients use such information. As a result, if our clients reproduce such information to solicit funds from investors for projects without appropriate disclaimers or the information proves to be incorrect, or if our clients reproduce such information for potential investors in a misleading or incomplete manner, our clients or such investors may threaten to or file suit against us for, among other things, securities law violations.

We have only a limited ability to protect our intellectual property rights, and our failure to protect our intellectual property rights could adversely affect our competitive position.

We rely upon a combination of nondisclosure agreements and other contractual arrangements, as well as copyright, trademark, patent and trade secret laws to protect our proprietary information. We also enter into proprietary information and intellectual property agreements with employees, which require them to disclose any inventions created during employment, to convey such rights to inventions to us, and to restrict any disclosure of proprietary information. Trade secrets are generally difficult to protect. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of our confidential information and/or the infringement of our patents and copyrights. Further, we may be unable to detect unauthorized use of our intellectual property or otherwise take appropriate steps to enforce our rights. Failure to adequately protect, maintain or enforce our intellectual property rights may adversely limit our competitive position.

Assertions by third parties of infringement, misappropriation or other violations by us of their intellectual property rights could result in significant costs and substantially harm our business, financial condition and operating results.

In recent years, there has been significant litigation involving intellectual property rights in technology industries. We may face from time to time, allegations that we or a supplier or customer have violated the rights of third parties, including patent, trademark and other intellectual property rights. If, with respect to any claim against us for violation of third-party intellectual property rights, we are unable to prevail in the litigation or retain or obtain sufficient rights or develop non-infringing intellectual property or otherwise alter our business practices on a timely or cost-efficient basis, our business, financial condition or results of operations may be adversely affected.

Any infringement, misappropriation or related claims, whether or not meritorious, are time consuming, divert technical and management personnel and are costly to resolve. As a result of any such dispute, we may have to develop non-infringing technology, pay damages, enter into royalty or licensing agreements, cease utilizing products or services or take other actions to resolve the claims. These actions, if required, may be costly or unavailable on terms acceptable to us.

We are subject to stringent and evolving U.S. and foreign laws, regulations, rules, contractual obligations, policies and other obligations related to data privacy and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation (including class claims) and mass arbitration demands; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse business consequences.

We develop, install and maintain information technology systems for ourselves, as well as for customers. Client contracts for the performance of information technology services, as well as various privacy and securities laws, require us to manage and protect sensitive and confidential information, including federal and other government information, from disclosure. We also need to protect our own internal trade secrets and other business confidential information, as well as personal data of our employees and contractors, from disclosure.

In the United States, federal, state, and local governments have enacted numerous data privacy and security laws, including data breach notification laws, personal data privacy laws, consumer protection laws (e.g., Section 5 of the Federal Trade Commission Act), and other similar laws. For example, the California Consumer Privacy Act of 2018, as amended by the California Privacy Rights Act of 2020 (collectively, “CCPA”) applies to personal information of consumers, business representatives, and employees who are California residents, and requires businesses to provide specific disclosures in privacy notices and honor requests of such individuals to exercise certain privacy rights. The CCPA provides for administrative fines and allows private litigants affected by certain data breaches to recover significant statutory damages. Other states, such as Virginia and Colorado, have also passed comprehensive privacy laws, and similar laws are being considered in several other states, as well as at the federal and local levels.

Outside the United States, an increasing number of laws, regulations, and industry standards govern data privacy and security. For example, the European Union's General Data Protection Regulation ("EU GDPR"), the United Kingdom’s GDPR, and Brazil’s General Data Protection Law (Lei Geral de Proteção de Dados Pessoais, or “LGPD”) (Law No. 13,709/2018) impose strict requirements for processing personal data. For example, the EU GDPR extends the scope of the European Union data protection laws to all companies processing data of European Union residents, regardless of the company's location.

In the ordinary course of business, we may transfer personal data from Europe and other jurisdictions to the United States or other countries. Europe and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal data to other countries. In particular, the European Economic Area (“EEA”) and the United Kingdom (“UK”) have significantly restricted the transfer of personal data to the United States and other countries whose privacy laws it generally believes are inadequate. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws.

Although there are currently various mechanisms that may be used to transfer personal data from the EEA and UK to the United States in compliance with law, such as the EEA and UK’s standard contractual clauses, the UK’s International Data Transfer Agreement / Addendum, and the EU-U.S. Data Privacy Framework (which allows for transfers for relevant U.S.-based organizations who self-certify compliance and participate in the Framework), these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the United States.

If there is no lawful manner for us to transfer personal data from the EEA, the UK or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business or data processing activities to other jurisdictions (such as Europe) at significant expense, increased exposure to regulatory actions, substantial fines and penalties, the inability to transfer data and work with partners, vendors and other third parties, and injunctions against our processing or transferring of personal data necessary to operate our business. Additionally, companies that transfer personal data out of the EEA and UK to other jurisdictions, particularly to the United States, are subject to increased scrutiny from regulators, individual litigants, and activist groups.

General Risk Factors

We may not be able to continue, or may elect to discontinue, paying dividends which may adversely affect our stock price.

Current dividends may not be indicative of future dividends, and our ability to continue to pay or increase dividends to our stockholders is subject to our Board of Director's discretion and depends on: our ability to comply with covenants imposed by our financing agreements that limit our ability to pay dividends and make certain restricted payments; difficulties in raising additional capital; our ability to re-finance our long-term debt before it matures; principal repayments and other capital needs; our results of operations and general business conditions; legal restrictions on the payment of dividends and other factors that our Board of Directors deems relevant. In the future we may elect not to pay dividends, be unable to pay dividends or maintain or increase our current level of dividends, which may negatively affect our stock price.

Delaware law and our organizational documents may impede or discourage a merger, takeover or other business combination with us even if the business combination would have been in the short-term best interests of our stockholders.

We are a Delaware corporation and the anti-takeover provisions of Delaware law impose various impediments to the ability of a third party to acquire control of us, even if a change in control would be beneficial to our stockholders. In addition, our Board of Directors has the power, without stockholder approval, to designate the terms of one or more series of preferred stock and issue shares of preferred stock, which could be used defensively if a takeover is threatened. These features, as well as provisions in our certificate of incorporation and bylaws, such as those relating to advance notice of certain stockholder proposals and nominations, could impede a merger, takeover or other business combination involving us, or discourage a potential acquirer from making a tender offer for our common stock, even if the business combination would have been in the best interests of our current stockholders.

Item 1B Unresolved Staff Comments

None.

Item 1C Cybersecurity

Risk management and strategy

We have in place certain infrastructure, systems, policies, and procedures that are designed to proactively and reactively address circumstances that arise when unexpected events such as a cybersecurity incident occur. These include processes for assessing, identifying, managing, and reporting material risks from cybersecurity threats and incidents. Our information security management program generally follows processes outlined in frameworks such as the National Institute of Standards and Technology Cyber Security Framework and ISO 27001 international standard for Information Security. Due to the nature and location of the work that we perform, we are often required to obtain certifications required by our clients and regulators. We evaluate and evolve our security measures as appropriate. We consult with external parties, such as cybersecurity firms and risk management and governance experts, on risk management and strategy.

Identifying, assessing, and managing cybersecurity risk is integrated into our overall risk management program which includes cybersecurity and data privacy training and policies and procedures designed to (a) respond to new requirements in global privacy and cybersecurity laws and (b) prevent, detect, respond to, mitigate and recover from identified and significant cybersecurity threats.

We also have a vendor risk assessment process consisting of, depending on the nature and sensitivity of the supplier and data they process on our behalf, the distribution and review of supplier questionnaires designed to help us evaluate cybersecurity risks that we may encounter when working with third parties that have access to confidential and other sensitive company information. We routinely assess our high-risk suppliers' conformance to industry cybersecurity standards and evaluate them for additional information as circumstances change.

Refer to Item 1A. "Risk Factors" in this annual report on Form 10-K for additional information about cybersecurity-related risks.

Governance

The Board of Directors reviews the adequacy and effectiveness of the Company’s information security policies and practices and the internal controls regarding information security risks and is informed immediately of any material cybersecurity incident or threat. Additionally, our Board of Directors receives regular updates on important information security matters from our Chief Information Officer and our Head of our Risk Management Program.

Management oversight of information security matters, including managing and assessing risks from cybersecurity threats fall under the oversight of our Executive Management Team which includes representation of senior leadership from Operations, Legal and Risk Management, Finance and Administration. The Executive Management Team receives regular security updates from our Chief Information Officer. Our Executive Management team participates in cybersecurity incident response efforts by engaging with the incident response team and helping direct our response to and assessment of certain cybersecurity incidents and subsequent reporting and disclosure requirements.

We have designated our Chief Information Officer who reports to our Chief Executive Officer and Chairman of the Board to manage the assessment and response to material risks from cybersecurity threats. Our Chief Information Officer’s cybersecurity expertise includes over 18 years of experience in information security and technology.

Item 2. Properties

At fiscal 2025 year-end, we leased approximately 570 operating facilities in domestic and foreign locations. Our significant lease agreements expire at various dates through 2035. We believe that our current facilities are adequate for the operation of our business, and that suitable additional space in various local markets is available to accommodate any needs that may arise.

The following table summarizes our ten most significant leased properties by location based on annual rental expenses (listed alphabetically, except for our corporate headquarters):

Location	Description	Reportable Segment
Pasadena, CA	Corporate Headquarters	Corporate
Arlington, VA	Office Building	GSG
Boston, MA	Office Building	GSG / CIG
Irvine, CA	Office Building	GSG / CIG
London, United Kingdom	Office Building	GSG / CIG
Melbourne, Australia	Office Building	CIG
New York, NY	Office Building	GSG / CIG
Oakland, CA	Office Building	GSG
Portland, OR	Office Building	GSG / CIG
Sydney, Australia	Office Building	CIG

Item 3. Legal Proceedings

For a description of our material pending legal and regulatory proceedings and settlements, see Note 18, "Commitments and Contingencies" of the "Notes to Consolidated Financial Statements" included in Item 8.

Item 4. Mine Safety Disclosures

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") requires domestic mine operators to disclose violations and orders issued under the Mine Act by MSHA. We do not act as the owner of any mines, but we may act as a mining operator as defined under the Mine Act where we may be an independent contractor performing services or construction at such mine. Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Act and Item 104 of Regulation S-K is included in Exhibit 95.

PART II

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

Market Information

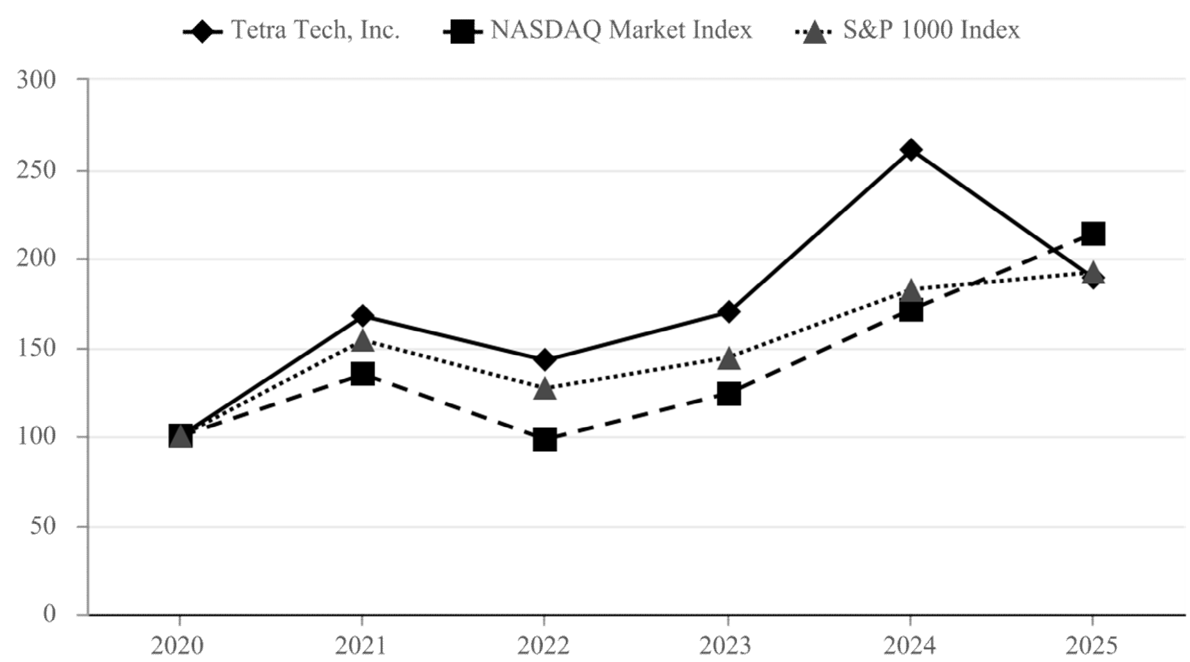
Our common stock is traded on the NASDAQ Global Select Market under the symbol TTEK. There were approximately 1,020 stockholders of record at September 28, 2025.

Stock-Based Compensation

For information regarding our stock-based compensation, see Note 12, "Stockholders' Equity and Stock Compensation Plans" of the "Notes to Consolidated Financial Statements" included in Item 8.

Performance Graph

The following graph shows a comparison of our cumulative total returns with those of the NASDAQ Market Index and the Standard & Poor's ("S&P") 1000 Index. At this time, we do not have a comparable peer group due to the combination of our differentiated high-end consulting services and our end-markets. Thus, we have selected the S&P 1000 Index. The graph assumes that the value of an investment in our common stock and in each such index was $100 on September 27, 2020, and that all dividends have been reinvested. Dividends declared and paid in fiscal 2025 totaled $0.246 per share. We declared and paid dividends in the first and second quarters totaling $0.116 per share ($0.058 each quarter) on our common stock and paid dividends in the third and fourth quarters totaling $0.130 per share ($0.065 each quarter) on our common stock. We declared and paid dividends totaling $0.220, $0.196, $0.172 and $0.148 per share in fiscal 2024, 2023, 2022 and 2021, respectively. The comparison in the graph below is based on historical data and is not intended to forecast the possible future performance of our common stock.



ASSUMES $100 INVESTED ON SEPTEMBER 27, 2020
ASSUMES DIVIDEND REINVESTED
FISCAL YEAR ENDED SEPTEMBER 28, 2025

	2020	2021	2022	2023	2024	2025
Tetra Tech, Inc.	$ 100.00	$ 167.36	$ 142.49	$ 169.64	$ 260.35	$ 188.31
NASDAQ Market Index	100.00	134.39	98.30	123.97	171.20	213.87
S&P 1000 Index	100.00	153.93	126.58	144.12	182.04	192.10

The performance graph above and related text are being furnished solely to accompany this annual report on Form 10-K pursuant to Item 201(e) of Regulation S-K, and are not being filed for purposes of Section 18 of the Exchange Act, and are not to be incorporated by reference into any of our filings with the SEC, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Stock Repurchase Program

On May 5, 2025, our Board of Directors authorized an additional $500 million stock repurchase program in addition to the previous $400 million stock repurchase program authorized on October 5, 2021. In fiscal 2025, we repurchased and settled 7,304,697 shares with an average price of $34.22 per share for a total cost of $250.0 million in the open market. In fiscal 2024 and 2023, we did not repurchase any shares of our common stock. At fiscal 2025 year-end, we had a remaining balance of $597.8 million under our stock repurchase program.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value that May Yet be Purchased Under the Plans or Programs (in thousands)
September 30, 2024 - October 27, 2024	—	$ —	—	$ 347,813
October 28, 2024 - November 24, 2024	80,973	40.75	80,973	344,513
November 25, 2024 - December 29, 2024	519,034	41.81	519,034	322,813
December 30, 2024 - January 26, 2025	153,591	41.02	153,591	316,513
January 27, 2025 - February 23, 2025	3,203,776	33.88	3,203,776	207,963
February 24, 2025 - March 30, 2025	1,208,341	29.08	1,208,341	172,828
March 31, 2025 - April 27, 2025	292,865	29.84	292,865	164,089
April 28, 2025 - May 25, 2025	262,477	33.30	262,477	655,349
May 26, 2025 - June 29, 2025	212,028	35.47	212,028	647,828
June 30, 2025 - July 27, 2025	203,819	37.09	203,819	640,269
July 28, 2025 - August 24, 2025	505,514	36.61	505,514	621,761
August 25, 2025 - September 28, 2025	662,279	36.14	662,279	597,828

Item 6. [Reserved]

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

The following analysis of our financial condition and results of operations should be read in conjunction with Part I of this report, as well as our consolidated financial statements and accompanying notes in Item 8. The following analysis contains forward-looking statements about our future results of operations and expectations. Our actual results and the timing of events could differ materially from those described herein. See Part 1, Item 1A, "Risk Factors" for a discussion of the risks, assumptions and uncertainties affecting these statements.

The discussion and analysis for fiscal 2024 compared to fiscal 2023 can be found under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended September 29, 2024.

OVERVIEW OF RESULTS AND BUSINESS TRENDS

General. Our revenue growth of 4.7% in fiscal 2025 was primarily due to increased activity in the U.S. state and local and U.S. federal government client sectors. The overall growth includes $80 million from our recent acquisitions, that did not have comparable revenue for fiscal 2024. Excluding the impact of these acquisitions, our revenue increased 3.2% compared to last fiscal year.

The table below presents our revenue by client sector (amounts in thousands):

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change $	Change %
Client sector				
U.S. federal government [1]	$ 1,718,831	$ 1,675,996	$ 42,835	2.6%
U.S. state and local government	789,968	613,185	176,783	28.8
U.S. commercial	899,298	909,642	(10,344)	(1.1)
International [2]	2,034,493	1,999,856	34,637	1.7
Total	**$ 5,442,590**	**$ 5,198,679**	**$ 243,911**	**4.7%**

(1) Includes revenue generated under U.S. federal government contracts performed outside the United States.
(2) Includes revenue generated from non-U.S. clients, primarily in Australia, Canada and the United Kingdom.

U.S. Federal Government

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change $	Change %
	($ in thousands)			
Revenue	$ 1,718,831	$ 1,675,996	$ 42,835	2.6%

Our U.S. federal government sector grew 2.6% in fiscal 2025 primarily due to increased disaster response work related to the Palisades and Eaton fires in Southern California, which occurred in early January 2025. The revenue growth also includes approximately $35 million of revenue from recent acquisitions that did not have comparable revenue in fiscal 2024.

On January 20, 2025, President Trump signed Executive Order 14169, titled "Reevaluating and Realigning United States Foreign Aid", which initiated a 90-day pause on all U.S. foreign development assistance programs to assess their alignment with U.S. foreign policy objectives with few exemptions. Following a six-week review, on February 27, 2025, U.S. Secretary of State Rubio announced the cancellation of 83% of USAID programs, totaling approximately 5,200 contracts. Subsequently, we were notified that virtually all of our contracts with USAID were terminated for convenience with immediate effect. In fiscal 2025, our U.S. federal government revenue included $576.4 million from USAID programs compared to $677.2 million last fiscal year. We currently expect no significant USAID revenue in fiscal 2026. However, we do expect our U.S. federal revenue to grow next fiscal year, excluding USAID and disaster response activities.

U.S. State and Local Government

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change $	Change %
	($ in thousands)			
Revenue	$ 789,968	$ 613,185	$ 176,783	28.8%

In fiscal 2025, our U.S. state and local government revenue grew 28.8% compared to fiscal 2024 partially due to increased disaster response activity related to Hurricanes Helene and Milton. Excluding the disaster response work, our U.S. state and local government revenue increased 13.3% in fiscal 2025 compared to last fiscal year. This growth was due to continued investment by our clients in water infrastructure, including digital water automation. Most of our work for the U.S. state and local governments relates to critical water and environmental programs, which we expect to continue to grow in fiscal 2026.

U.S. Commercial

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change	
			$	%
	($ in thousands)			
Revenue	$ 899,298	$ 909,642	$ (10,344)	(1.1)%

Our U.S. commercial revenue declined 1.1% in fiscal 2025 primarily due to lower activity related to renewable energy, partially offset by increased environmental services compared to fiscal 2024. We expect our U.S. commercial revenue, excluding renewable energy, to grow in fiscal 2026.

International

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change	
			$	%
	($ in thousands)			
Revenue	2,034,493	$ 1,999,856	$ 34,637	1.7%

For fiscal 2025, our international revenue increased 1.7% primarily due to growth on water planning and design activities in the United Kingdom, partially offset by lower infrastructure work in Australia. We expect the growth in our international work to continue in fiscal 2026.

RESULTS OF OPERATIONS

Fiscal 2025 Compared to Fiscal 2024

Consolidated Results of Operations

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change $	Change %
	($ in thousands, except per share data)			
Revenue	$ 5,442,590	$ 5,198,679	$ 243,911	4.7%
Subcontractor costs	(825,230)	(876,817)	51,587	5.9
Revenue, net of subcontractor costs [(1)]	4,617,360	4,321,862	295,498	6.8
Other costs of revenue	(3,656,016)	(3,455,422)	(200,594)	(5.8)
Gross profit	961,344	866,440	94,904	11.0
Selling, general and administrative expenses	(357,737)	(356,024)	(1,713)	(0.5)
Legal contingency costs	(115,000)	—	(115,000)	NM
Impairment of goodwill	(92,416)	—	(92,416)	NM
Acquisition and integration expenses	—	(7,138)	7,138	NM
Contingent consideration – fair value adjustments	12,228	(2,541)	14,769	581.2
Income from operations	408,419	500,737	(92,318)	(18.4)
Interest expense – net	(30,802)	(37,271)	6,469	17.4
Income before income tax expense	377,617	463,466	(85,849)	(18.5)
Income tax expense	(129,668)	(130,023)	355	0.3
Net income	247,949	333,443	(85,494)	(25.6)
Net income attributable to noncontrolling interests	(225)	(61)	(164)	(268.9)
Net income attributable to Tetra Tech	$ 247,724	$ 333,382	$ (85,658)	(25.7)
Diluted earnings per share	$ 0.93	$ 1.23	$ (0.30)	(24.4)%

(1) We believe that the presentation of "Revenue, net of subcontractor costs", which is a non-U.S. GAAP financial measure, enhances investors' ability to analyze our business trends and performance because it substantially measures the work performed by our employees. In the course of providing services, we routinely subcontract various services and, under certain international development programs, issue grants. Generally, these subcontractor costs and grants are passed through to our clients and, in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") and industry practice, are included in our revenue when it is our contractual responsibility to procure or manage these activities. Because subcontractor services can vary significantly from project to project and period to period, changes in revenue may not necessarily be indicative of our business trends. Accordingly, we segregate subcontractor costs from revenue to promote a better understanding of our business by evaluating revenue exclusive of costs associated with external service providers.
NM = not meaningful

Our revenue growth in fiscal 2025 reflects increases in both our GSG and CIG reportable segments. For fiscal 2025, our GSG segment's revenue and revenue, net of subcontractor costs, increased $190.6 million, or 7.7%, and $219.8 million, or 11.5%, respectively, compared to last year. Our CIG segment's revenue increased $57.9 million, or 2.1%, and revenue, net of subcontractor costs, increased $75.7 million, or 3.1% in fiscal 2025 compared fiscal 2024. The fiscal 2025 results for GSG and CIG segments are described below under "Government Services Group" and "Commercial/International Group", respectively.

The following table reconciles our reported results to non-U.S. GAAP adjusted results. For fiscal 2025, our adjusted results exclude a non-cash goodwill impairment charge of $92.4 million related to our GDS reporting unit, which resulted from the aforementioned cancellation of USAID programs in the second quarter of fiscal 2025. This charge is further described in Note 6, "Goodwill and Intangible Assets" of the “Notes to Consolidated Financial Statements”. Additionally, for fiscal 2025, our adjusted results exclude a non-recurring charge of $115.0 million related to legal contingencies as described in Note 18, "Commitments and Contingencies" of the “Notes to Consolidated Financial Statements”. Our adjusted results also exclude adjustments to contingent consideration liabilities in fiscal 2025. Our fiscal 2024 adjusted results exclude acquisition and integration costs and adjustments to contingent consideration liabilities. We determined that there is no tax benefit in fiscal 2025 for $31.3 million of the legal contingency charge and $58.3 million of the goodwill impairment charge. The effective tax rate applied to the remaining adjustments in fiscal 2025 to arrive at the adjusted earnings per share ("EPS") was 24.6%. The effective tax rate applied to the adjustments to EPS to arrive at adjusted EPS in fiscal 2024 was 17%, which reflects certain integration costs/losses that were not tax deductible. We applied the relevant marginal statutory tax rate based on the nature of the adjustment and the tax jurisdiction in which it occurred. Both EPS and adjusted EPS were calculated using the diluted weighted-average common shares outstanding for the respective periods as reflected in our Consolidated Statements of Income.

	Fiscal Year Ended			
	September 28, 2025	**September 29, 2024**	**Change $**	**Change %**
	($ in thousands, except per share data)			
Income from operations	$ 408,419	$ 500,737	$ (92,318)	(18.4)%
Legal contingency costs	115,000	—	115,000	NM
Impairment of goodwill	92,416	—	92,416	NM
Acquisition and integration expenses	—	7,138	(7,138)	NM
Earn-out adjustments	(12,228)	2,541	(14,769)	(581.2)
Adjusted income from operations [1]	**$ 603,607**	**$ 510,416**	**$ 93,191**	**18.3%**
EPS	$ 0.93	$ 1.23	$ (0.30)	(24.4)%
Legal contingency costs	0.35	—	0.35	NM
Impairment of goodwill	0.31	—	0.31	NM
Acquisition and integration expenses	—	0.02	(0.02)	NM
Earn-out adjustments	(0.03)	0.01	(0.04)	(400.0)
Adjusted EPS [1]	**$ 1.56**	**$ 1.26**	**$ 0.30**	**23.8%**

NM = not meaningful
[1] Non-U.S. GAAP financial measure

Excluding the non-recurring charges and the earn-out gains, our operating income increased $93.2 million, or 18.3% in fiscal 2025 compared to last year. The increase reflects improved results in both of our reportable segments, which are described below under "Government Services Group" and "Commercial/International Services Group", respectively.

	Fiscal Year Ended			
	September 28, 2025	**September 29, 2024**	**Change $**	**Change %**
	($ in thousands)			
Interest expense – net	$ 30,802	$ 37,271	$ (6,469)	(17.4)%

Net interest expense decreased in fiscal 2025 primarily due to lower average interest rates and higher interest income compared to fiscal 2024.

	Fiscal Year Ended			
	September 28, 2025	**September 29, 2024**	**Change $**	**Change %**
	($ in thousands)			
Income tax expense	$ 129,668	$ 130,023	$ (355)	(0.3)%

The effective tax rates for fiscal 2025 and 2024 were 34.3% and 28.1%, respectively. Income tax expense was reduced by $1.6 million and $4.5 million of excess tax benefits on share-based payments in fiscal 2025 and 2024, respectively. In addition, in fiscal 2025, we recognized a $92.4 million goodwill impairment as described in Note 6, “Goodwill and Intangible Assets” of the “Notes to Consolidated Financial Statements”. We determined that $58.3 million of goodwill impairment is not deductible for income tax purposes. We also recognized a $115.0 million non-recurring charge related to legal contingencies as described in Note 18, "Commitments and Contingencies" of the “Notes to Consolidated Financial Statements”. We determined that $31.3 million of this charge is not tax deductible. Furthermore, income tax expense in fiscal 2024 included $4.2 million of expense for the settlement of various tax positions that were under audit for fiscal years 2011 through 2021. Excluding the impact of the excess tax benefits on share-based payments, the goodwill impairment and the legal contingency charge in fiscal 2025 and the settlement amounts in fiscal 2024, our effective tax rates in fiscal 2025 and 2024 were 27.4% and 28.1%, respectively.

In December 2021, the OECD released Pillar Two Model Rules (also referred to as the global minimum tax or Global Anti-Base Erosion "GloBE" rules), which were designed to ensure large multinational enterprises pay a minimum 15% level of tax on the income arising in each jurisdiction in which they operate. Several jurisdictions in which we operate have enacted these rules, which are effective from the first quarter of fiscal 2025. We are continually monitoring developments and evaluating the potential impacts. We did not have a material tax charge as a result of implementation of these rules in fiscal 2025.

On June 28, 2025, the G7 released a statement confirming that agreement has been reached concerning the operation of a side-by-side solution to the application of Pillar Two to US parented groups. The statement notes that this side-by-side system will fully exclude US parented groups from the under taxed profits rule (UTPR) and the income inclusion rule (IIR) in respect of both their domestic and foreign profits.

On July 4, 2025, the U.S. government enacted a comprehensive tax and spending bill which includes, among other provisions, changes to the U.S. corporate income tax system including the allowance of immediate expensing of qualifying research and development expenses, restoring 100% bonus depreciation, and permanent extensions of certain provisions within the Tax Cuts and Jobs Act. Certain provisions that apply to Tetra Tech are effective beginning in fiscal 2025 and through fiscal 2027. We did not have any material change to our total income tax expense; however, $0.4 million in tax expense is deferred rather than current in fiscal 2025 due to the accelerated current deductions as a result of these tax law changes.

Segment Results of Operations

Government Services Group ("GSG")

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change $	Change %
	($ in thousands)			
Revenue	$ 2,673,909	$ 2,483,355	$ 190,554	7.7%
Subcontractor costs	(544,127)	(573,377)	29,250	5.1
Revenue, net of subcontractor costs	**$ 2,129,782**	**$ 1,909,978**	**$ 219,804**	**11.5%**
Income from operations	**$ 340,551**	**$ 281,026**	**$ 59,525**	**21.2%**

The revenue growth in fiscal 2025 of 7.7% compared to last fiscal year primarily reflects increases in the previously described U.S. government activities related to disaster response. This increase was partially offset by a revenue decline of approximately $100 million related to the aforementioned cancellation of contracts with USAID.

Operating income increased in fiscal 2025 primarily due to the aforementioned revenue growth. Our operating margin, based on revenue, net of subcontractor costs, for fiscal 2025 was 16.0% compared to 14.7% in fiscal 2024. The improved operating margin reflects improved project execution including higher labor utilization.

Commercial/International Services Group ("CIG")

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change $	Change %
	($ in thousands)			
Revenue	$ 2,844,647	$ 2,786,731	$ 57,916	2.1%
Subcontractor costs	(357,069)	(374,847)	17,778	4.7
Revenue, net of subcontractor costs	**$ 2,487,578**	**$ 2,411,884**	**$ 75,694**	**3.1%**
Income from operations	**$ 356,865**	**$ 328,510**	**$ 28,355**	**8.6%**

The revenue growth in fiscal 2025 of 2.1% compared to fiscal 2024, includes a 12.3% increase in our operations in the United Kingdom reflecting higher demand for our water planning and design services. The growth in the United Kingdom was partially offset by lower infrastructure activities in Australia.

Our operating income increased due to the aforementioned revenue growth. Additionally, our operating income in fiscal 2024 was reduced by $3.6 million of integration costs related to RPS. Excluding the integration costs last year, our operating margin, based on revenue, net of subcontractor costs, improved approximately 50 basis points to 14.3% in fiscal 2025 compared to 13.8% in fiscal 2024. The improved operating margin was primarily due to our continued focus on high-end consulting services and improved project execution.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Capital Requirements. At September 28, 2025, we had $167.5 million of cash and cash equivalents and access to an additional $999.3 million of borrowing available under our credit facility. We generated $457.7 million of cash from operations in fiscal 2025. Our primary sources of liquidity are cash flows from operations and borrowings under our credit facilities. Our primary uses of cash are to fund working capital, cash dividends, share repurchases, capital expenditures and repayment of debt, as well as to fund acquisitions and earn-out obligations from prior acquisitions. We believe that our existing cash and cash equivalents, operating cash flows and borrowing capacity under our credit agreement as described below, will be sufficient to meet our capital requirements for at least the next 12 months.

On May 5, 2025, our Board of Directors authorized an additional $500 million stock repurchase program in addition to the previous $400 million stock repurchase program authorized on October 5, 2021. In fiscal 2025, we repurchased and settled 7,304,697 shares with an average price of $34.22 per share for a total cost of $250.0 million in the open market. In fiscal 2024 and 2023, we did not repurchase any shares of our common stock. At fiscal 2025 year-end, we had a remaining balance of $597.8 million under our stock repurchase program. We declared and paid common stock dividends totaling $65.0 million, or $0.246 per share, in fiscal 2025 compared to $58.8 million, or $0.220 per share, in fiscal 2024.

Subsequent Events. On November 10, 2025, our Board of Directors declared a quarterly cash dividend of $0.065 per share payable on December 12, 2025 to stockholders of record as of the close of business on December 1, 2025.

Cash and Cash Equivalents. The following tables summarize information regarding our cash and cash equivalents (amounts in thousands):

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change $	Change %
Cash and cash equivalents	$ 167,459	$ 232,689	$ (65,230)	(28.0)%

	Fiscal Year Ended			
	September 28, 2025	September 29, 2024	Change $	Change %
Net cash provided by (used in):				
Operating activities	$ 457,685	$ 358,708	$ 98,977	27.6%
Investing activities	(106,754)	(111,043)	4,289	3.9
Financing activities	(410,244)	(191,380)	(218,864)	(114.4)
Effect of exchange rate changes	(5,004)	7,573	(12,577)	(166.1)
Net increase (decrease) in cash and cash equivalents	**$ (64,317)**	**$ 63,858**	**$ (128,175)**	**(200.7)%**

Operating Activities. The 27.6% increase in cash from operating activities in fiscal 2025 compared to last year was primarily due to higher operating earnings, timely cash collections for work on the aforementioned disaster response in fiscal 2025 and cash collections on terminated USAID programs. The overall increase was partially offset by payments of $97 million for the aforementioned legal contingency in fiscal 2025.

Investing Activities. Our cash used in investing activities for fiscal 2025 includes net payments of $97.3 million for the CAW and SAGE acquisitions, compared to $93.7 million for the LST and CCE acquisitions completed in fiscal 2024.

Financing Activities. In fiscal 2025, our cash used in financing activities reflects the share repurchases of $250 million as our share repurchase program was reactivated this fiscal year. These share repurchases were funded by our cash generated from operating activities. We did not repurchase any shares in fiscal 2024. The overall increase in cash used in financing activities was partially offset by a $31 million decrease in payments for contingent consideration in fiscal 2025 compared to fiscal 2024.

Debt Financing. On February 18, 2022, we entered into Amendment No. 2 to the Second Amended and Restated Credit Agreement ("Second Amended Credit Agreement") with a total borrowing capacity of $1.05 billion that was scheduled to mature in February 2027. The Second Amended Credit Agreement consisted of a $750 million senior secured, five-year facility that provided for a $250 million term loan facility ("Second Term Loan Facility") and a $500 million revolving credit facility ("Second Revolving Credit Facility"). On October 26, 2022, we entered into a Third Amended and Restated Credit

Agreement (“Third Amended Credit Agreement”) that provided for an additional $500 million senior secured term loan facility ("Third Term Loan Facility") increasing our total borrowing capacity to $1.55 billion. On January 23, 2023, we drew the entire amount of the $500 million term loan facility which was scheduled to mature in January 2026. On May 5, 2025 we repaid all facilities in full as detailed below.

On August 22, 2023, we issued $575.0 million in Convertible Notes that bear interest at 2.25% per annum payable semiannually in arrears on February 15 and August 15 of each year, beginning on February 15, 2024 with a maturity date of August 15, 2028. The net proceeds from the Convertible Notes were $560.5 million, $51.8 million of which were used to purchase related capped call transactions on the issue date. The remaining proceeds were used to prepay and terminate the $234.4 million outstanding under the Second Term Loan Facility, to prepay $89.4 million outstanding under the Third Term Loan Facility and to pay down borrowings of $185.0 million under the Second Revolving Credit Facility. See Note 9, "Long-Term Debt" of the "Notes to Consolidated Financial Statements" for further discussion.

On May 5, 2025, we entered into a Fourth Amended and Restated Credit Agreement (“Amended Credit Agreement”) with a total borrowing capacity of $1.5 billion that will mature in May 2030. The Amended Credit Agreement is a $1.1 billion senior secured, five-year facility that provides for a $250 million 3-year term loan facility (the “3Y Term Loan Facility”), a $250 million 5-year term loan facility (“the 5Y Term Loan Facility”), and a $600 million revolving credit facility (the “Amended Revolving Credit Facility”). In addition, the Amended Credit Agreement includes a $400 million accordion feature that allows us to increase the Amended Credit Agreement to $1.5 billion subject to lender approval. The 5Y Term Loan Facility is subject to quarterly amortization of principal, based upon the annual percentages of the original stated amount thereof (Year 1: 0.0%, Year 2: 0.0%, Year 3: 5.0%, Year 4: 10.0%, Year 5: 10.0%), with the first payment being due at the end of the first full fiscal quarter following the second anniversary of the Amendment Effective Date. The Amended Credit Agreement provides for, among other things, (i) refinance indebtedness under our Third Amended Credit Agreement; (ii) finance open market repurchases of common stock, acquisitions, and cash dividends and distributions; and (iii) utilize the proceeds for working capital, capital expenditures and other general corporate purposes. The Amended Credit Agreement provides for a reduction in the pricing levels of the Consolidated Leverage Ratio and the removal of the Secured Overnight Financing Rate ("SOFR") credit spread adjustment. The Amended Revolving Credit Facility includes a $100 million sublimit for the issuance of standby letters of credit, a $20 million sublimit for swingline loans, and a $400 million sublimit for multi-currency borrowings and letters of credit.

The entire 3Y Term Loan Facility and 5Y Term Loan Facility were drawn on May 5, 2025. The proceeds from these term loans were used to pay down our Third Term Loan Facility and the Second Revolving Credit Facility in full on May 5, 2025. On September 26, 2025, the 3Y Term Loan Facility was repaid in full. We may borrow on the Amended Revolving Credit Facility, at our option, at either (a) a benchmark rate plus a margin that ranges from 1.000% to 1.750% per annum, or (b) a base rate for loans in U.S. dollars (the highest of the U.S. federal funds rate plus 0.50% per annum, the bank’s prime rate or the SOFR rate plus 1.00%, plus a margin that ranges from 0% to 0.75% per annum). In each case, the applicable margin is based on our Consolidated Leverage Ratio, calculated quarterly. The 5Y Term Loan Facility is subject to the same interest rate provisions. The Amended Credit Agreement expires on May 5, 2030, or earlier at our discretion upon payment in full of loans and other obligations.

At fiscal 2025 year-end, we had $200 million in outstanding borrowings under the Amended Credit Agreement, which consisted of $200 million under the 5Y Term Loan Facility and no borrowings under the Amended Revolving Credit Facility. The weighted-average interest rate of the outstanding borrowings under the credit facilities during fiscal 2025 was 5.63%. In addition, we had $0.7 million in standby letters of credit under the Amended Credit Agreement. At September 28, 2025, we had $599.3 million of available credit under the Amended Revolving Credit Facility, all of which could be borrowed without a violation of our debt covenants. Commitment fees related to our revolving credit facilities were $0.8 million, $0.8 million, and $0.6 million for fiscal year 2025, 2024 and 2023, respectively.

The Amended Credit Agreement contains certain affirmative and restrictive covenants, and customary events of default. The financial covenants provide for a maximum Consolidated Leverage Ratio of 3.50 to 1.00 (total funded debt/EBITDA, as defined in the Amended Credit Agreement) and a minimum Consolidated Interest Coverage Ratio of 3.00 to 1.00 (EBITDA/Consolidated Interest Charges, as defined in the Amended Credit Agreement). Our obligations under the Amended Credit Agreement are guaranteed by certain of our domestic subsidiaries and are secured by first priority liens on (i) the equity interests of certain of our subsidiaries, including those subsidiaries that are guarantors or borrowers under the Amended Credit Agreement, and (ii) the accounts receivable, general intangibles and intercompany loans, and those of our subsidiaries that are guarantors or borrowers. At September 28, 2025, we were in compliance with these covenants with a consolidated leverage ratio of 1.13x and a consolidated interest coverage ratio of 17.31x.

In addition to the Amended Credit Agreement, we maintain other credit facilities, which may be used for short-term cash advances and bank guarantees. At September 28, 2025, there were no outstanding borrowings under these facilities, and the aggregate amount of standby letters of credit outstanding was $53.8 million. At September 28, 2025, we had no bank overdrafts related to our disbursement bank accounts.

Inflation. We believe our operations have not been, and, in the foreseeable future, are not expected to be, materially adversely affected by inflation or changing prices due to the average duration of our projects and our ability to negotiate prices as contracts end and new contracts begin.

Dividends. Our Board of Directors has authorized the following dividends:

	Dividend Per Share		Record Date	Total Maximum Payment (in thousands)		Payment Date
November 11, 2024	$	0.058	November 27, 2024	$	15,549	December 13, 2024
January 27, 2025	$	0.058	February 12, 2025	$	15,351	February 26, 2025
May 5, 2025	$	0.065	May 23, 2025	$	17,092	June 5, 2025
July 28, 2025	$	0.065	August 15, 2025	$	17,047	August 29, 2025
November 10, 2025	$	0.065	December 1, 2025		N/A	December 12, 2025

Income Taxes

We evaluate the realizability of our deferred tax assets by assessing the valuation allowance and adjust the allowance, if necessary. The factors used to assess the likelihood of realization are our forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets. The ability or failure to achieve the forecasted taxable income in the applicable taxing jurisdictions could affect the ultimate realization of deferred tax assets. Based on future operating results in certain jurisdictions, it is unlikely that the current valuation allowance positions of those jurisdictions could be adjusted in the next 12 months.

At the end of fiscal 2025 and 2024, the liability for income taxes associated with uncertain tax positions was $52.8 million and $50.1 million, respectively.

It is reasonably possible that the amount of the unrecognized benefit with respect to certain of our unrecognized tax positions may significantly decrease within the next 12 months. These liabilities represent our current estimates of the additional tax liabilities that we may be assessed when the related audits are concluded. If these audits are resolved in a manner more unfavorable than our current expectations, our additional tax liabilities could be materially higher than the amounts currently recorded resulting in additional tax expense.

Off-Balance Sheet Arrangements

In the ordinary course of business, we may use off-balance sheet arrangements if we believe that such arrangements would be an efficient way to lower our cost of capital or help us manage the overall risks of our business operations. We do not believe that such arrangements have had a material adverse effect on our financial position or our results of operations.

The following is a summary of our off-balance sheet arrangements:

- Letters of credit and bank guarantees are used primarily to support project performance and insurance programs. We are required to reimburse the issuers of letters of credit and bank guarantees for any payments they make under the outstanding letters of credit or bank guarantees. Our Amended Credit Agreement and additional letter of credit facilities cover the issuance of our standby letters of credit and bank guarantees and are critical for our normal operations. If we default on the Amended Credit Agreement or additional credit facilities, our inability to issue or renew standby letters of credit and bank guarantees would impair our ability to maintain normal operations. At fiscal 2025 year-end, we had $0.7 million in standby letters of credit outstanding under our Amended Credit Agreement and $53.8 million in standby letters of credit outstanding under our additional letter of credit facilities.

- From time to time, we provide guarantees and indemnifications related to our services. If our services under a guaranteed or indemnified project are later determined to have resulted in a material defect or other material deficiency, then we may be responsible for monetary damages or other legal remedies. When sufficient information about claims on guaranteed or indemnified projects is available and monetary damages or other costs or losses are determined to be probable, we recognize such guaranteed losses.

- In the ordinary course of business, we enter into various agreements as part of certain unconsolidated subsidiaries, joint ventures and other jointly executed contracts where we are jointly and severally liable. We enter into these agreements primarily to support the project execution commitments of these entities. The potential payment amount of an outstanding performance guarantee is typically the remaining cost of work to be performed by or on behalf of third parties under engineering and construction contracts. However, we are not able to estimate other amounts that may be required to be paid in excess of estimated costs to complete contracts and, accordingly, the total potential payment amount under our outstanding performance guarantees cannot be estimated. For cost-plus contracts, amounts that may become payable pursuant to guarantee provisions are normally recoverable from the client for work performed under the contract. For lump sum or fixed-price contracts, this amount is the cost to complete the contracted work less amounts remaining to be billed to the client under the contract. Remaining billable amounts could be greater or less than the cost to complete. In those cases where costs exceed the remaining amounts payable under the contract, we may have recourse to third parties, such as owners, co-venturers, subcontractors or vendors, for claims.

- In the ordinary course of business, our clients may request that we obtain surety bonds in connection with contract performance obligations that are not required to be recorded in our consolidated balance sheets. We are obligated to reimburse the issuer of our surety bonds for any payments made thereunder. Each of our commitments under performance bonds generally ends concurrently with the expiration of our related contractual obligation.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of our financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions in the application of certain accounting policies that affect amounts reported in our consolidated financial statements and accompanying footnotes included in Item 8 of this report. In order to understand better the changes that may occur to our financial condition, results of operations and cash flows, readers should be aware of the critical accounting policies we apply and estimates we use in preparing our consolidated financial statements. Although such estimates and assumptions are based on management's best knowledge of current events and actions we may undertake in the future, actual results could differ materially from those estimates.

Our significant accounting policies are described in the "Notes to Consolidated Financial Statements" included in Item 8. Highlighted below are the accounting policies that management considers most critical to investors' understanding of our financial results and condition, and that require complex judgments by management.

Revenue Recognition and Contract Costs

To determine the proper revenue recognition method for contracts under Accounting Standards Codification Topic 606, "Revenue from Contracts with Customers", we evaluate whether multiple contracts should be combined and accounted for as a single contract and whether the combined or single contract should be accounted for as having more than one performance obligation. The decision to combine a group of contracts or separate a combined or single contract into multiple performance obligations may impact the amount of revenue recorded in a given period. Contracts are considered to have a single performance obligation if the promises are not separately identifiable from other promises in the contracts.

At contract inception, we assess the goods or services promised in a contract and identify, as a separate performance obligation, each distinct promise to transfer goods or services to the customer. The identified performance obligations represent the “units of account” for purposes of determining revenue recognition. In order to properly identify separate performance obligations, we apply judgment in determining whether each good or service provided is: (a) capable of being distinct, whereby the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer, and (b) distinct within the context of the contract, whereby the transfer of the good or service to the customer is separately identifiable from other promises in the contract.

Contracts are often modified to account for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new or changes the existing enforceable rights and obligations. Most of our contract modifications are for goods or services that are not distinct from existing contracts due to the significant integration provided or significant interdependencies in the context of the contract and are accounted for as if they were part of the original contract. The effect of a contract modification on the transaction price and our measure of progress for the performance obligation to which it relates, is recognized as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

We account for contract modifications as a separate contract when the modification results in the promise to deliver additional goods or services that are distinct and the increase in price of the contract is for the same amount as the stand-alone selling price of the additional goods or services included in the modification.

The transaction price represents the amount of consideration to which we expect to be entitled in exchange for transferring promised goods or services to our customers. The consideration promised within a contract may include fixed amounts, variable amounts or both. The nature of our contracts gives rise to several types of variable consideration, including claims, award fee incentives, fiscal funding clauses and liquidated damages. We recognize revenue for variable consideration when it is probable that a significant reversal in the amount of cumulative revenue recognized for the contract will not occur. We estimate the amount of revenue to be recognized on variable consideration using either the expected value or the most likely amount method, whichever is expected to better predict the amount of consideration to be received. Project mobilization costs are generally charged to project costs as incurred when they are an integrated part of the performance obligation being transferred to the client.

For contracts with multiple performance obligations, we allocate the transaction price to each performance obligation using a best estimate of the standalone selling price of each distinct good or service in the contract. The standalone selling price is typically determined using the estimated cost of the contract plus a margin approach. For contracts containing variable consideration, we allocate the variability to a specific performance obligation within the contract if such variability relates specifically to our efforts to satisfy the performance obligation or transfer the distinct good or service, and the allocation depicts the amount of consideration to which we expect to be entitled.

We recognize revenue over time as the related performance obligation is satisfied by transferring control of a promised good or service to our customers. Progress toward complete satisfaction of the performance obligation is primarily measured using a cost-to-cost measure of progress method. The cost input is based primarily on contract cost incurred to date compared to total estimated contract cost. This measure includes forecasts based on the best information available and reflects our judgment to faithfully depict the value of the services transferred to the customer. For certain on-call engineering or consulting and similar contracts, we recognize revenue in the amount which we have the right to invoice the customer if that amount corresponds directly with the value of our performance completed to date.

Due to uncertainties inherent in the estimation process, it is possible that estimates of costs to complete a performance obligation will be revised in the near-term. For those performance obligations for which revenue is recognized using a cost-to-cost measure of progress method, changes in total estimated costs, and related progress towards complete satisfaction of the performance obligation, are recognized on a cumulative catch-up basis in the period in which the revisions to the estimates are made. When the current estimate of total costs indicates a loss, a provision for the entire estimated loss on the contract is made in the period in which the loss becomes evident.

Contract Types

Our services are performed under three principal types of contracts: fixed-price, time-and-materials and cost-plus. Customer payments on contracts are typically due within 30 to 45 days of billing, depending on the contract.

Fixed-Price. Under fixed-price contracts, clients pay us an agreed fixed-amount negotiated in advance for a specified scope of work.

Time-and-Materials. Under time-and-materials contracts, we negotiate hourly billing rates and charge our clients based on the actual time that we spend on a project. In addition, clients reimburse us for our actual out-of-pocket costs for materials and other direct incidental expenditures that we incur in connection with our performance under the contract. Most of our time-and-material contracts are subject to maximum contract values, and also may include annual billing rate adjustment provisions.

Cost-Plus. Under cost-plus contracts, we are reimbursed for allowed or otherwise defined costs incurred plus a negotiated fee. The contracts may also include incentives for various performance criteria, including quality, timeliness, ingenuity, safety and cost-effectiveness. In addition, our costs are generally subject to review by our clients and regulatory audit agencies, and such reviews could result in costs being disputed as non-reimbursable under the terms of the contract.

Goodwill and Intangibles

The cost of an acquired company is assigned to the tangible and intangible assets purchased and the liabilities assumed on the basis of their fair values at the date of acquisition. The determination of fair values of assets and liabilities acquired requires us to make estimates and use valuation techniques when a market value is not readily available. Any excess of purchase price over the fair value of net tangible and intangible assets acquired is allocated to goodwill. Goodwill typically represents the value paid for the assembled workforce and enhancement of our service offerings.

Identifiable intangible assets primarily include backlog, client relations and trade names. The costs of these intangible assets are amortized over their contractual or economic lives, which range from one to 12 years. We assess the recoverability of the unamortized balance of our intangible assets when indicators of impairment are present based on expected future profitability and undiscounted expected cash flows and their contribution to our overall operations. Should the review indicate that the carrying value is not fully recoverable, the excess of the carrying value over the fair value of the intangible assets would be recognized as an impairment loss.

Estimated fair value measurements for intangible assets are made using Level 3 inputs including discounted cash flow techniques. Fair value is estimated using a multi-period excess earnings method for backlog and client relations and a relief from royalty method for trade names. The significant assumptions used in estimating fair value of backlog and client relations include (i) the estimated life the asset will contribute to cash flows, such as remaining contractual terms, (ii) revenue growth rates and EBITDA margins, (iii) attrition rate of customers, and (iv) the estimated discount rates that reflect the level of risk associated with receiving future cash flows. The significant assumptions used in estimating fair value of trade names include the royalty rates and discount rates.

We perform our annual goodwill impairment review at the beginning of our fiscal fourth quarter. In addition, we regularly evaluate whether events and circumstances have occurred that may indicate a potential change in recoverability of goodwill. We perform interim goodwill impairment reviews between our annual reviews if certain events and circumstances have occurred, including a deterioration in general economic conditions, an increased competitive environment, a change in management, key personnel, strategy or customers, negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods (see Note 6, "Goodwill and Intangible Assets" of the "Notes to Consolidated Financial Statements" in Item 8 for further discussion).

We believe the methodology that we use to review impairment of goodwill, which includes a significant amount of judgment and estimates, provides us with a reasonable basis to determine whether impairment has occurred. However, many of the factors employed in determining whether our goodwill is impaired are outside of our control, and it is reasonably likely that assumptions and estimates will change in future periods. These changes could result in future impairments.

The goodwill impairment review involves the determination of the fair value of our reporting units, which for us are the components one level below our reportable segments. This process requires us to make significant judgments and estimates, including assumptions about our strategic plans with regard to our operations as well as the interpretation of current economic indicators and market valuations. Furthermore, the development of the present value of future cash flow projections includes assumptions and estimates derived from a review of our expected revenue growth rates, operating profit margins, business plans, discount rates and terminal growth rates. We also make certain assumptions about future market conditions, market prices, interest rates and changes in business strategies. Changes in assumptions or estimates could materially affect the determination of the fair value of a reporting unit. This could eliminate the excess of fair value over carrying value of a reporting unit entirely and, in some cases, result in impairment. Such changes in assumptions could be caused by a loss of one or more significant contracts, reductions in government or commercial client spending or a decline in the demand for our services due to changing economic conditions. In the event that we determine that our goodwill is impaired, we would be required to record a non-cash charge that could result in a material adverse effect on our results of operations or financial position.

We use two methods to determine the fair value of our reporting units: (i) the Income Approach and (ii) the Market Approach. While each of these approaches is initially considered in the valuation of the business enterprises, the nature and characteristics of the reporting units indicate which approach is most applicable. The Income Approach utilizes the discounted cash flow method, which focuses on the expected cash flow of the reporting unit. In applying this approach, the cash flow available for distribution is calculated for a finite period of years. Cash flow available for distribution is defined, for purposes of this analysis, as the amount of cash that could be distributed as a dividend without impairing the future profitability or operations of the reporting unit. The cash flow available for distribution and the terminal value (the value of the reporting unit at the end of the estimation period) are then discounted to present value to derive an indication of the value of the business enterprise. The Market Approach is comprised of the guideline company method and the similar transactions method. The guideline company method focuses on comparing the reporting unit to select reasonably similar (or "guideline") publicly traded companies. Under this method, valuation multiples are (i) derived from the operating data of selected guideline companies; (ii) evaluated and adjusted based on the strengths and weaknesses of the reporting units relative to the selected guideline companies; and (iii) applied to the operating data of the reporting unit to arrive at an indication of value. In the similar transactions method, consideration is given to prices paid in recent transactions that have occurred in the reporting unit's industry or in related industries. For our annual impairment analysis, we weighted the Income Approach and the Market Approach at 70% and 30%, respectively. The Income Approach was given a higher weight because it has the most direct correlation to the specific economics of the reporting unit, as compared to the Market Approach, which is based on multiples of broad-based (i.e., less comparable) companies. Our last review at June 30, 2025 (i.e., the first day of our fourth quarter in fiscal 2025), indicated that we had no impairment of goodwill, and all of our reporting units had estimated fair values that were in excess of their carrying values, including goodwill. We had no reporting units that had estimated fair values that exceeded their carrying values by less than 38%, except for our Global Development Services reporting unit which was impaired in the second quarter of fiscal 2025.

Contingent Consideration

Certain of our acquisition agreements include contingent earn-out arrangements, which are generally based on the achievement of future operating income thresholds. The contingent earn-out arrangements are based upon our valuations of the acquired companies and reduce the risk of overpaying for acquisitions if the projected financial results are not achieved.

The fair values of these earn-out arrangements are included as part of the purchase price of the acquired companies on their respective acquisition dates. For each transaction, we estimate the fair value of contingent earn-out payments as part of the initial purchase price and record the estimated fair value of contingent consideration as a liability in "Estimated contingent earn-out liabilities" and "Long-term estimated contingent earn-out liabilities" on the consolidated balance sheets. We consider several factors when determining that contingent earn-out liabilities are part of the purchase price, including the following: (1) the valuation of our acquisitions is not supported solely by the initial consideration paid, and the contingent earn-out formula is a critical and material component of the valuation approach to determining the purchase price; and (2) the former shareholders of acquired companies that remain as key employees receive compensation other than contingent earn-out payments at a reasonable level compared with the compensation of our other key employees. The contingent earn-out payments are not affected by employment termination.

We measure our contingent earn-out liabilities at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy (See Note 2, "Basis of Presentation – Fair Value of Financial Instruments" of the "Notes to Consolidated Financial Statements" included in Item 8). We use a probability weighted discounted income approach as a valuation technique to convert future estimated cash flows to a single present value amount. The significant unobservable inputs used in the fair value measurements are operating income projections over the earn-out period (generally two or three years), and the probability outcome percentages we assign to each scenario. Significant increases or decreases to either of these inputs in isolation would result in a significantly higher or lower liability with a higher liability capped by the contractual maximum of the contingent earn-out obligation. Ultimately, the liability will be equivalent to the amount paid, and the difference between the fair value estimate and amount paid will be recorded in earnings. The amount paid that is less than or equal to the liability on the acquisition date is reflected as cash used in financing activities in our consolidated statements of cash flows. Any amount paid in excess of the liability on the acquisition date is reflected as cash used in operating activities in our consolidated statements of cash flows.

We review and re-assess the estimated fair value of contingent consideration on a quarterly basis, and the updated fair value could differ materially from the initial estimates. Changes in the estimated fair value of our contingent earn-out liabilities related to the time component of the present value calculation are reported in interest expense. Adjustments to the estimated fair value related to changes in all other unobservable inputs are reported in operating income.

RECENT ACCOUNTING PRONOUNCEMENTS

For a discussion of recent accounting standards and the effect they could have on the consolidated financial statements, see Note 2, "Basis of Presentation" of the "Notes to Consolidated Financial Statements" included in Item 8.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We do not enter into derivative financial instruments for trading or speculation purposes. In the normal course of business, we have exposure to both interest rate risk and foreign currency transaction and translation risk, primarily related to the Canadian and Australian dollars, the Euro, and the British Pound.

We are exposed to interest rate risk under our Amended Credit Agreement. We can borrow, at our option, under the 5Y Term Loan Facility and Amended Revolving Credit Facility. We may borrow on the Amended Revolving Credit Facility, at our option, at either (a) a benchmark rate plus a margin that ranges from 1.000% to 1.750% per annum, or (b) a base rate for loans in U.S. dollars (the highest of the U.S. federal funds rate plus 0.50% per annum, the bank's prime rate or the SOFR rate plus 1.00%, plus a margin that ranges from 0% to 0.75% per annum). In each case, the applicable margin is based on our Consolidated Leverage Ratio, calculated quarterly. The 5Y Term Loan Facility is subject to the same interest rate provisions. The Amended Credit Agreement expires on May 5, 2030, or earlier at our discretion upon payment in full of loans and other obligations. At September 28, 2025, we had $200 million in outstanding borrowings under the Amended Credit Agreement, which consisted of $200 million under the 5Y Term Loan Facility and no borrowings under the Amended Revolving Credit Facility. The year-to-date weighted-average interest rate of the outstanding borrowings under the Amended Credit Agreement during fiscal 2025 was 5.63%.

The majority of our transactions are in U.S. dollars; however, some of our subsidiaries conduct business in foreign currencies, primarily the Canadian and Australian dollars, the Euro, and British Pound. Therefore, we are subject to currency exposure and volatility because of currency fluctuations. We attempt to minimize our exposure to these fluctuations by matching revenue and expenses in the same currency for our contracts. We reported $2.5 million and $1.8 million of foreign currency losses in fiscal 2025 and 2024, respectively, in "Selling, general and administrative expenses" on our consolidated statements of income.

We have foreign currency exchange rate exposure in our results of operations and equity primarily because of the currency translation related to our foreign subsidiaries where the local currency is the functional currency. To the extent the U.S. dollar strengthens against foreign currencies, the translation of these foreign currency denominated transactions will result in reduced revenue, operating expenses, assets and liabilities. Similarly, our revenue, operating expenses, assets and liabilities will increase if the U.S. dollar weakens against foreign currencies. For fiscal 2025 and 2024, 37.4% and 38.5% of our consolidated revenue, respectively, was generated by our international business. For fiscal 2025, the effect of foreign exchange rate translation on the consolidated balance sheets was a decrease in equity of $17.2 million compared to an increase in equity of $115.1 million in fiscal 2024. These amounts were recognized as an adjustment to equity through other comprehensive income.

Item 8. Financial Statements and Supplementary Data

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

Report oF Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Tetra Tech, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Tetra Tech, Inc. and its subsidiaries (the "Company") as of September 28, 2025 and September 29, 2024, and the related consolidated statements of income, of comprehensive income, of equity and of cash flows for each of the three years in the period ended September 28, 2025, including the related notes and financial statement schedule listed in the accompanying index (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of September 28, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 28, 2025 and September 29, 2024, and the results of its operations and its cash flows for each of the three years in the period ended September 28, 2025 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 28, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

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

As described in Management’s Report on Internal Control over Financial Reporting, management has excluded SAGE Group Holdings ("SAGE") from its assessment of internal control over financial reporting as of September 28, 2025 because it was acquired by the Company in a purchase business combination during 2025. We have also excluded SAGE from our audit of internal control over financial reporting. SAGE is a wholly-owned subsidiary whose total assets and total revenues excluded from management’s assessment and our audit of internal control over financial reporting represent 1.2% and 0.8%, respectively, of the related consolidated financial statement amounts as of and for the year ended September 28, 2025.

Definition and Limitations of Internal Control over Financial Reporting

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

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

Critical Audit Matters

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

Revenue Recognition – Certain fixed-price, time-and-materials and cost-plus contracts

As described in Note 3 to the consolidated financial statements, the Company recognized revenue of $5,443 million for the year ended September 28, 2025, of which a majority relates to revenue recognized for certain fixed-price, time-and-materials and cost-plus contracts. The Company recognizes revenue over time as the related performance obligation is satisfied by transferring control of a promised good or service to the Company's customers. Progress toward complete satisfaction of the performance obligation is primarily measured using a cost-to-cost measure of progress method. The cost input is based primarily on contract cost incurred to date compared to total estimated contract cost. This measure includes forecasts based on the best information available and reflects management's judgment to depict the value of the services transferred to the customer. For those performance obligations for which revenue is recognized using a cost-to-cost measure of progress method, changes in total estimated costs, and related progress towards complete satisfaction of the performance obligation, are recognized on a cumulative catch-up basis in the period in which the revisions to the estimates are made. For certain on-call engineering or consulting and similar contracts, the Company recognizes revenue in the amount which they have the right to invoice the customer if that amount corresponds directly with the value of the performance completed to date. Due to uncertainties inherent in the estimation process, it is possible that estimates of costs to complete a performance obligation will be revised in the near-term.

The principal consideration for our determination that performing procedures relating to revenue recognition for certain fixed-price, time-and-materials and cost-plus contracts is a critical audit matter is a high degree of audit effort in performing procedures related to the Company's revenue recognition.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process. These procedures also included, among others, (i) evaluating management's significant accounting policies related to revenue recognition; (ii) for certain fixed-price contracts, testing management's process for developing the estimate of total contract cost for a sample of contracts with cumulative catch-up adjustments and anticipated losses or claims, and evaluating the contract terms and other documents that support the changes in total estimated contract costs; (iii) assessing, for a sample of fixed-price contracts, estimated total contract costs by performing a comparison of the total estimated contract cost as compared with prior period estimates and evaluating the timely identification of circumstances that may warrant a modification to the total estimated contract cost; (iv) evaluating, for certain contracts, management's methodologies and assessing the consistency of management's methodology over the life of the contract; (v) re-calculating revenue recognized based on the contract value, year-to-date costs, and total estimated costs to complete; (vi) testing the existence and accuracy of total contract revenue recorded, on a sample basis, by obtaining and inspecting source documents such as contracts and purchase orders; (vii) for certain on-call engineering or consulting contacts where revenue is recognized using the practical expedient right to invoice, testing the accuracy of revenue recognized, on a sample basis by obtaining and inspecting source documents, such as contracts and purchase orders; and (viii) for certain contracts, testing the completeness and accuracy of costs incurred to date, on a sample basis, by obtaining and inspecting source documents, such as invoices and timecards.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
November 20, 2025

We have served as the Company's auditor since 2004.

Tetra Tech, Inc.
Consolidated Balance Sheets

(in thousands, except par value)

	Fiscal Year Ended	
ASSETS	**September 28, 2025**	**September 29, 2024**
Current assets:		
Cash and cash equivalents	$ 167,459	$ 232,689
Accounts receivable, net	1,158,928	1,051,461
Contract assets	138,232	129,678
Prepaid expenses and other current assets	83,434	91,585
Assets held-for-sale	57,502	—
Income taxes receivable	15,334	21,970
Total current assets	1,620,889	1,527,383
Property and equipment, net	66,148	73,065
Right-of-use assets, operating leases	197,618	177,950
Goodwill	2,049,874	2,046,569
Intangible assets, net	121,160	160,585
Deferred tax assets	106,238	105,529
Other non-current assets	120,247	101,595
Total assets	$ 4,282,174	$ 4,192,676
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 204,725	$ 197,440
Accrued compensation	346,912	332,096
Contract liabilities	420,254	351,738
Short-term lease liabilities, operating leases	69,099	63,419
Current contingent earn-out liabilities	24,826	26,934
Liabilities held-for-sale	25,115	—
Other current liabilities	288,113	247,900
Total current liabilities	1,379,044	1,219,527
Deferred tax liabilities	21,333	30,162
Long-term debt	763,363	812,634
Long-term lease liabilities, operating leases	154,695	140,095
Non-current contingent earn-out liabilities	32,135	21,812
Other non-current liabilities	151,440	138,033
Commitments and contingencies (Note 18)		
Equity:		
Preferred stock – Authorized, 2,000 shares of $0.01 par value; no shares issued and outstanding at September 28, 2025 and September 29, 2024	—	—
Common stock – Authorized, 750,000 shares of $0.01 par value; issued and outstanding, 261,418 and 267,717 shares at September 28, 2025 and September 29, 2024, respectively	2,614	2,677
Additional paid-in capital	—	35,900
Accumulated other comprehensive loss	(95,777)	(78,875)
Retained earnings	1,872,948	1,870,620
Tetra Tech stockholders' equity	1,779,785	1,830,322
Noncontrolling interests	379	91
Total stockholders' equity	1,780,164	1,830,413
Total liabilities and stockholders' equity	$ 4,282,174	$ 4,192,676

See accompanying Notes to Consolidated Financial Statements.

Tetra Tech, Inc.
Consolidated Statements of Income
(in thousands, except per share data)

	Fiscal Year Ended		
	September 28, 2025	**September 29, 2024**	**October 1, 2023**
Revenue	$ 5,442,590	$ 5,198,679	$ 4,522,550
Subcontractor costs	(825,230)	(876,817)	(771,461)
Other costs of revenue	(3,656,016)	(3,455,422)	(3,026,060)
Gross profit	961,344	866,440	725,029
Selling, general and administrative expenses	(357,737)	(356,024)	(305,107)
Legal contingency costs	(115,000)	—	—
Impairment of goodwill	(92,416)	—	—
Acquisition and integration expenses	—	(7,138)	(33,169)
Right-of-use operating lease asset impairment	—	—	(16,385)
Contingent consideration – fair value adjustments	12,228	(2,541)	(12,255)
Income from operations	408,419	500,737	358,113
Interest income	9,837	7,288	5,898
Interest expense	(40,639)	(44,559)	(52,435)
Other non-operating income	—	—	89,402
Income before income tax expense	377,617	463,466	400,978
Income tax expense	(129,668)	(130,023)	(127,526)
Net income	247,949	333,443	273,452
Net income attributable to noncontrolling interests	(225)	(61)	(32)
Net income attributable to Tetra Tech	$ 247,724	$ 333,382	$ 273,420
Earnings per share attributable to Tetra Tech:			
Basic	$ 0.94	$ 1.25	$ 1.03
Diluted	$ 0.93	$ 1.23	$ 1.02
Weighted-average common shares outstanding:			
Basic	264,713	267,364	266,015
Diluted	267,123	270,042	268,185

See accompanying Notes to Consolidated Financial Statements.

Tetra Tech, Inc.
Consolidated Statements of Comprehensive Income
(in thousands)

	Fiscal Year Ended		
	September 28, 2025	**September 29, 2024**	**October 1, 2023**
Net income	$ 247,949	$ 333,443	$ 273,452
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments, net of tax	(17,165)	115,120	12,622
Loss on cash flow hedge valuations, net of tax	—	—	(2,412)
Net pension adjustments	263	1,300	2,638
Other comprehensive income (loss), net of tax	(16,902)	116,420	12,848
Comprehensive income, net of tax	$ 231,047	$ 449,863	$ 286,300
Less: comprehensive income attributable to noncontrolling interests, net of tax	225	61	31
Comprehensive income attributable to Tetra Tech, net of tax	$ 230,822	$ 449,802	$ 286,269

See accompanying Notes to Consolidated Financial Statements.

Tetra Tech, Inc.
Consolidated Statements of Cash Flows
(in thousands)

	Fiscal Year Ended		
	September 28, 2025	**September 29, 2024**	**October 1, 2023**
Cash flows from operating activities:			
Net income	$ 247,949	$ 333,443	$ 273,452
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	58,276	73,677	61,206
Amortization of stock-based awards	33,946	31,155	28,607
Deferred income taxes	(11,297)	(19,980)	(21,204)
Provision for losses on accounts receivables	3,150	—	—
Impairment of goodwill	92,416	—	—
Fair value adjustments to contingent consideration	(12,228)	2,541	12,255
Right-of-use operating lease asset impairment	—	—	16,385
Fair value adjustment to foreign currency forward contract	—	—	(89,402)
Acquisition and integration expenses	—	7,138	—
Other non-cash items	9,024	5,369	975
Changes in operating assets and liabilities, net of effects of business acquisitions and divestitures:			
Accounts receivable and contract assets	(112,755)	(40,188)	(19,783)
Prepaid expenses and other assets	(30,563)	(20,894)	78,686
Accounts payable	2,398	18,091	(19,214)
Accrued compensation	18,879	6,657	37,094
Contract liabilities	73,489	4,704	44,152
Cash settled contingent earn-out liability	(11,170)	(7,943)	—
Income taxes receivable/payable	23,227	(35,530)	40,527
Other liabilities	72,944	468	(75,273)
Net cash provided by operating activities	457,685	358,708	368,463
Cash flows from investing activities:			
Payments for business acquisitions, net of cash acquired	(97,263)	(93,650)	(854,319)
Settlement of foreign currency forward contract	—	—	109,306
Capital expenditures	(18,633)	(18,135)	(26,901)
Proceeds from sales of assets	919	742	715
Proceeds from company-owned life insurance policies	1,934	—	—
Proceeds from divested business, net	2,406	—	—
Proceeds from loan repayment from divested business	3,883	—	—
Net cash used in investing activities	(106,754)	(111,043)	(771,199)
Cash flows from financing activities:			
Proceeds from borrowings	715,000	217,000	994,859
Repayments on long-term debt	(771,027)	(287,000)	(1,026,051)
Proceeds from issuance of convertible notes	—	—	575,000
Payments of debt issuance costs	(2,738)	—	(14,451)
Capped call transactions	—	—	(51,750)
Repurchases of common stock	(249,984)	—	—
Shares repurchased for tax withholdings on share-based awards	(14,047)	(12,982)	(16,833)
Payments of contingent earn-out liabilities	(15,055)	(46,107)	(21,328)
Stock options exercised	469	3,067	626
Dividends paid	(65,039)	(58,828)	(52,113)
Principal payments on finance leases	(7,823)	(6,530)	(5,579)
Net cash (used in) provided by financing activities	(410,244)	(191,380)	382,380
Effect of exchange rate changes on cash and cash equivalents	(5,004)	7,573	4,093
Net increase (decrease) in cash and cash equivalents	(64,317)	63,858	(16,263)
Cash and cash equivalents at beginning of year	232,689	168,831	185,094
Cash and cash equivalents at end of year	$ 168,372	$ 232,689	$ 168,831
Supplemental information:			

	Fiscal Year Ended		
	September 28, 2025	September 29, 2024	October 1, 2023
Cash paid during the year for:			
Interest	$ 34,956	$ 36,855	$ 47,367
Income taxes, net of refunds received of $17.2 million, $4.2 million and $2.2 million	$ 110,830	$ 180,707	$ 93,176
Non-cash financing activities:			
Excise taxes accrued but not paid	$ 2,010	$ —	$ —
Reconciliation of cash and cash equivalents:			
Cash and cash equivalents	$ 167,459	$ 232,689	$ 168,831
Cash and cash equivalents included in assets held-for-sale	913	—	—
Total	$ 168,372	$ 232,689	$ 168,831

See accompanying Notes to Consolidated Financial Statements.

Tetra Tech, Inc.
Consolidated Statements of Equity
Fiscal Years Ended October 1, 2023, September 29, 2024, and September 28, 2025
(in thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total Tetra Tech Equity	Non-Controlling Interests	Total Equity
	Shares	Amount						
BALANCE AT OCTOBER 2, 2022	264,903	$ 2,650	$ —	(208,144)	$ 1,388,581	$ 1,183,087	$ 50	$ 1,183,137
Comprehensive income, net of tax:								
Net income	—	—	—	—	273,420	273,420	32	273,452
Foreign currency translation adjustments	—	—	—	12,623	—	12,623	(1)	12,622
Pension	—	—	—	2,638	—	2,638	—	2,638
Gain on cash flow hedge valuations	—	—	—	(2,412)	—	(2,412)	—	(2,412)
Comprehensive income, net of tax						286,269	31	286,300
Distributions paid to noncontrolling interests	—	—	—	—	—	—	(8)	(8)
Cash dividends of $0.196 per common share	—	—	—	—	(52,113)	(52,113)	—	(52,113)
Stock-based compensation	—	—	28,607	—	—	28,607	—	28,607
Restricted & performance shares released	746	7	(16,840)	—	—	(16,833)	—	(16,833)
Stock options exercised	97	—	626	—	—	626	—	626
Shares issued for Employee Stock Purchase Plan	492	5	12,623	—	—	12,628	—	12,628
Reclassification of APIC	—	—	26,734	—	$ (26,734)	—	—	—
Capped call transactions	—	—	(51,750)	—	12,912	(38,838)	—	(38,838)
BALANCE AT OCTOBER 1, 2023	266,238	2,662	—	(195,295)	1,596,066	1,403,433	73	1,403,506
Comprehensive income, net of tax:								
Net income	—	—	—	—	333,382	333,382	61	333,443
Foreign currency translation adjustments	—	—	—	115,120	—	115,120	—	115,120
Pension	—	—	—	1,300	—	1,300	—	1,300
Comprehensive income, net of tax						449,802	61	449,863
Distributions paid to noncontrolling interests	—	—	—	—	—	—	(43)	(43)
Cash dividends of $0.220 per common share	—	—	—	—	(58,828)	(58,828)	—	(58,828)
Stock-based compensation	—	—	31,155	—	—	31,155	—	31,155
Restricted & performance shares released	547	5	(12,987)	—	—	(12,982)	—	(12,982)
Stock options exercised	410	4	3,063	—	—	3,067	—	3,067
Shares issued for Employee Stock Purchase Plan	522	6	14,669	—	—	14,675	—	14,675
BALANCE AT SEPTEMBER 29, 2024	267,717	2,677	35,900	(78,875)	1,870,620	1,830,322	91	1,830,413
Comprehensive income, net of tax:								
Net income	—	—	—	—	247,724	247,724	225	247,949

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total Tetra Tech Equity	Non-Controlling Interests	Total Equity
	Shares	Amount						
Foreign currency translation adjustments	—	—	—	(17,165)	—	(17,165)	—	(17,165)
Pension	—	—	—	263	—	263	—	263
Comprehensive income, net of tax						230,822	225	231,047
Distributions paid to noncontrolling interests	—	—	—	—	—	—	(120)	(120)
Acquisition	—	—	—	—	—	—	183	183
Cash dividends of $0.246 per common share	—	—	—	—	(65,039)	(65,039)	—	(65,039)
Stock-based compensation	—	—	33,946	—	—	33,946	—	33,946
Restricted & performance shares released	481	5	(14,052)	—	—	(14,047)	—	(14,047)
Stock options exercised	66	1	468	—	—	469	—	469
Shares issued for Employee Stock Purchase Plan	459	4	15,302	—	—	15,306	—	15,306
Stock repurchase	(7,305)	(73)	(71,564)	—	(180,357)	(251,994)	—	(251,994)
BALANCE AT SEPTEMBER 28, 2025	261,418	$ 2,614	$ —	$ (95,777)	$ 1,872,948	$ 1,779,785	$ 379	$ 1,780,164

See accompanying Notes to Consolidated Financial Statements.

1. Description of Business

We are a leading global provider of high-end consulting and engineering services that focuses on water, environment and sustainable infrastructure. We are a global company that is *Leading with Science®* to provide innovative solutions for our public and private clients. We typically begin at the earliest stage of a project by identifying technical solutions and developing execution plans tailored to our clients’ needs and resources. Our solutions may span the entire life cycle of high-end consulting and engineering projects and include applied science, data analysis, research, engineering, design and project management.

We manage our operations under two reportable segments. Our Government Services Group (“GSG”) reportable segment primarily includes activities with U.S. government clients (federal, state and local) and all activities with development agencies worldwide. Our Commercial/International Services Group (“CIG”) reportable segment primarily includes activities with U.S. commercial clients and international clients other than development agencies. These reportable segments allow us to capitalize on our growing market opportunities and enhance the development of high-end consulting and technical solutions to meet our growing client demand.

2. Basis of Presentation

Principles of Consolidation. The accompanying consolidated financial statements include our accounts and those of joint ventures of which we are the primary beneficiary and are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and expressed in U.S. dollars. All significant intercompany balances and transactions have been eliminated in consolidation.

Fiscal Year. We operate on a 52 or 53-week year, ending on the Sunday nearest September 30. Fiscal years 2025, 2024 and 2023 are 52-week years.

Use of Estimates. The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. Although such estimates and assumptions are based on management's best knowledge of current events and actions we may take in the future, actual results could differ materially from those estimates. On an on-going basis, we evaluate our estimates based on historical facts and other assumptions that we believe are reasonable.

Stock Split. On July 29, 2024, our Board of Directors approved a five-for-one stock split of our common stock. The stock split had a record date of September 5, 2024 and an effective date of September 6, 2024. The par value per share of our common stock remains unchanged at $0.01 per share after the stock split. All prior-period share or per share amounts presented herein have been retroactively adjusted to reflect the stock split.

Cash and Cash Equivalents. Cash and cash equivalents include highly liquid investments with original maturities of 90 days or less. Occasionally, we have bank overdrafts, which occur when a bank honors disbursements in excess of funds on deposit in our bank accounts. We classify bank overdrafts as short-term borrowings on our consolidated balance sheets, and report the change in overdrafts as a financing activity in our consolidated statements of cash flows.

Insurance Matters, Litigation and Contingencies. In the normal course of business, we are subject to certain contractual guarantees and litigation. In addition, we maintain insurance coverage for various aspects of our business and operations. We record in our consolidated balance sheets amounts representing our estimated liability for these legal and insurance obligations. Any adjustments to these liabilities are recorded in our consolidated statements of income.

Accounts Receivable - Net. Net accounts receivable consists of billed and unbilled accounts receivable, and allowances for doubtful accounts. Billed accounts receivable represent amounts billed to clients that have not been collected. Unbilled accounts receivable, which represent an unconditional right to payment subject only to the passage of time, include unbilled amounts typically resulting from revenue recognized but not yet billed pursuant to contract terms or billed after the period end date. Substantially all of our unbilled receivables at fiscal 2025 year-end are expected to be billed and collected within 12 months. Unbilled accounts receivable also include amounts related to requests for equitable adjustment to contracts that provide for price redetermination. These amounts are recorded only when they can be reliably estimated, and realization is probable. The allowance for doubtful accounts represents amounts that are expected to become uncollectible or unrealizable in the future. We determine an estimated allowance for uncollectible accounts based on management's consideration of trends in the actual and forecasted credit quality of our clients, including delinquency and payment history; type of client, such as a government agency or a commercial sector client; and general economic and industry conditions that may affect our clients' ability to pay.

Contract Assets and Contract Liabilities. Contract assets represent revenue recognized in excess of the amounts for which we have the contractual right to bill our customers. Contract retentions, included in contract assets, represent amounts withheld by clients until certain conditions are met or the project is completed, which may extend beyond one year. Contract liabilities represent the amount of cash collected from clients and billings to clients on contracts in advance of work performed and revenue recognized. The majority of these amounts are expected be earned within 12 months and are classified as current liabilities.

Prepaid and Other Current Assets. Prepaid assets consist primarily of payments for insurance and software costs and are amortized over the estimated period of benefit. Other current assets include primarily sales/services and use tax receivables from our U.S and foreign operations.

Property and Equipment. Property and equipment are recorded at cost and depreciated over their estimated useful lives using the straight-line method. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from our consolidated balance sheets and any resulting gain or loss is reflected in our consolidated statements of income. Expenditures for maintenance and repairs are expensed as incurred. Generally, estimated useful lives range from three to seven years for equipment, furniture and fixtures. Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the lease term. Assets held for sale are measured at the lower of carrying amount (i.e., net book value) and fair value less cost to sell, and are reported within "Prepaid expenses and other current assets" on our consolidated balance sheets. Once assets are classified as held for sale, they are no longer depreciated.

Long-Lived Assets. We evaluate the recoverability of our long-lived assets when the facts and circumstances suggest that the assets may be impaired. This assessment is performed based on the estimated undiscounted cash flows compared to the carrying value of the assets. If the future cash flows (undiscounted and without interest charges) are less than the carrying value, a write-down would be recorded to reduce the related asset to its estimated fair value.

Leases. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, and current and long-term operating lease liabilities in the consolidated balance sheets. Our finance leases are reported in "Other long-term assets", "Other current liabilities" and "Other long-term liabilities" on our consolidated balance sheet.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, incremental borrowing rates are used based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset at the commencement date also includes any lease payments made to the lessor at or before the commencement date and initial direct costs less lease incentives received. Lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term.

We recognize a liability for contract termination costs associated with an exit activity for costs that will continue to be incurred under a lease for its remaining term without economic benefit to us, initially measured at its fair value at the cease-use date. The fair value is determined based on the remaining lease rentals, adjusted for the effects of any prepaid or deferred items recognized under the lease, and reduced by estimated sublease rentals.

Business Combinations. The cost of an acquired company is assigned to the tangible and intangible assets purchased and the liabilities assumed based on their fair values at the date of acquisition. The determination of fair values of these assets and liabilities requires us to make estimates and use valuation techniques when a market value is not readily available. Any excess of purchase price over the fair value of net tangible and intangible assets acquired is allocated to goodwill. Goodwill typically represents the value paid for the assembled workforce and enhancement of our service offerings. Transaction costs associated with business combinations are expensed as incurred.

Goodwill and Intangible Assets. Goodwill represents the excess of the aggregate purchase price over the fair value of the net assets acquired in a business acquisition. Following an acquisition, we perform an analysis to value the acquired company's tangible and identifiable intangible assets and liabilities. With respect to identifiable intangible assets, we consider backlog, non-compete agreements, client relations, trade names, patents and other assets. We amortize our intangible assets based on the period over which the contractual or economic benefits of the intangible assets are expected to be realized. We assess the recoverability of the unamortized balance of our intangible assets when indicators of impairment are present based on expected future profitability and undiscounted expected cash flows and their contribution to our overall operations. Should the review indicate that the carrying value is not fully recoverable, the excess of the carrying value over the fair value of the intangible assets would be recognized as an impairment loss.

We test our goodwill for impairment on an annual basis, and more frequently when an event occurs, or circumstances indicate that the carrying value of the asset may not be recoverable. We believe the methodology that we use to review impairment of goodwill, which includes a significant amount of judgment and estimates, provides us with a reasonable basis to determine whether impairment has occurred. However, many of the factors employed in determining whether our goodwill is impaired are outside of our control and it is reasonably likely that assumptions and estimates will change in future periods. These changes could result in future impairments.

We perform our annual goodwill impairment review at the beginning of our fiscal fourth quarter. Our last annual review was performed at June 30, 2025 (i.e., the first day of our fiscal fourth quarter). In addition, we regularly evaluate whether events and circumstances have occurred that may indicate a potential change in recoverability of goodwill. We perform interim goodwill impairment reviews between our annual reviews if certain events and circumstances have occurred, including a deterioration in general economic conditions, an increased competitive environment, a change in management, key personnel, strategy or customers, negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods. We assess goodwill for impairment at the reporting unit level, which is defined as an operating segment or one level below an operating segment, referred to as a component. Our operating segments are the same as our reportable segments and our reporting units for goodwill impairment testing are the components one level below our reportable segments. These components constitute a business for which discrete financial information is available and where segment management regularly reviews the operating results of that component. We aggregate components within an operating segment that have similar economic characteristics.

The impairment test for goodwill involves the comparison of the estimated fair value of each reporting unit to the reporting unit's carrying value, including goodwill. We estimate the fair value of reporting units based on a comparison and weighting of the income approach, specifically the discounted cash flow method and the market approach, which estimates the fair value of our reporting units based upon comparable market prices and recent transactions and also validates the reasonableness of the multiples from the income approach. The development of the present value of future cash flow projections includes assumptions and estimates derived from a review of our expected revenue growth rates, operating profit margins, discount rates and the terminal growth rate. If the fair value of a reporting unit exceeds its carrying amount, the goodwill of that reporting unit is not considered impaired. However, if its carrying value exceeds its fair value, our goodwill is impaired, and we are required to record a non-cash charge that could have a material adverse effect on our consolidated financial statements. An impairment loss recognized, if any, should not exceed the total amount of goodwill allocated to the reporting unit.

Contingent Consideration. Most of our acquisition agreements include contingent earn-out arrangements, which are generally based on the achievement of future operating income thresholds. The contingent earn-out arrangements are based upon our valuations of the acquired companies and reduce the risk of overpaying for acquisitions if the projected financial results are not achieved.

The fair values of these earn-out arrangements are included as part of the purchase price of the acquired companies on their respective acquisition dates. For each transaction, we estimate the fair value of contingent earn-out payments as part of the initial purchase price and record the estimated fair value of contingent consideration as a liability in "Current contingent earn-out liabilities" and "Long-term contingent earn-out liabilities" on the consolidated balance sheets. We consider several factors when determining that contingent earn-out liabilities are part of the purchase price, including the following: (1) the valuation of our acquisitions is not supported solely by the initial consideration paid, and the contingent earn-out formula is a critical and material component of the valuation approach to determining the purchase price; and (2) the former owners of acquired companies that remain as key employees receive compensation other than contingent earn-out payments at a reasonable level compared with the compensation of our other key employees. The contingent earn-out payments are not affected by employment termination.

We measure our contingent earn-out liabilities at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy. We use a probability weighted discounted income approach as a valuation technique to convert future estimated cash flows to a single present value amount. The significant unobservable inputs used in the fair value measurements are operating income projections over the earn-out period (generally three or five years) and the probability outcome percentages we assign to each scenario. Significant increases or decreases to either of these inputs in isolation would result in a significantly higher or lower liability, with a higher liability capped by the contractual maximum of the contingent earn-out obligation. Ultimately, the liability will be equivalent to the amount paid, and the difference between the fair value estimate and amount paid will be recorded in earnings. The amount paid that is less than or equal to the contingent earn-out liability on the acquisition date is reflected as cash used in financing activities in our consolidated statements of cash flows. Any amount paid in excess of the contingent earn-out liability on the acquisition date is reflected as cash used in operating activities in our consolidated statements of cash flows.

We review and reassess the estimated fair value of contingent consideration on a quarterly basis, and the updated fair value could differ materially from the initial estimates. Changes in the estimated fair value of our contingent earn-out liabilities related to the time component of the present value calculation are reported in interest expense. Adjustments to the estimated fair value related to changes in all other unobservable inputs are reported in operating income.

Other Current Liabilities. Other current liabilities consist primarily of accrued insurance, contingent liabilities, sales/services and use taxes due to our U.S. and foreign operations, other tax accruals and accrued professional fees.

Fair Value of Financial Instruments. We determine the fair values of our financial instruments, including short-term investments, debt instruments, derivative instruments and pension plan assets based on inputs or assumptions that market participants would use in pricing an asset or a liability. We categorize our instruments using a valuation hierarchy for disclosure of the inputs used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument; and Level 3 inputs are unobservable inputs based on our own assumptions used to measure assets and liabilities at fair value. The classification of a financial asset or liability within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair values based on their short-term nature. The carrying amounts of our revolving credit facility approximates fair value because the interest rates are based upon variable reference rates. Certain other assets and liabilities, such as contingent earn-out liabilities and amounts related to cash-flow hedges, are required to be carried in our consolidated financial statements at fair value.

Our fair value measurement methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Although we believe our valuation methods are appropriate and consistent with those used by other market participants, the use of different methodologies or assumptions to determine fair value could result in a different fair value measurement at the reporting date.

Derivative Financial Instruments. We account for our derivative instruments as either assets or liabilities and carry them at fair value. For derivative instruments that hedge the exposure to variability in expected future cash flows that are designated as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is reported as a component of accumulated other comprehensive income in stockholders' equity and reclassified into income in the same period or periods during which the hedged transaction affects earnings. The ineffective portion of the gain or loss on the derivative instrument, if any, is recognized in current income. To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions.

The net gain or loss on the effective portion of a derivative instrument that is designated as an economic hedge of the foreign currency translation exposure generated by the re-measurement of certain assets and liabilities denominated in a non-functional currency in a foreign operation is reported in the same manner as a foreign currency translation adjustment. Accordingly, any gains or losses related to these derivative instruments are recognized in current income. Derivatives that do not qualify as hedges are adjusted to fair value through current income.

Deferred Compensation. We maintain a non-qualified defined contribution supplemental retirement plan for certain key employees and non-employee directors that is accounted for in accordance with applicable authoritative guidance on accounting for deferred compensation arrangements where amounts earned are held in a rabbi trust and invested. Employee deferrals are deposited into a rabbi trust, and the funds are generally invested in individual variable life insurance contracts that we own and are specifically designed to informally fund savings plans of this nature. Our consolidated balance sheets reflect our investment in variable life insurance contracts in "Other long-term assets." Our obligation to participating employees is reflected in "Other long-term liabilities." The net gains and losses related to the deferred compensation plan are reported as part of “Selling, general and administrative expenses” in our consolidated statements of income.

Pension Plan. We assumed a defined benefit pension plan from an acquisition. We calculate the market-related value of assets, which is used to determine the return-on-assets component of annual pension expense and the cumulative net unrecognized gain or loss subject to amortization. This calculation reflects our anticipated long-term rate of return and amortization of the difference between the actual return (including capital, dividends, and interest) and the expected return. Cumulative net unrecognized gains or losses that exceed 10% of the greater of the projected benefit obligation or the fair market-related value of plan assets are subject to amortization.

Income Taxes. We file a consolidated U.S. federal income tax return. In addition, we file other returns that are required in the states, foreign jurisdictions and other jurisdictions in which we do business. We account for certain income and expense items differently for financial reporting and income tax purposes. Deferred tax assets and liabilities are computed for the difference between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to reverse. In determining the need for a valuation allowance, management reviews both positive and negative evidence, including current and historical results of operations, future income projections, scheduled reversals of deferred tax amounts, availability of carrybacks and potential tax planning strategies. Based on our assessment, we have concluded that a portion of the deferred tax assets will not be realized.

According to the authoritative guidance on accounting for uncertainty in income taxes, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. This guidance also addresses de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and disclosure requirements for uncertain tax positions.

Assets and Liabilities Held-for-Sale. We classify assets as held-for-sale in the period when the following conditions are met: (i) management, having the authority to approve the action, commits to a plan to sell the disposal group; (ii) the disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such disposal group; (iii) an active program to locate a buyer and other actions required to complete the plan to sell the disposal group have been initiated; (iv) the sale of the disposal group is probable, and transfer of the disposal group is expected to qualify for recognition as a completed sale within one year, except if events or circumstances beyond our control extend the period of time required to sell the disposal group beyond one year; (v) the disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

The disposal group that is classified as held-for-sale is initially measured at the lower of its carrying value or fair value less any costs to sell. The fair value of a disposal group less any costs to sell is assessed each reporting period it remains classified as held-for-sale and any subsequent change is reported as an adjustment to the carrying value of the disposal group, as long as the new carrying value does not exceed the carrying value of the asset at the time it was initially classified as held-for-sale. Upon determining that a disposal group meets the criteria to be classified as held-for-sale, we report the assets and liabilities of the disposal group as held-for-sale in our consolidated balance sheets. Once assets are classified as held for sale, they are no longer depreciated.

Concentration of Credit Risk. Financial instruments that subject us to credit risk consist primarily of cash and cash equivalents and net accounts receivable. In the event that we have surplus cash, we place our temporary cash investments with lower risk financial institutions and, by policy, limit the amount of investment exposure to any one financial institution. Approximately 27% of accounts receivable were due from various agencies of the U.S. federal government at fiscal 2025 year-end. The remaining accounts receivable are generally diversified due to the large number of organizations comprising our client base and their geographic dispersion. We perform ongoing credit evaluations of our clients and maintain an allowance for potential credit losses. Approximately 32%, 14%, 17% and 37% of our fiscal 2025 revenue was generated from our U.S. federal government, U.S. state and local government, U.S. commercial and international clients, respectively.

Foreign Currency Translation. We determine the functional currency of our foreign operating units based upon the primary currency in which they operate. These operating units maintain their accounting records in their local currency, primarily Australian and Canadian dollars, British pounds, and Euros. Where the functional currency is not the U.S. dollar, translation of assets and liabilities to U.S. dollars is based on exchange rates at the balance sheet date. Translation of revenue and expenses to U.S. dollars is based on the average rate during the period. Translation gains or losses are reported as a component of other comprehensive income. Gains or losses from foreign currency transactions are included in income from operations.

Recently Issued Accounting Pronouncements

In September 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (“ASU”) No. 2025-05, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, which clarifies and modernizes the accounting for costs related to internal-use software guidance in subtopic 350-40. The guidance removes all references to project stages throughout Accounting Standards Codification ("ASC") 350-40 and clarifies the threshold entities apply to begin capitalizing costs. The amendments in this ASU are effective for annual periods beginning after December 15, 2027 (fiscal 2029 for us). Early adoption is permitted. We are currently evaluating the impact of this guidance on our consolidated financial statements; however, we do not plan to adopt it before fiscal 2029.

In July 2025, the FASB issued ASU No. 2025-05, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Loss for Accounts Receivable and Contract Assets,* which provides a practical expedient (for all entities) and an accounting policy election (for all entities, other than public business entities, that elect the practical expedient) related to the estimation of expected credit losses for current accounts receivable and current contract assets that arise from transactions accounted for under ASC Topic 606, "Revenue from Contracts with Customers". The amendments in this ASU are effective for annual periods beginning after December 15, 2025 (fiscal 2027 for us). Early adoption is permitted. We are currently evaluating the impact of this guidance on our consolidated financial statements; however, we do not plan to adopt it before fiscal 2027.

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires that an entity report segment information in accordance with Topic 280, Segment

Reporting. The amendments in the ASU are intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. The amendments in this ASU are effective for fiscal years beginning after December 15, 2023 (fiscal 2025 year-end for us), and interim periods within fiscal years beginning after December 15, 2024 (first quarter of fiscal 2026 for us). The related disclosures are included in Note 19, "Reportable Segments".

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires that an entity, on an annual basis, disclose additional income tax information, primarily related to the rate reconciliation and income taxes paid. The amendments in the ASU are intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in this ASU are effective for annual periods beginning after December 15, 2024 (fiscal 2026 for us). Early adoption is permitted. The adoption of this ASU will not have a material impact on our consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement (Topic 220): Reporting Comprehensive Income*. ASU 2024-03 does not change or remove current expense presentation requirements within the consolidated statements of income. However, the amendments require disclosure, on an annual and interim basis, of disaggregated information about certain income statement expense line items within the notes to the consolidated financial statements. The amendments in this update are effective for annual reporting periods beginning after December 15, 2026 (fiscal 2028 for us), and interim reporting periods beginning after December 15, 2027 (first quarter of fiscal 2029 for us). Early adoption is permitted. The adoption of this ASU will not have a material impact on our consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-04, *Debt—Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments,* which clarifies the requirements related to accounting for the settlement of a debt instrument as an induced conversion. The amendments in this update are effective for annual reporting periods beginning after December 15, 2025, including interim periods within those fiscal years (first quarter of fiscal 2027 for us). Early adoption is permitted. We are currently evaluating the impact of this guidance on our consolidated financial statements; however, we do not plan to adopt this ASU before fiscal 2027.

3. Revenue and Contract Balances

We recognize revenue over time as the related performance obligation is satisfied by transferring control of a promised good or service to our customers. Progress toward complete satisfaction of the performance obligation is primarily measured using a cost-to-cost measure of progress method. The cost input is based primarily on contract cost incurred to date compared to total estimated contract cost. This measure includes forecasts based on the best information available and reflects our judgment to faithfully depict the value of the services transferred to the customer. For certain on-call engineering or consulting and similar contracts, we recognize revenue in the amount which we have the right to invoice the customer if that amount corresponds directly with the value of our performance completed to date.

Due to uncertainties inherent in the estimation process, it is possible that estimates of costs to complete a performance obligation will be revised in the near term. For those performance obligations for which revenue is recognized using a cost-to-cost measure of progress method, changes in total estimated costs, and related progress towards complete satisfaction of the performance obligation, are recognized on a cumulative catch-up basis in the period in which the revisions to the estimates are made. When the current estimate of total costs indicates a loss, a provision for the entire estimated loss on the contract is made in the period in which the loss becomes evident.

Disaggregation of Revenue

We disaggregate revenue by client sector and contract type, as we believe it best depicts how the nature, timing and uncertainty of revenue and cash flows are affected by economic factors. The following tables present revenue disaggregated by client sector and contract type (in thousands):

	Fiscal Year Ended		
	September 28, 2025	September 29, 2024	October 1, 2023
Client Sector:			
U.S. federal government [1]	$ 1,718,831	$ 1,675,996	$ 1,387,101
U.S. state and local government	789,968	613,185	607,074
U.S. commercial	899,298	909,642	869,460
International [2]	2,034,493	1,999,856	1,658,915
Total	**$ 5,442,590**	**$ 5,198,679**	**$ 4,522,550**
Contract Type:			
Fixed-price	$ 2,365,680	$ 2,016,638	$ 1,643,849
Time-and-materials	2,319,766	2,337,913	2,166,671
Cost-plus	757,144	844,128	712,030
Total	**$ 5,442,590**	**$ 5,198,679**	**$ 4,522,550**

(1) Includes revenue generated under U.S. federal government contracts performed outside the United States.
(2) Includes revenue generated from non-U.S. clients, primarily in Australia, Canada and the United Kingdom.

Other than the U.S. federal government, no single client accounted for more than 10% of our revenue for fiscal 2025, 2024 and 2023.

Contract Assets and Contract Liabilities

We invoice customers based on the contractual terms of each contract. However, the timing of revenue recognition may differ from the timing of invoice issuance.

Contract assets represent revenue recognized in excess of the amounts for which we have the contractual right to bill our customers. Such amounts are recoverable from customers based upon various measures of performance, including achievement of certain milestones or completion of a contract. In addition, many of our time-and-materials arrangements are billed in arrears pursuant to contract terms that are standard within the industry, resulting in contract assets and/or unbilled receivables being recorded, as revenue is recognized in advance of billings. Contract retentions, included in contract assets, represent amounts withheld by clients until certain conditions are met or the project is completed, which may extend beyond one year.

Contract liabilities consist of billings in excess of revenue recognized. Contract liabilities decrease as we recognize revenue from the satisfaction of the related performance obligation and increase as billings in advance of revenue recognition occur. Contract assets and liabilities are reported in a net position on a contract-by-contract basis at the end of each reporting period. There were no substantial non-current contract assets for the periods presented. Net contract assets/liabilities consisted of the following (in thousands):

	Fiscal Year Ended	
	September 28, 2025	September 29, 2024
Contract assets [1]	$ 138,232	$ 129,678
Contract liabilities	(420,254)	(351,738)
Contract liabilities - non-current [2]	**(2,628)**	**—**
Net contract liabilities	**$ (284,650)**	**$ (222,060)**

(1) Includes $12.8 million and $7.9 million of contract retentions at fiscal 2025 and 2024 year-ends, respectively.
(2) Reported under "Other non-current liabilities" on our consolidated balance sheet as of September 28, 2025.

Both our contract assets and contract liabilities increased at fiscal 2025 year-end compared to fiscal 2024 year-end, due to the timing of our milestone billing on fixed-price contracts which were different from the timing of revenue recognition on those contracts. In fiscal 2025 and 2024, we recognized revenue of approximately $251 million and $247 million, respectively, from amounts included in the contract liability balances at the end of fiscal 2024 and 2023, respectively.

Revenue is recognized by measuring progress over time under ASC Topic 606, "Revenue from Contracts with Customers". We estimate and measure progress on our contracts over time whereby we compare our total costs incurred on each contract as a percentage of the total expected contract costs. Changes in those estimates could result in the recognition of cumulative catch-up adjustments to the contract's inception-to-date revenue, costs and profit in the period in which such changes are made. As a result, in fiscal 2025, 2024 and 2023, we recognized net favorable revenue and operating income adjustments of $46.4 million, $29.8 million and $11.0 million, respectively.

Changes in revenue and cost estimates could also result in a projected loss, determined at the contract level, which would be recorded immediately in earnings. As of September 28, 2025 and September 29, 2024, our consolidated balance sheets included liabilities for anticipated losses of $13.5 million and $15.1 million, respectively. The estimated cost to complete these related contracts at the end of fiscal 2025 and 2024 was approximately $78 million and $101 million, respectively.

Accounts Receivable, Net

Net accounts receivable consisted of the following (in thousands):

	Fiscal Year Ended	
	September 28, 2025	**September 29, 2024**
Billed	$ 855,026	$ 707,406
Unbilled	310,818	348,907
Total accounts receivable	**1,165,844**	**1,056,313**
Allowance for doubtful accounts	(6,916)	(4,852)
Total accounts receivable, net	**$ 1,158,928**	**$ 1,051,461**

Billed accounts receivable represent amounts billed to clients that have not been collected. Unbilled accounts receivable, which represent an unconditional right to payment subject only to the passage of time, include unbilled amounts typically resulting from revenue recognized but not yet billed pursuant to contract terms or billed after the period end date. Substantially all of our unbilled receivables at fiscal 2025 year-end are expected to be billed and collected within 12 months. The allowance for doubtful accounts represents amounts that are expected to become uncollectible or unrealizable in the future. We estimate the allowance for uncollectible accounts based on management's consideration of trends in the actual and forecasted credit quality of our clients, including delinquency and payment history; type of client, such as government agency or a commercial sector client; and general economic and industry conditions, which may affect our clients' ability to pay.

Other than the U.S. federal government, no single client accounted for more than 10% of our accounts receivable at fiscal 2025 and 2024 year-ends.

Remaining Unsatisfied Performance Obligation ("RUPO")

Our RUPO represents a measure of the total dollar value of work to be performed on contracts awarded and in progress. We had $4.1 billion of RUPO as of September 28, 2025. Our RUPO increases with awards from new contracts or additions to existing contracts and decreases as work is performed and revenue is recognized on existing contracts. Our RUPO may also decrease when projects are canceled or modified in scope. We include a contract within our RUPO when the contract is awarded and an agreement on contract terms has been reached.

We expect to satisfy our RUPO as of fiscal 2025 year-end over the following periods (in thousands):

	Amount
Within 12 months	$ 2,848,652
Beyond [1]	1,252,475
Total	**$ 4,101,127**

[1] The majority of this amount is expected to be recognized over the subsequent two-year period.

Although RUPO reflects business that is considered to be firm, cancellations, deferrals or scope adjustments may occur. Our RUPO is adjusted to reflect any known project cancellations, revisions to project scope and cost, foreign currency exchange fluctuations and project deferrals, as appropriate. Our operations and maintenance contracts can generally be terminated by the clients without a substantive financial penalty; therefore, the remaining performance obligations on such contracts are limited to the notice period required for the termination (usually 30, 60 or 90 days).

4. Stock Repurchase and Dividends

On May 5, 2025, our Board of Directors authorized an additional $500 million stock repurchase program in addition to the previous $400 million stock repurchase program authorized on October 5, 2021. In fiscal 2025, we repurchased and settled 7,304,697 shares with an average price of $34.22 per share for a total cost of $250.0 million in the open market. In fiscal 2024 and 2023, we did not repurchase any shares of our common stock. At fiscal 2025 year-end, we had a remaining balance of $597.8 million under our stock repurchase program.

The following table presents dividends declared and paid in fiscal 2025, 2024 and 2023:

Declare Date	Dividend Paid Per Share	Record Date	Payment Date	Dividends Paid (in thousands)
November 11, 2024	$ 0.058	November 27, 2024	December 13, 2024	$ 15,549
January 27, 2025	0.058	February 12, 2025	February 26, 2025	15,351
May 5, 2025	0.065	May 23, 2025	June 5, 2025	17,092
July 28, 2025	0.065	August 15, 2025	August 29, 2025	17,047
Total dividends paid as of September 28, 2025				**$ 65,039**
November 13, 2023	$ 0.052	November 30, 2023	December 13, 2023	$ 13,873
January 29, 2024	0.052	February 14, 2024	February 27, 2024	13,908
April 29, 2024	0.058	May 20, 2024	May 31, 2024	15,522
July 29, 2024	0.058	August 15, 2024	August 30, 2024	15,525
Total dividends paid as of September 29, 2024				**$ 58,828**
November 7, 2022	$ 0.046	November 21, 2022	December 9, 2022	$ 12,186
January 30, 2023	0.046	February 13, 2023	February 24, 2023	12,242
May 8, 2023	0.052	May 24, 2023	June 6, 2023	13,840
August 7, 2023	0.052	August 23, 2023	September 6, 2023	13,845
Total dividends paid as of October 1, 2023				**$ 52,113**

Subsequent Events. On November 10, 2025, our Board of Directors declared a quarterly cash dividend of $0.065 per share payable on December 12, 2025 to stockholders of record as of the close of business on December 1, 2025.

5. Acquisitions and Divestitures

Acquisitions

In fiscal 2025, we acquired Carron + Walsh ("CAW"), based in the Republic of Ireland. CAW delivers project and cost management solutions for large-scale commercial, life science, residential and infrastructure programs across Europe. CAW has valued relationships and framework agreements with life science clients, public sector bodies, housing authorities, financial lenders and private development companies. In fiscal 2025, we also acquired SAGE Group Holdings ("SAGE"), an Australian consulting firm that provides innovative technology and high-quality automation services that optimize operational efficiency and drive digital transformation for commercial and government clients across the municipal water, energy, transportation, defense and manufacturing sectors. Both CAW and SAGE are included in our CIG segment. The aggregate fair value of the purchase price of these two acquisitions was $147 million. This amount consisted of $104 million in initial cash payments and $43 million of the estimated fair value of contingent earn-out obligations, with a maximum of $60 million, based on the achievement of specified operating income targets in each of the three years following their respective acquisition dates. The $147 million purchase price was allocated $13 million to net tangible assets, $14 million to identifiable intangible assets, $4 million to deferred income tax liability and $124 million to goodwill. The purchase price allocations for these acquisitions are preliminary and subject to adjustment as the estimates, assumptions, valuations and other analyses have not yet been finalized in order to make a definitive allocation.

In fiscal 2024, we acquired LS Technologies ("LST"), an innovative U.S. federal enterprise technology services and management consulting firm based in Fairfax, Virginia. LST provides high-end consulting and engineering services including advanced data analytics, cybersecurity and digital transformation solutions to U.S. government clients. Additionally, we acquired Convergence Controls & Engineering ("CCE"), an industry leader in process automation and systems integration solutions. CCE's expertise includes customized digital controls and software solutions, advanced data analytics, cloud data integration and cybersecurity applications. Both LST and CCE are included in our GSG segment. The aggregate fair value of the purchase price of these two acquisitions was $120 million. This amount consisted of $93 million in initial cash payments, $4 million of cash holdback related to a tax reserve, and $23 million for the estimated fair value of contingent earn-out obligations, with a maximum of $60 million, based upon the achievement of specified operating income targets in each of the three years following the acquisition dates. The $120 million purchase price was allocated $12 million to net tangible assets, $23 million to identifiable intangible assets, and $85 million to goodwill.

All of the aforementioned acquisitions in fiscal 2025 and 2024 were not considered material, individually or in aggregate, to our consolidated financial statements. As a result, no pro forma information has been provided.

On September 23, 2022, we made an all-cash offer to acquire all of the outstanding shares of RPS Group plc ("RPS"), a publicly traded company on the London Stock Exchange for 222 pence per share, through a scheme of arrangement, which was unanimously recommended by RPS' Board of Directors. On November 3, 2022, RPS' shareholders approved the scheme of arrangement. On January 19, 2023, the court-sanctioned scheme of arrangement to purchase RPS was approved, and we completed the acquisition on January 23, 2023. RPS delivers high-end solutions, especially in energy transformation, water and program management for government and commercial clients. Substantially all of RPS is included in our CIG segment.

The total purchase price of RPS was approximately £633 million ($784 million). In connection with the transaction, we incurred acquisition and integration costs of $33.2 million, primarily for professional fees, substantially all of which were paid as of fiscal 2023 year-end. On January 23, 2023, we also settled a foreign exchange forward contract that was integral to our plan to finance the RPS acquisition. The cash gain of $109.3 million did not qualify for hedge accounting. As a result, the gain was recognized as non-operating income over the life of the contract and not included in the purchase price allocation below. However, the cash proceeds of $109.3 million economically reduced the purchase price for the shares of RPS to approximately $675 million. This forward contract is explained further in Note 15, "Derivative Financial Instruments".

The table below represents the purchase price allocation for RPS based on estimates, assumptions, valuations and other analyses as of January 23, 2023. The all cash purchase consideration, excluding the aforementioned forward contract gain, was allocated to the tangible and intangible assets, and liabilities of RPS based on their estimated fair values, with any excess purchase consideration allocated to goodwill as follows (in thousands):

	Amount
Cash and cash equivalents	$ 32,093
Accounts receivable and contract assets	202,303
Prepaid expenses and other current assets	45,999
Income taxes receivables	1,999
Property and equipment	38,435
Right-of-use assets, operating leases	40,179
Intangible assets	174,094
Deferred income taxes	35,084
Other long-term assets	1,061
Total assets acquired	**571,247**
Account payable	$ (44,376)
Accrued compensation	(19,073)
Contract liabilities	(46,287)
Income tax payable	(7,083)
Short-term lease liabilities, operating leases	(13,477)
Other current liabilities	(135,474)
Current portion of long-term debt	(91,973)
Long-term lease liabilities, operating leases	(26,702)
Other long-term liabilities	(13,742)
Deferred tax liabilities	(41,613)
Total liabilities assumed	**(439,800)**
Fair value of net assets acquired	**131,447**
Goodwill	652,762
Total purchase consideration	**$ 784,209**

The following table summarizes the estimated fair values that were assigned to intangible assets at the acquisition date:

	Fair Value	Weighted-Average Estimated Useful Life
	(in thousands)	(in years)
Backlog	$ 27,880	1.6
Trade names	27,260	3.0
Client relations	118,954	11.1
Total intangible assets acquired	**$ 174,094**	**8.3**

Estimated fair value measurements for the intangible assets related to the RPS acquisition were made using Level 3 inputs including discounted cash flow techniques. Fair value was estimated using a multi-period excess earnings method for backlog and client relations and a relief from royalty method for trade names. The significant assumptions used in estimating fair value of backlog and client relations include (i) the estimated life the asset will contribute to cash flows, such as remaining contractual terms, (ii) revenue growth rates and EBITDA margins, (iii) attrition rate of customers, and (iv) the estimated discount rates that reflect the level of risk associated with receiving future cash flows. The significant assumptions used in estimating fair value of trade names include the royalty rates and discount rates.

Supplemental Pro Forma Information (Unaudited)

Following are the supplemental consolidated financial results of Tetra Tech and RPS on an unaudited pro forma basis, as if the RPS acquisition had been consummated as of the beginning of fiscal 2023 (in thousands):

	Fiscal Year Ended
	October 1, 2023
Revenue	$ 4,780,404
Net income including noncontrolling interests	223,857

Our fiscal 2023 consolidated results reflect RPS' contribution of revenue of approximately $600 million, with net income, including interest expense, of $3.6 million, or $0.01 per share, before the related intangible amortization of $26.8 million.

In fiscal 2023, we also acquired Amyx, Inc. (“Amyx”), an enterprise technology services, cybersecurity and management consulting firm based in Reston, Virginia. With over 500 employees, Amyx provides application modernization, cybersecurity, systems engineering, financial management and program management support on over 30 Federal Government programs. Amyx is included in our GSG segment. The total fair value of the purchase price of Amyx was $120.9 million, consisted of a $100.0 million payable in a promissory note issued to the sellers (paid subsequent to closing), $8.7 million of payables related to estimated post-closing adjustments, and $12.2 million for the estimated fair value of contingent earn-out obligations, with a maximum of $25.0 million, based upon the achievement of specified operating income targets in each of the three years following the acquisition date. Amyx was not considered material to our consolidated financial statements. As a result, no pro forma information has been provided.

The majority of the goodwill from fiscal 2024 acquisitions is deductible for tax purposes, while the majority of the goodwill from the fiscal 2023 and 2025 acquisitions is not deductible for tax purposes. The results of our acquisitions were included in our consolidated financial statements beginning on the respective closing dates.

In fiscal 2025, our goodwill additions from CAW and SAGE acquisitions reflect the anticipated synergies related to proven systems and technology in project management, cost management, project controls and automation services which will provide superior project outcomes and drive digital transformation for defense, government and commercial customers, as delivered by a workforce with extensive technical expertise. In fiscal 2024, our goodwill additions from the LST and CCE acquisitions reflect the extensive technical knowledge of the acquired workforces, the anticipated synergies in data analytics, cybersecurity and digital transformation services, and collective reputations of these acquisitions in providing mission critical solutions to both commercial and government customers. In fiscal 2023, our goodwill additions are primarily attributable to the significant technical expertise residing in embedded workforces that are sought out by clients, synergies expected to arise after the acquisitions in the areas of enterprise technology services, data management, energy transformation, water, program management, and data analytics and the long-standing reputations of RPS and Amyx. These acquisitions further expand and complement our market-leading positions in water and environment; enhanced by a combined suite of differentiated data analytics and digital technologies, and expansion into existing and new geographies.

Intangible assets with finite lives arise from business acquisitions and are amortized based on the period over which the contractual or economic benefit of the intangible assets are expected to be realized on a straight-line basis over the useful lives of the underlying assets, ranging from one to 12 years. These consist of client relations, backlog and trade names. For detailed information regarding our intangible assets, see Note 6, “Goodwill and Intangible Assets”.

Most of our acquisition agreements include contingent earn-out agreements, which are generally based on the achievement of future operating income thresholds. The contingent earn-out arrangements are based on our valuations of the acquired companies and reduce the risk of overpaying for acquisitions if the projected financial results are not achieved. The fair values of any earn-out arrangements are included as part of the purchase price of the acquired companies on their respective acquisition dates. For each transaction, we estimate the fair value of contingent earn-out payments as part of the initial purchase price and record the estimated fair value of contingent consideration as a liability in “Current contingent earn-out liabilities” and “Non-current contingent earn-out liabilities” on the consolidated balance sheets. We consider several factors when determining that contingent earn-out liabilities are part of the purchase price, including the following: (1) the valuation of our acquisitions is not supported solely by the initial consideration paid, and the contingent earn-out formula is a critical and material component of the valuation approach to determining the purchase price; and (2) the former owners of acquired companies that remain as key employees receive compensation other than contingent earn-out payments at a reasonable level compared with the compensation of our other key employees. The contingent earn-out payments are not affected by employment termination.

We measure our contingent earn-out liabilities at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy. We use a probability-weighted discounted income approach as a valuation technique to convert future estimated cash flows to a single present value amount. The significant unobservable inputs used in the fair value measurements are operating income projections over the earn-out period (generally three or five years) and the probability outcome percentages we assign to each scenario. Significant increases or decreases to either of these inputs in isolation would result in a significantly higher or lower liability, with a higher liability capped by the contractual maximum of the contingent earn-out obligation. Ultimately, the liability will be equivalent to the amount paid, and the difference between the fair value estimate and amount paid will be recorded in earnings. The amount paid that is less than or equal to the contingent earn-out liability on the acquisition date is reflected as cash used in financing activities in our consolidated statements of cash flows. Any amount paid in excess of the contingent earn-out liability on the acquisition date is reflected as cash used in operating activities in our consolidated statements of cash flows.

We review and reassess the estimated fair value of contingent consideration on a quarterly basis, and the updated fair value could differ materially from the initial estimates. Changes in the estimated fair value of our contingent earn-out liabilities related to the time component of the present value calculation are reported in interest expense. Adjustments to the estimated fair value related to changes in all other unobservable inputs are reported in operating income. In each quarter during fiscal 2025, we evaluated our estimates for contingent consideration liabilities for the remaining earn-out periods for each individual acquisition, which included a review of their financial results to-date, the status of ongoing projects in their RUPO and the inventory of prospective new contract awards.

In fiscal 2025, we recorded adjustments to our contingent earn-out liabilities and reported a net gain to operating income of $12.2 million. The net gain primarily resulted from lower valuations of the contingent consideration liabilities for our prior acquisitions of LST and CCE, reflecting decreased valuations as their forecasted revenues and earnings did not become realized as previously anticipated.

In fiscal 2024, we recorded adjustments to our contingent earn-out liabilities and reported a net loss to operating income of $2.5 million. The net loss primarily resulted from increased valuations of the contingent consideration liabilities for our prior acquisitions of LST and BlueWater Federal Solutions, Inc., reflecting their financial performance that exceeded our previous expectations. These increases were partially offset primarily by a decreased valuation of the contingent consideration for Amyx, as forecasted revenues and earnings did not become realized as originally anticipated.

In fiscal 2023, we recorded adjustments to our contingent earn-out liabilities and reported a net loss to operating income of $12.3 million. The net loss primarily resulted from increased valuations of the contingent consideration liabilities for our prior acquisitions of Segue Technologies, Inc., Hoare Lea, LLP, The Integration Group of America and Piteau Associates, reflecting their financial performance that exceeded our previous expectations. These increases were partially offset by a decreased valuation of the contingent consideration for Amyx.

The following table summarizes the changes in the fair value of estimated contingent consideration (in thousands):

	Fiscal Year Ended		
	September 28, 2025	September 29, 2024	October 1, 2023
Beginning balance	$ 48,746	$ 73,422	$ 65,566
Estimated earn-out liabilities for acquisitions	43,493	23,038	12,248
Payments of contingent consideration	(26,225)	(54,050)	(21,328)
Adjustments to fair value reported in earnings	(12,228)	2,541	12,255
Interest accretion expense	2,661	2,639	2,480
Effect of foreign currency exchange rate changes	514	1,156	2,201
Ending balance	**$ 56,961**	**$ 48,746**	**$ 73,422**
Maximum potential payout at end of period	**$ 120,182**	**$ 102,006**	**$ 113,820**

Divestitures

In fiscal 2025, our Board of Directors approved a plan to divest a Norwegian subsidiary that we acquired with RPS ("RPS Norway"), a non-core business reported within our CIG segment. Management expects to complete the disposition within 12 months. In accordance with FASB ASC Topic 205, “Presentation of Financial Statements,” we determined that the divestiture of RPS Norway did not represent a strategic shift that would have a major effect on our consolidated results of operations, and therefore it’s results of operations were not reported as discontinued operations. We also concluded that the planned divestiture of RPS Norway met all the requisite held-for-sale criteria as of fiscal 2025 year-end. Therefore, the related assets and liabilities were reclassified as held-for-sale on our consolidated balance sheet as of September 28, 2025 and will be until the date of sale. No loss related to assets held-for-sale was recognized for the fiscal year ended September 28, 2025. This divestiture was not considered material to our consolidated financial statements. As a result, no pro forma information has been provided.

6. Goodwill and Intangible Assets

The following table summarizes the changes in the carrying value of goodwill by reportable segment (in thousands):

	GSG	CIG	Total
Balance at October 1, 2023	**$ 659,942**	**$ 1,220,302**	**$ 1,880,244**
Acquisition activity	84,865	—	84,865
Translation and other adjustments	6,010	75,450	81,460
Balance at September 29, 2024	**750,817**	**1,295,752**	**2,046,569**
Acquisition activity	—	124,292	124,292
Goodwill impairment	(92,416)	—	(92,416)
Classified as held-for-sale	—	(18,533)	(18,533)
Translation and other adjustments	110	(10,148)	(10,038)
Balance at September 28, 2025	**$ 658,511**	**$ 1,391,363**	**$ 2,049,874**

Goodwill amounts are presented net of reductions from historical impairment adjustments. The fiscal 2025 goodwill addition resulted from the purchase price allocations for our recent acquisitions which are preliminary and subject to adjustment based upon the final determinations of the net assets acquired and information to perform the final valuation. Goodwill adjustments primarily related to the foreign currency translation adjustments which resulted from our foreign subsidiaries with functional currencies that are different than our reporting currency.

We perform our annual goodwill impairment review at the beginning of our fiscal fourth quarter. Our last review at June 30, 2025 (i.e., the first day of our fourth quarter in fiscal 2025) indicated that we had no impairment of goodwill, and all of our reporting units had estimated fair values that were in excess of their carrying values, including goodwill. As of June 30, 2025, we had no reporting units that had estimated fair values that exceeded their carrying values by less than 38%, except for our Global Development Services reporting unit ("GDS") as described below.

We also regularly evaluate whether events and circumstances have occurred that may indicate a potential change in the recoverability of goodwill. We perform interim goodwill impairment reviews between our annual reviews if certain events and circumstances have occurred, such as a deterioration in general economic conditions; an increase in the competitive environment; a change in management, key personnel, strategy or customers; negative or declining cash flows; or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods. Although we believe that our estimates of fair value for these reporting units are reasonable, if financial performance for these reporting units falls significantly below our expectations or market prices for similar business decline, the goodwill for these reporting units could become impaired.

During the second quarter of fiscal 2025, events and circumstances occurred that indicated a potential change in the recoverability of the goodwill in GDS. GDS provides consulting and engineering services for international development agencies supporting humanitarian programs worldwide. Although several agencies are supported by this work (primarily for the U.S., Australia and United Kingdom governments), over eighty percent of the activity has historically been for the United States Agency for International Development ("USAID").

On January 20, 2025, President Trump signed Executive Order 14169, titled "Reevaluating and Realigning United States Foreign Aid", which initiated a 90-day pause on all U.S. foreign development assistance programs to assess their alignment with U.S. foreign policy objectives with few exemptions. Following a six-week review, on February 27, 2025, U.S. Secretary of State Rubio announced the cancellation of 83% of USAID programs, totaling approximately 5,200 contracts. Subsequently, we were notified that virtually all of our contracts with USAID were terminated for convenience. As a result of these events and circumstances, we performed an interim impairment review of the goodwill in GDS at our fiscal period end for February 2025.

We considered two methods to determine the fair value of the GDS reporting unit: (i) the Income Approach and (ii) the Market Approach. While each of these approaches is initially considered in the valuation of the business enterprise, the nature and characteristic of the reporting unit indicates which approach is most applicable. The Income Approach utilizes the discounted cash flow method, which focuses on the expected cash flow of the reporting unit. In applying this approach, the cash flow available for distribution is calculated for a finite period of years. Cash flow available for distribution is defined, for purposes of this analysis, as the amount of cash that could be distributed as a dividend without impairing the future profitability or operations of the reporting unit. The cash flow available for distribution and the terminal value (the value of the reporting unit at the end of the estimation period) are then discounted to present value to derive an indication of the value of the business enterprise. The Market Approach is comprised of the guideline public company method and guideline transactions method. The guideline company method focuses on comparing the reporting unit to select reasonably similar (or “guideline”) publicly traded companies. Under this method, valuation multiples are (i) derived from the operating data of selected guideline companies; (ii) evaluated and adjusted based on the strengths and weaknesses of the reporting units relative to the selected guideline companies; and (iii) applied to the operating data of the reporting unit to arrive at an indication of value. In the similar transactions method, consideration is given to prices paid in recent transactions that have occurred in the reporting unit's industry or in related industries.

For the interim impairment analysis of GDS, we utilized the Income Approach as it has the most direct correlation to the specific economics of the reporting unit. The estimated fair value of equity of GDS was made using Level 3 inputs including the estimated discount rate that reflects the level of risk associated with receiving future cash flows and the forecasted long-term growth rates of GDS's revenue and operating income. Based on our analysis, an impairment of $92.4 million was calculated as the deficit between the fair value of equity of the GDS reporting unit as compared to its carrying value, including goodwill of $130.5 million at our fiscal period end for February 2025. As a result, we recorded a non-cash goodwill impairment charge of $92.4 million included in operating income in the second quarter of fiscal 2025. The remaining $38.1 million of goodwill in GDS was primarily supported by our work for the Australia and United Kingdom foreign aid government agencies.

At of the annual impairment review date, the estimated fair value of the GDS reporting unit continued to approximate its carrying value. Accordingly, a future reduction in foreign aid budgets could result in additional impairment to the GDS reporting unit. Long-term assets other than goodwill in GDS are not material.

The gross amounts of goodwill for GSG were $768.6 million and $768.5 million at fiscal 2025 and 2024 year-ends, respectively, excluding accumulated impairment of $110.1 million and $17.7 million, respectively, for each period. The gross amounts of goodwill for CIG were $1,512.9 million and $1,417.3 million at fiscal 2025 and 2024 year-ends, respectively, excluding accumulated impairment of $121.5 million for each period.

The following table presents the gross amount and accumulated amortization of our acquired identifiable intangible assets with finite useful lives included in "Intangible assets, net" on the consolidated balance sheets ($ in thousands):

	Fiscal Year Ended						
	September 28, 2025				**September 29, 2024**		
	Weighted-Average Remaining Life (in years)	**Gross Amount**	**Accumulated Amortization**	**Net Amount**	**Gross Amount**	**Accumulated Amortization**	**Net Amount**
Client relations	7.3	$ 169,807	$ (56,241)	$ 113,566	$ 198,726	$ (57,975)	$ 140,751
Backlog	1.0	43,919	(40,397)	3,522	75,194	(71,101)	4,093
Trade names	0.5	34,805	(30,733)	4,072	40,926	(25,185)	15,741
Total		**$ 248,531**	**$ (127,371)**	**$ 121,160**	**$ 314,846**	**$ (154,261)**	**$ 160,585**

Amortization expense for the identifiable intangible assets for fiscal 2025, 2024 and 2023 was $37.1 million, $50.0 million and $41.2 million, respectively. Foreign currency translation adjustments increased net identifiable intangible assets by $13.4 million in fiscal 2024. These adjustments were immaterial in fiscal 2025.

Estimated amortization expense for the succeeding five fiscal years and beyond is as follows (in thousands):

	Amount
2026	$ 26,546
2027	17,398
2028	16,636
2029	15,722
2030	11,571
Beyond	33,287
Total	**$ 121,160**

7. Property and Equipment

Property and equipment consisted of the following (in thousands):

	Fiscal Year Ended	
	September 28, 2025	**September 29, 2024**
Equipment, furniture and fixtures	$ 140,695	$ 139,070
Leasehold improvements	46,883	44,883
Total property and equipment	**187,578**	**183,953**
Accumulated depreciation	(121,430)	(110,888)
Property and equipment, net	**$ 66,148**	**$ 73,065**

The depreciation expense related to property and equipment was $21.2 million, $23.7 million and $20.0 million for fiscal 2025, 2024 and 2023, respectively.

8. Income Taxes

Income before income taxes, by geographic area, was as follows (in thousands):

	Fiscal Year Ended		
	September 28, 2025	**September 29, 2024**	**October 1, 2023**
Income before income taxes:			
United States	$ 176,118	$ 294,401	$ 287,295
Foreign	201,499	169,065	113,683
Total income before income taxes	**$ 377,617**	**$ 463,466**	**$ 400,978**

Income tax expense consisted of the following (in thousands):

	Fiscal Year Ended		
	September 28, 2025	**September 29, 2024**	**October 1, 2023**
Current:			
Federal	$ 75,166	$ 76,851	$ 110,371
State	16,005	20,997	16,025
Foreign	49,794	44,402	28,970
Total current income tax expense	**140,965**	**142,250**	**155,366**
Deferred:			
Federal	(21,982)	(18,734)	(18,062)
State	(3,451)	(6,747)	(4,976)
Foreign	14,136	13,254	(4,802)
Total deferred income tax (benefit) expense	**(11,297)**	**(12,227)**	**(27,840)**
Total income tax expense	**$ 129,668**	**$ 130,023**	**$ 127,526**

Total income tax expense was different from the amount computed by applying the U.S. federal statutory rate to pre-tax income as follows:

	Fiscal Year Ended		
	September 28, 2025	**September 29, 2024**	**October 1, 2023**
Tax at federal statutory rate	21.0%	21.0%	21.0%
State taxes, net of federal benefit	2.6	2.4	2.2
Research and Development ("R&D") credits	(1.8)	(1.2)	(0.5)
Tax differential on foreign earnings	2.8	2.0	1.5
Goodwill impairment	3.2	—	—
Legal settlements	1.8	—	—
Stock compensation	0.2	(0.4)	(0.4)
Valuation allowance	0.4	(0.1)	1.3
Change in uncertain tax positions	0.9	1.3	11.6
Return to provision	(0.8)	(1.0)	1.1
Disallowed officer compensation	1.2	0.9	1.2
Unremitted earnings	0.2	0.4	0.2
Hedging gain	—	—	(5.7)
Deferred tax adjustments	(0.7)	0.8	(2.3)
Audit settlements	—	0.9	—
Receivables/payables adjustments	1.7	—	—
Other	1.6	1.1	0.6
Total income tax expense	**34.3%**	**28.1%**	**31.8%**

The effective tax rates for fiscal 2025, 2024 and 2023 were 34.3%, 28.1% and 31.8%, respectively. In fiscal 2025, we recognized a $92.4 million goodwill impairment as described in Note 6, “Goodwill and Intangible Assets”. We determined that $58.3 million of goodwill impairment is not deductible for income tax purposes. We also recognized a $115.0 million non-recurring charge related to legal contingencies as described in Note 18, "Commitments and Contingencies". We determined that $31.3 million of this charge is not tax deductible. The fiscal 2024 income tax expense included $4.2 million of expense for the settlement of various tax positions that were under audit for fiscal years 2011 through 2021. The fiscal 2023 income tax expense included non-operating income tax expenses totaling $20.6 million to (i) increase the tax liability for uncertain tax positions related to certain U.S. tax credits and an intercompany financing transaction, (ii) recognize the tax liability for foreign earnings, primarily in the United Kingdom and Australia, that are no longer indefinitely reinvested. Also, income tax expense was reduced by $1.6 million, $4.5 million and $4.6 million of excess tax benefits on share-based payments in fiscal 2025, 2024 and 2023, respectively.

Excluding the impact of the excess tax benefits on share-based payments in all years, the goodwill impairment and the legal contingency charge in fiscal 2025, the settlement amount in fiscal 2024, and the non-operating tax expenses in fiscal 2023, our effective tax rates for fiscal 2025, 2024 and 2023 were 27.4%, 28.1% and 27.8%, respectively.

In the normal course of business, we are subject to examination by tax authorities throughout the world. The major jurisdictions where we file income tax returns are the United States, Australia, Canada, and the United Kingdom. In the United States, Australia, and the United Kingdom, our income tax returns prior to fiscal year 2021 are no longer open for examination by tax authorities. In Canada, we are currently under examination for fiscal years 2014 to 2022.

Temporary differences comprising the net deferred income tax asset shown on the accompanying consolidated balance sheets were as follows (in thousands):

	Fiscal Year Ended	
	September 28, 2025	September 29, 2024
Deferred Tax Assets:		
State taxes	$ 2,973	$ 3,916
Reserves and contingent liabilities	7,620	—
Accounts receivable including the allowance for doubtful accounts	6,674	5,315
Accrued liabilities	51,924	64,929
Lease liabilities, operating leases	57,769	51,841
Stock-based compensation	1,772	1,923
Unbilled revenue	13,524	9,273
Loss and other carry-forwards	30,201	48,256
Property and equipment	8	—
Capitalized research and development	54,969	37,417
Capped call transactions	7,841	10,311
Valuation allowance	(17,791)	(16,841)
Total deferred tax assets	**217,484**	**216,340**
Deferred Tax Liabilities:		
Prepaid expense	(1,775)	(3,065)
Reserves and contingent liabilities	—	(153)
Right-of-use assets, operating leases	(55,736)	(51,841)
Intangibles	(74,883)	(81,623)
Undistributed earnings	(3,647)	(2,708)
Property and equipment	—	(1,583)
Total deferred tax liabilities	**(136,041)**	**(140,973)**
Net deferred tax assets	**$ 81,443**	**$ 75,367**
Reported As:		
Deferred tax assets excluding held-for-sale	$ 106,238	$ 105,529
Deferred tax assets held-for-sale	—	—
Deferred tax assets	**106,238**	**105,529**
Deferred tax liabilities excluding held-for-sale	(21,333)	(30,162)
Deferred tax liabilities held-for-sale	(3,462)	—
Deferred tax liabilities	**(24,795)**	**(30,162)**
Net deferred tax assets	**$ 81,443**	**$ 75,367**

Our foreign earnings are not considered indefinitely reinvested and any potential tax liability that would be incurred upon repatriation is recognized currently with the related income.

At September 28, 2025, we had available state net operating loss carry forwards of $25.3 million, of which $24.7 million expire at various dates from 2026 to 2044, and $0.6 million have no expiration date; and available foreign NOL carry forwards of $71.1 million, of which $12.7 million expire at various dates from 2026 to 2045, and $58.4 million have no expiration date. In addition, we had foreign capital loss carryforwards of $40.4 million, foreign corporate interest restriction allowances of $4.4 million. We have performed an assessment of positive and negative evidence regarding the realization of the deferred tax assets. This assessment included the evaluation of scheduled reversals of deferred tax liabilities, availability of carrybacks, cumulative losses in recent years, estimates of projected future taxable income and tax planning strategies. Although realization is not assured, based on our assessment, we have concluded that it is more likely than not that the assets will be realized except for the deferred tax assets related to certain loss carry-forwards for which a valuation allowance of $17.8 million has been provided.

At September 28, 2025, we had $40.9 million of unrecognized tax benefits, all of which, if recognized, would affect our effective tax rate. It is reasonably possible that the amount of the unrecognized tax benefits with respect to certain of our unrecognized tax positions may significantly decrease in the next 12 months. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	Fiscal Year Ended		
	September 28, 2025	**September 29, 2024**	**October 1, 2023**
Beginning balance	$ 41,440	$ 53,619	$ 8,908
Acquisition of RPS Group	—	—	6,012
Additions for current fiscal year tax positions	688	1,000	27,272
Additions for prior fiscal year tax positions	—	1,000	14,602
Reductions for prior fiscal year tax positions	(737)	—	(1,358)
Settlements	(532)	(14,179)	(1,817)
Ending balance	**$ 40,859**	**$ 41,440**	**$ 53,619**

We recognize potential interest and penalties related to unrecognized tax benefits in income tax expense. During fiscal 2025, 2024 and 2023, we accrued additional interest and penalties of $3.4 million, $3.8 million and $4.6 million, respectively. Additionally, we recorded reductions in accrued interest and penalties of $3.2 million and $2.0 million for fiscal 2024 and 2023, respectively, as a result of audit settlements and other prior-year adjustments. The amount of interest and penalties accrued at September 28, 2025, September 29, 2024 and October 1, 2023 was $12.0 million, $8.6 million and $8.0 million, respectively.

9. Long-Term Debt

Long-term debt consisted of the following (in thousands):

	Fiscal Year Ended	
	September 28, 2025	**September 29, 2024**
Credit facilities	$ 200,000	$ 250,000
Convertible notes	575,000	575,000
Debt issuance costs and discount	(11,637)	(12,366)
Long-term debt	**$ 763,363**	**$ 812,634**

On August 22, 2023, we issued $575.0 million in convertible notes that bear interest at a rate of 2.25% per annum payable in arrears on February 15 and August 15 of each year, beginning on February 15, 2024 and mature on August 15, 2028, unless converted, redeemed or repurchased (the "Convertible Notes"). Prior to May 15, 2028, the Convertible Notes will be convertible at the option of the holders only upon the occurrence of certain events and during certain periods. Thereafter, the Convertible Notes will be convertible at the option of the holders at any time until the close of business on the second scheduled trading day immediately preceding the maturity date.

The initial conversion rate applicable to the Convertible Notes was 25.4275 shares (5.0855 pre-stock split) of our common stock per $1,000 principal amount of the Convertible Notes, which was equivalent to an initial price of approximately $39.33 per share ($196.64 pre-stock split) of our common stock. The conversion rate is subject to adjustment for certain events, including stock splits and issuance of certain stock dividends on our common stock. The applicable conversion rate was 25.4614 shares of common stock per $1,000 principal amount of the Convertible Notes (equivalent to an adjusted conversion price of approximately $39.28 per share of common stock) at September 28, 2025. Upon conversion, we will pay cash up to the aggregate principal amount of the Convertible Notes to be converted and pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election, in respect of the remainder, if any, of our conversion obligation in excess of the aggregate principal amount of the Convertible Notes being converted. In addition, upon the occurrence of a "fundamental change" as defined in the indenture governing the Convertible Notes, holders may require us to repurchase for cash all or any portion of their Convertible Notes at a fundamental change repurchase price equal to 100% of the principal amount of the Convertible Notes to be repurchased plus any accrued and unpaid interest. If certain corporate events occur prior to the maturity date of the Convertible Notes or if we deliver a notice of redemption, we will, in certain circumstances, increase the conversion rate for a holder who elects to convert its Convertible Notes in connection with such event or notice of redemption.

We will not be able to redeem the Convertible Notes prior to August 20, 2026. On or after August 20, 2026, we have the option to redeem for cash all or any portion of the Convertible Notes if the last reported sale price of our common stock is equal to or greater than 130% of the conversion price for a specified period of time at a redemption price equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus any accrued but unpaid interest. In addition, as described in the indenture governing the Convertible Notes, certain events of default including, but not limited to, bankruptcy, insolvency or reorganization, may result in the Convertible Notes becoming due and payable immediately.

Our net proceeds from the offering were approximately $560.5 million after deducting the initial purchasers' discounts and commissions and offering expenses. We used approximately $51.8 million of the net proceeds to pay the cost of the capped call transactions described below. We used the remaining net proceeds to repay all $185.0 million principal amount outstanding under our revolving credit facility, the remaining $234.4 million principal amount outstanding under our senior secured term loan due 2027 under the Second Amended and Restated Credit Agreement, as well as approximately $89.4 million principal amount outstanding under our senior secured term loan due 2026 under the Third Amended and Restated Credit Agreement.

The Convertible Notes were recorded as a single unit within "Long-term debt" in our consolidated balance sheet as the conversion option within the Convertible Notes was not a derivative that would require bifurcation and the Convertible Notes did not involve a substantial premium. Transaction costs to issue the Convertible Notes were recorded as direct deductions from the related debt liabilities and are amortized to interest expense using the effective interest method over the terms of the Convertible Notes resulting in an effective annual interest rate of 2.79%.

The net carrying amount of the Convertible Notes was as follows (in thousands):

	Fiscal Year Ended	
	September 28, 2025	September 29, 2024
Principal	$ 575,000	$ 575,000
Unamortized discount and issuance costs	(8,625)	(11,434)
Net carrying amount	**$ 566,375**	**$ 563,566**

The following table sets forth the interest expense recognized related to the Convertible Notes (in thousands):

	Fiscal Year Ended	
	September 28, 2025	September 29, 2024
Interest expense	$ 12,938	$ 12,866
Amortization of discount and issuance costs	2,809	2,724
Total interest expense	**$ 15,747**	**$ 15,590**

Concurrent with the offering of the Convertible Notes, in August 2023, we entered into capped call transactions (the "Capped Call Transactions"). The Capped Call Transactions are expected generally to reduce the potential dilution of our common stock upon conversion of the Convertible Notes and/or offset any cash payments we elect to make in excess of the principal amount of converted Convertible Notes, as the case may be. If, however, the market price per share of our common stock, as measured under the terms of the Capped Call Transactions, exceeds the cap price of the Capped Call Transactions, there would nevertheless be dilution and/or there would not be an offset of such cash payments, in each case, to the extent that such market price exceeds the cap price of the Capped Call Transactions. The cap price of the Capped Call Transactions was initially $51.91 per share ($259.56 pre-stock split), which represented a premium of 65% over the last reported sale price of our common stock of $31.46 per share ($157.31 pre-stock split) on the NASDAQ Global Select Market on August 17, 2023. The cap price is subject to adjustment for certain events, including stock splits and issuance of certain stock dividends on our common stock. The adjusted cap price was approximately $51.84 per share at September 28, 2025. We recorded the Capped Call Transactions as separate transactions from the issuance of the Convertible Notes. The cost of $51.8 million incurred to purchase the Capped Call Transactions was recorded as a reduction to additional paid-in capital (net of $12.9 million in deferred taxes) on our consolidated balance sheet as of fiscal 2023 year-end.

On February 18, 2022, we entered into Amendment No. 2 to the Second Amended and Restated Credit Agreement ("Second Amended Credit Agreement") with a total borrowing capacity of $1.05 billion that was scheduled to mature in February 2027. The Second Amended Credit Agreement consisted of a $750 million senior secured, five-year facility that provides for a $250 million term loan facility ("Second Term Loan Facility") and a $500 million revolving credit facility (the "Second Revolving Credit Facility"). On October 26, 2022, we entered into a Third Amended and Restated Credit Agreement ("Third Amended Credit Agreement") that provided for an additional $500 million senior secured term loan facility ("Third Term Loan Facility") increasing our total borrowing capacity to $1.55 billion. On January 23, 2023, we drew the entire amount of the $500 million term loan facility which was scheduled to mature in January 2026. On May 5, 2025 we repaid all facilities in full as detailed below.

On May 5, 2025, we entered into a Fourth Amended and Restated Credit Agreement (“Amended Credit Agreement”) with a total borrowing capacity of $1.5 billion that will mature in May 2030. The Amended Credit Agreement is a $1.1 billion senior secured, five-year facility that provides for a $250 million 3-year term loan facility (the “3Y Term Loan Facility”), a $250 million 5-year term loan facility (“the 5Y Term Loan Facility”), and a $600 million revolving credit facility (the “Amended Revolving Credit Facility”). In addition, the Amended Credit Agreement includes a $400 million accordion feature that allows us to increase the Amended Credit Agreement to $1.5 billion subject to lender approval. The 5Y Term Loan Facility will be subject to quarterly amortization of principal, based upon the annual percentages of the original stated amount thereof (Year 1: 0.0%, Year 2: 0.0%, Year 3: 5.0%, Year 4: 10.0%, Year 5: 10.0%), with the first payment being due at the end of the first full fiscal quarter following the second anniversary of the Amendment Effective Date. The Amended Credit Agreement provides for, among other things, (i) refinance indebtedness under our Third Amended Credit Agreement; (ii) finance open market repurchases of common stock, acquisitions, and cash dividends and distributions; and (iii) utilize the proceeds for working capital, capital expenditures and other general corporate purposes. The Amended Credit Agreement provides for a reduction in the pricing levels of the Consolidated Leverage Ratio and the removal of the Secured Overnight Financing Rate ("SOFR") credit spread adjustment. The Amended Revolving Credit Facility includes a $100 million sublimit for the issuance of standby letters of credit, a $20 million sublimit for swingline loans, and a $400 million sublimit for multicurrency borrowings and letters of credit.

The entire 3Y Term Loan Facility and 5Y Term Loan Facility were drawn on May 5, 2025. The proceeds from these term loans were used to pay down our Third Term Loan Facility and the Second Revolving Credit Facility in full on May 5, 2025. We may borrow on the Amended Revolving Credit Facility, at our option, at either (a) a benchmark rate plus a margin that ranges from 1.000% to 1.750% per annum, or (b) a base rate for loans in U.S. dollars (the highest of the U.S. federal funds rate plus 0.50% per annum, the bank’s prime rate or the SOFR rate plus 1.00%, plus a margin that ranges from 0% to 0.75% per annum). In each case, the applicable margin is based on our Consolidated Leverage Ratio, calculated quarterly. The 5Y Term Loan Facility is subject to the same interest rate provisions. The 3Y Term Loan Facility was repaid on September 26, 2025. The Amended Credit Agreement expires on May 5, 2030, or earlier at our discretion upon payment in full of loans and other obligations.

At fiscal 2025 year-end, we had $200 million in outstanding borrowings under the Amended Credit Agreement, which consisted of $200 million under the 5Y Term Loan Facility and no borrowings under the Amended Revolving Credit Facility. The weighted-average interest rate of the outstanding borrowings under the credit facilities during fiscal 2025 was 5.63%. In addition, we had $0.7 million in standby letters of credit under the Amended Credit Agreement. At September 28, 2025, we had $599.3 million of available credit under the Amended Revolving Credit Facility, all of which could be borrowed without a violation of our debt covenants.

The Amended Credit Agreement contains certain affirmative and restrictive covenants, and customary events of default. The financial covenants provide for a maximum Consolidated Leverage Ratio of 3.50 to 1.00 (total funded debt/EBITDA, as defined in the Amended Credit Agreement) and a minimum Consolidated Interest Coverage Ratio of 3.00 to 1.00 (EBITDA/Consolidated Interest Charges, as defined in the Amended Credit Agreement). Our obligations under the Amended Credit Agreement are guaranteed by certain of our domestic subsidiaries and are secured by first priority liens on (i) the equity interests of certain of our subsidiaries, including those subsidiaries that are guarantors or borrowers under the Amended Credit Agreement, and (ii) the accounts receivable, general intangibles and intercompany loans and those of our subsidiaries that are guarantors or borrowers. At fiscal 2025 year-end, we were in compliance with these covenants with a consolidated leverage ratio of 1.13x and a consolidated interest coverage ratio of 17.31x.

In addition to the Amended Credit Agreement, we maintain other credit facilities, which may be used for short-term cash advances and bank guarantees. At fiscal 2025 year-end, there were no outstanding borrowings under these facilities and the aggregate amount of standby letters of credit outstanding was $53.8 million. As of September 28, 2025 we had no bank overdrafts related to our disbursement bank accounts.

The following table presents scheduled maturities of our long-term debt as of fiscal 2025 year-end (in thousands):

	Amount
2027	$ 3,125
2028	590,625
2029	25,000
2030	156,250
Total	$ 775,000

10. Leases

Our operating leases are primarily for corporate and project office spaces. To a much lesser extent, we have operating leases for vehicles and equipment. Our operating leases have remaining lease terms of one month to ten years, some of which may include options to extend the leases for up to five years.

We determine if an arrangement is a lease at inception. Operating leases are included in "Right-of-use assets, operating leases", "Short-term lease liabilities, operating leases" and "Long-term lease liabilities, operating leases" in the consolidated balance sheets. Our finance leases are primarily for certain IT equipment and are immaterial.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, incremental borrowing rates are used based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset at the commencement date also includes any lease payments made to the lessor at or before the commencement date and initial direct costs less lease incentives received. Lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term.

In fiscal 2023, we exited certain lease arrangements as a result of the RPS acquisition and its subsequent integration. Accordingly, we evaluated the ongoing value of the ROU assets associated with the discontinued lease agreements. Based on this evaluation, we determined that some long-lived assets were no longer recoverable and were in fact impaired. Fair value was based on expected future cash flows using Level 3 inputs under ASC Topic 820, Fair Value Measurement. The cash flows are those expected to be generated by the market participants, discounted at a real estate-based rate of interest. As a result of our evaluation, we recorded a $16.4 million non-cash charge related to the ROU operating lease asset impairment which was reported in our fiscal 2023 consolidated statement of income, and a corresponding decrease to our ROU assets operating leases on our consolidated balance sheet at fiscal 2023 year-end.

The components of lease costs are as follows (in thousands):

	Fiscal Year Ended	
	September 28, 2025	**September 29, 2024**
Operating lease cost	$ 102,518	$ 100,002
Sublease income	(985)	(589)
Total lease cost	**$ 101,533**	**$ 99,413**

Supplemental cash flow information related to leases is as follows (in thousands):

	Fiscal Year Ended	
	September 28, 2025	**September 29, 2024**
Operating cash flows for operating leases	$ 76,536	$ 79,354
Right-of-use assets obtained in exchange for new operating lease liabilities	90,969	62,601

Supplemental balance sheet and other information related to leases are as follows (in thousands):

	Fiscal Year Ended	
	September 28, 2025	September 29, 2024
Operating leases:		
Right-of-use assets	$ 197,618	$ 177,950
Lease liabilities:		
Current	$ 69,099	$ 63,419
Non-current	154,695	140,095
Total operating lease liabilities	**$ 223,794**	**$ 203,514**
Weighted-average remaining lease term:		
Operating leases	4.4 years	4.5 years
Weighted-average discount rate:		
Operating leases	4.2 %	3.6 %

As of fiscal 2025 year-end, we had $7.0 million of operating leases that have not yet commenced.

A maturity analysis of the future undiscounted cash flows associated with our lease liabilities at fiscal 2025 year-end is as follows (in thousands):

	Amount
2026	$ 74,692
2027	62,620
2028	39,533
2029	24,744
2030	18,778
Beyond	21,421
Total lease payments	**241,788**
Less: imputed interest	(17,994)
Total present value of lease liabilities	**$ 223,794**

11. Employee Benefits

In fiscal 2020, the Canadian federal government implemented the Canadian Emergency Wage Subsidy ("CEWS") program in response to the negative impact of the coronavirus disease 2019 pandemic on businesses operating in Canada. Some of our Canadian legal entities qualified for and applied for these CEWS cash benefits to partially offset the impacts of revenue reductions and on-going staffing costs. The $21 million total received was initially recorded in "Other long-term liabilities" until all potential amendments to the qualification criteria, including some that were proposed with retroactive application, were finalized in fiscal 2022. In the first quarter of fiscal 2024, we distributed approximately $10 million to our Canadian employees. The remaining was distributed in the first quarter of fiscal 2025. We have no outstanding applications for further government assistance.

12. Stockholders' Equity and Stock Compensation Plans

Stock Split. On September 9, 2024, we completed a five-for-one stock split of our common stock. All share, equity award and per share amounts and related stockholders' equity balances presented herein have been retroactively adjusted, where applicable, to reflect the stock split.

At fiscal 2025 year-end, we had the following stock-based compensation plans:

- *2015 Equity Incentive Plan ("2015 EIP").* Key employees and non-employee directors may be granted equity awards, including stock options, performance share units ("PSUs") and restricted stock units ("RSUs"). Shares issued with respect to awards granted under the 2015 EIP other than stock options or stock appreciation rights, which are referred to as "full value awards", are counted against the 2015 EIP's aggregate share limit as three shares for every share or unit actually issued. No awards have been made under the 2015 Equity Incentive Plan since the adoption of the 2018 Equity Incentive Plan on March 8, 2018 as described below.
- *2018 Equity Incentive Plan ("2018 EIP").* Key employees and non-employee directors may be granted equity awards, including stock options, PSUs and RSUs. Shares issued with respect to awards granted under the 2018

EIP other than stock options or stock appreciation rights, which are referred to as "full value awards", are counted against the 2018 EIP's aggregate share limit as one share for every share or unit issued. At fiscal 2025 year-end, there were 12.5 million shares available for future awards pursuant to the 2018 EIP.

- *Employee Stock Purchase Plan ("ESPP").* Purchase rights to purchase common stock are granted to our eligible full and part-time employees, and shares of common stock are issued upon exercise of the purchase rights. An aggregate of 431,811 shares may be issued pursuant to such exercise. The maximum amount that an employee can contribute during a purchase right period is $5,000. The exercise price of a purchase right is the lesser of 100% of the fair market value of a share of common stock on the first day of the purchase right period (the business day preceding January 1) or 85% of the fair market value on the last day of the purchase right period (December 15, or the business day preceding December 15 if December 15 is not a business day).

The following table presents our stock-based compensation and related income tax benefits (in thousands):

	Fiscal Year Ended		
	September 28, 2025	September 29, 2024	October 1, 2023
Total stock-based compensation	$ 33,946	$ 31,155	$ 28,607
Income tax benefit related to stock-based compensation	(6,826)	(6,489)	(5,779)
Stock-based compensation, net of tax benefit	**$ 27,120**	**$ 24,666**	**$ 22,828**

We recognize the fair value of our stock-based awards as compensation expense on a straight-line basis over the requisite service period in which the award vests. Most of these amounts were included in selling, general and administrative expenses on our consolidated statements of income.

Stock Options

The following table presents our stock option activity for fiscal 2025 year-end:

	Number of Options (in thousands)	Weighted-Average Exercise Price per Share	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding on September 29, 2024	332	$ 8.41		
Exercised	(66)	5.63		
Outstanding on September 28, 2025	266	$ 8.73	1.6	$ 6,528
Vested or expected to vest on September 28, 2025	266	$ 8.73	1.6	$ 6,528
Exercisable on September 28, 2025	266	$ 8.73	1.6	$ 6,528

The aggregate intrinsic value in the table above represents the total intrinsic value (the difference between our closing stock price on the last trading day of fiscal 2025 and the exercise price, times the number of shares) that would have been received by the in-the-money option holders if they had exercised their options on September 28, 2025. This amount will change based on the fair market value of our stock.

No stock options were granted in fiscal 2025, 2024 and 2023. The aggregate intrinsic value of options exercised during fiscal 2025, 2024 and 2023 was $2.2 million, $12.7 million and $2.5 million, respectively.

Net cash proceeds from the exercise of stock options were $0.5 million, $3.1 million and $0.6 million for fiscal 2025, 2024 and 2023, respectively. Our policy is to issue shares from our authorized shares upon the exercise of stock options. The actual income tax benefit realized from exercises of nonqualified stock options for fiscal 2025, 2024 and 2023 was $0.5 million, $2.8 million and $0.6 million, respectively.

RSU and PSU

RSU awards are granted to our key employee and non-employee directors. The fair value of the RSU was determined at the date of grant using the market price of the underlying common stock as of the date of grant. All of the RSUs have time-based vesting over a four-year period, except that RSUs awarded to directors vest after one year. The total compensation cost of the awards is then amortized over their applicable vesting period on a straight-line basis.

PSU awards are granted to our executive officers and non-employee directors. All of the PSUs are performance-based and vest, if at all, after the conclusion of the three-year performance period. The number of PSUs that ultimately vest is based 50% on growth in our diluted earnings per share ("EPS") and 50% on our relative total shareholder return over the vesting period. For these performance-based awards, our expected performance is reviewed to estimate the percentage of shares that will vest. The total compensation cost of the awards is then amortized over their applicable vesting period on a straight-line basis.

A summary of the RSU and PSU activity under our stock plans is as follows:

	RSU		PSU	
	Number of Shares (in thousands)	Weighted-Average Grant Date Fair Value per Share	Number of Shares (in thousands)	Weighted-Average Grant Date Fair Value per Share
Nonvested balance at October 2, 2022	**1,495**	**$ 22.28**	**1,358**	**$ 21.85**
Granted	525	31.27	281	39.10
Vested	(595)	20.81	(689)	19.97
Adjustment [(1)]	—	—	344	19.97
Forfeited	(78)	28.00	(45)	38.74
Nonvested balance at October 1, 2023	**1,347**	**26.12**	**1,249**	**25.64**
Granted	723	33.14	279	41.08
Vested	(508)	25.87	(431)	30.61
Adjustment [(1)]	—	—	193	30.61
Forfeited	(75)	31.45	(29)	40.36
Nonvested balance at September 29, 2024	**1,487**	**29.35**	**1,261**	**27.78**
Granted	490	40.23	237	40.44
Vested	(487)	31.30	(341)	48.13
Adjustment [(1)]	—	—	165	48.13
Forfeited	(46)	34.87	(3)	41.31
Nonvested balance at September 28, 2025	**1,444**	**$ 32.21**	**1,319**	**$ 27.30**

[(1)] Fiscal 2023 includes a payout adjustment of 343,960 PSUs due to the actual performance level achieved for PSUs granted in fiscal 2020 that vested during fiscal 2023. Fiscal 2024 includes a payout adjustment of 193,340 PSUs due to the actual performance level achieved for PSUs granted in fiscal 2021 that vested during fiscal 2024. Fiscal 2025 includes a payout adjustment of 164,907 PSUs due to the actual performance level achieved for PSUs granted in fiscal 2022 that vested during fiscal 2025.

In fiscal 2025, 2024 and 2023, we awarded 490,144, 723,420 and 525,410 shares of RSUs, respectively, to our key employees and non-employee directors. The weighted-average grant-date fair value of RSUs granted during fiscal 2025, 2024 and 2023 was $40.23, $33.14 and $31.27, respectively. At fiscal 2025 year-end, there were 1,443,600 RSUs outstanding. RSU forfeitures result from employment terminations prior to vesting. Forfeited shares return to the pool of authorized shares available for award. We use historical data as a basis to estimate the probability of forfeitures related to RSUs and the ESPP Plan.

In fiscal 2025, 2024 and 2023, we awarded 236,928, 279,180 and 281,070 shares of PSUs, respectively, to our executive officers and non-employee directors. The weighted-average grant-date fair value of PSUs granted in fiscal 2025, 2024 and 2023 was $40.44, $41.08 and $39.10, respectively. At fiscal 2025 year-end, there were 1,318,754 PSUs outstanding.

The stock-based compensation expense related to RSUs and PSUs for fiscal 2025, 2024 and 2023 was $31.4 million, $29.1 million and $26.2 million, respectively, and was included in total stock-based compensation expense. The actual income tax benefit realized from RSUs and PSUs for fiscal 2025, 2024 and 2023 was $1.0 million, $1.6 million and $4.0 million, respectively. At fiscal 2025 year-end, there was $47.4 million of unrecognized stock-based compensation costs related to nonvested RSUs and PSUs that will be substantially recognized by fiscal 2029 year-end.

ESPP

The following table summarizes shares purchased, weighted-average purchase price, and cash received for shares purchased under the ESPP (in thousands, except for purchase price):

	Fiscal Year Ended		
	September 28, 2025	September 29, 2024	October 1, 2023
Shares purchased	458	522	492
Weighted-average purchase price per share	$ 33.39	$ 28.14	$ 25.66
Cash received from exercise of purchase rights	$ 15,307	$ 14,675	$ 12,628

The grant date fair value of each award granted under the ESPP was estimated using the Black-Scholes option pricing model with the following assumptions:

	Fiscal Year Ended		
	September 28, 2025	September 29, 2024	October 1, 2023
Dividend yield	0.6%	0.7%	0.7%
Expected stock price volatility	29.2%	27.1%	38.0%
Risk-free rate of return, annual	4.1%	4.7%	4.7%
Expected life (in years)	1	1	1

For fiscal 2025, 2024 and 2023, we based our expected stock price volatility on historical volatility behavior and current implied volatility behavior. The risk-free rate of return was based on constant maturity rates provided by the U.S. Treasury. The expected life was based on the ESPP terms and conditions.

Stock-based compensation expense for fiscal 2025, 2024 and 2023 included $2.6 million, $2.0 million and $2.4 million, respectively, related to the ESPP. The unrecognized stock-based compensation costs for awards granted under the ESPP at fiscal 2025 and 2024 year-ends were $0.7 million and $0.5 million, respectively. At fiscal 2025 year-end, ESPP participants had accumulated $14.3 million to purchase our common stock.

13. Retirement Plans

We have defined contribution plans in various countries where we have employees. This primarily includes 401(k) plans in the United States. For fiscal 2025, 2024 and 2023, employer contributions to the U.S. plans were $39.2 million, $35.3 million and $31.6 million, respectively.

Additionally, we have established a non-qualified deferred compensation plan for certain key employees and non-employee directors. These eligible employees and non-employee directors may elect to defer the receipt of salary, incentive payments, restricted stock, PSU and RSU awards and non-employee director fees. The plan is accounted for in accordance with applicable authoritative guidance on accounting for deferred compensation arrangements where amounts earned are held in a rabbi trust and invested. Employee deferrals are deposited into a rabbi trust, and the funds are generally invested in individual variable life insurance contracts that we own and are specifically designed to informally fund savings plans of this nature. At fiscal 2025 and 2024 year-ends, our consolidated balance sheets reflect assets of $84.5 million and $70.1 million, respectively, related to the deferred compensation plan in "Other long-term assets," and liabilities of $80.0 million and $74.3 million, respectively, related to the deferred compensation plan in "Other long-term liabilities." The net gains and losses related to the deferred compensation plan were immaterial for fiscal 2025, 2024 and 2023.

In connection with an acquisition, we assumed a defined benefit pension plan (the “Plan”), which was operated for all qualifying employees. The assets of the Plan are held in a separate trustee administered fund. The plan is closed to new participants and to future benefit accrual. Under the agreed schedule of contributions, we make no further contributions, and continue to pay the expenses of administering the plan.

The change in the defined benefit obligation, the change in fair value of plan assets and the amounts recognized in the Consolidated Statement of Income, the Consolidated Statement of Comprehensive Income and the Consolidated Statements of Shareholders’ Equity for fiscal 2025, 2024 and 2023 were immaterial.

The Plan's funded status was as follows (in thousands):

	Fiscal Year Ended	
	September 28, 2025	**September 29, 2024**
Fair value of plan assets	$ 43,553	$ 46,815
Benefit obligation	(34,901)	(39,722)
Net surplus	$ 8,652	$ 7,093

The net surplus is reflected in other long-term assets on our consolidated balance sheets as of fiscal 2025 and 2024 year-ends. The benefits paid in fiscal 2025 and 2024 were $2.5 million and $1.5 million, respectively.

The fair values of the plan assets are substantially categorized within Level 2 of the fair value hierarchy. The fair values of the plan assets by major asset categories were as follows (in thousands):

	Fiscal Year Ended	
	September 28, 2025	**September 29, 2024**
Equities	$ 692	$ 3,739
Mutual funds	23,750	22,923
Liability driven investment funds	15,607	15,833
Bonds	2,647	2,657
Cash/other	857	1,663
Fair value of plan assets	**$ 43,553**	**$ 46,815**

We seek a competitive rate of return relative to an appropriate level of risk depending on the funded status and obligations of each plan and typically employ both active and passive investment management strategies. The risk in our practices includes diversification across asset classes and investment styles and periodic rebalancing toward asset allocation targets. The target asset allocation selected for each plan reflects a risk/return profile that we believe is appropriate relative to each plan’s liability structure and return goals.

Principal assumptions used for the benefit obligation in the valuation are as follows:

	Fiscal Year Ended	
	September 28, 2025	September 29, 2024
Discount rate	5.85 %	5.00 %
Rate of inflation	2.75% to 3.15%	2.70% to 3.15%

14. Earnings per Share

Basic EPS is computed by dividing net income available to common stockholders by the weighted-average common shares outstanding for the period. Diluted EPS is computed by dividing net income by the weighted-average number of common shares outstanding and dilutive potential common shares for the period. Potential common shares include the weighted-average dilutive effects of stock-based awards and shares underlying our Convertible Notes.

For fiscal 2025 and fiscal 2024, our Convertible Notes, described in Note 9, "Long-Term Debt", had a dilution impact on the dilutive potential common shares, which was calculated using the if-converted method. The dilution impact was due to the price of our common stock exceeding the conversion price. The related Capped Call Transactions were excluded from the calculation of dilutive potential common shares as their effect is anti-dilutive. For fiscal 2025, 2024 and 2023, no options were excluded from the calculation of dilutive potential common shares.

The following table presents the number of weighted-average shares used to compute basic and diluted EPS (in thousands, except per share data):

	Fiscal Year Ended		
	September 28, 2025	September 29, 2024	October 1, 2023
Net income attributable to Tetra Tech	$ 247,724	$ 333,382	$ 273,420
Weighted-average common shares outstanding – basic	264,713	267,364	266,015
Effect of diluted stock options and unvested restricted stock	1,942	2,125	2,170
Shares issuable assuming conversion of convertible notes	468	553	—
Weighted-average common stock outstanding – diluted	267,123	270,042	268,185
Earnings per share attributable to Tetra Tech:			
Basic	$ 0.94	$ 1.25	$ 1.03
Diluted	$ 0.93	$ 1.23	$ 1.02

15. Derivative Financial Instruments

We periodically use certain interest rate derivative contracts to hedge interest rate exposures on our variable rate debt. We also enter into foreign currency derivative contracts with financial institutions to reduce the risk that cash flows and earnings could adversely be affected by foreign currency exchange rate fluctuations. Our hedging program is not designated for trading or speculative purposes.

We recognize derivative instruments as either assets or liabilities on the accompanying consolidated balance sheets at fair value. We record changes in the fair value (i.e., gains or losses) of the derivatives that have been designated as cash flow hedges in our consolidated balance sheets as accumulated other comprehensive income, and in our consolidated statements of income for those derivatives designated as fair value hedges. Our derivative contracts are categorized within Level 2 of the fair value hierarchy.

In the fourth quarter of fiscal 2022, we entered into a forward contract to acquire GBP 714.0 million at a rate of 1.0852 for a total of USD $774.8 million that was integrated with our plan to acquire RPS. This contract matured on December 30, 2022. On December 28, 2022, we entered into an extension of the integrated forward contract to acquire GBP 714.0 million at a rate of 1.086 for a total of USD $775.4 million, extending the maturity date to January 23, 2023, the closing date of the RPS acquisition. Although an effective economic hedge of our foreign exchange risk related to this transaction, the forward contract did not qualify for hedge accounting. As a result, the forward contract was marked-to-market with changes in fair value recognized in earnings each period. The intrinsic value of the forward contract was immaterial at inception as the GBP/USD spot and forward exchange rates were essentially the same. The fair value of the forward contract at October 2, 2022 was $19.9 million, and an unrealized gain of the same amount was recognized in our fourth quarter of fiscal 2022 results. On January 23, 2023, the forward contract was settled at the fair value of $109.3 million. We recognized additional gains of

$68.0 million and $21.4 million in the first and second quarters of fiscal 2023, respectively. All gains related to this transaction were reported in “Other non-operating income" on our consolidated income statements for the respective periods.

In fiscal 2018, we entered into five interest rate swap agreements that we designated as cash flow hedges to fix the interest rates on the borrowings under our term loan facility. The five swaps expired on July 31, 2023. We recognized a loss of $2.4 million and reported on our fiscal 2023 consolidated statement of comprehensive income. There were no derivative instruments that were not designated as hedging instruments for fiscal 2025, 2024 and 2023.

16. Reclassifications Out of Accumulated Other Comprehensive Income (Loss)

The accumulated balances and reporting period activities for fiscal 2025, 2024 and 2023 related to reclassifications out of accumulated other comprehensive income (loss) are summarized as follows (in thousands):

	Foreign Currency Translation Adjustments	(Loss) Gain on Derivative Instruments	Net Pension Adjustments	Accumulated Other Comprehensive (Loss) Income
Balances at October 2, 2022	**$ (210,556)**	**$ 2,412**	**$ —**	**$ (208,144)**
Other comprehensive income (loss) before reclassifications	12,623	(5,192)	2,638	10,069
Amounts reclassified from accumulated other comprehensive income				
Interest rate contracts, net of tax [1]	—	2,780	—	2,780
Net current-period other comprehensive income (loss)	**12,623**	**(2,412)**	**2,638**	**12,849**
Balances at October 1, 2023	**$ (197,933)**	**$ —**	**$ 2,638**	**$ (195,295)**
Other comprehensive income before reclassifications	115,120	—	1,300	116,420
Net current-period other comprehensive income	**115,120**	**—**	**1,300**	**116,420**
Balances at September 29, 2024	**$ (82,813)**	**$ —**	**$ 3,938**	**$ (78,875)**
Other comprehensive income (loss) before reclassifications	(17,165)	—	263	(16,902)
Net current-period other comprehensive income (loss)	**(17,165)**	**—**	**263**	**(16,902)**
Balances at September 28, 2025	**$ (99,978)**	**$ —**	**$ 4,201**	**$ (95,777)**

[1] This accumulated other comprehensive component is reclassified to "Interest expense" in our consolidated statements of income. See Note 15, "Derivative Financial Instruments", for more information.

17. Fair Value Measurements

We classified our assets and liabilities that were carried at fair value in one of the following categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3: Unobservable inputs that are not corroborated by market data.

Derivative Instruments. Our derivative instruments are categorized within Level 2 of the fair value hierarchy. For additional information about our derivative financial instruments (see Note 2, "Basis of Presentation" and Note 15, "Derivative Financial Instruments").

Contingent Consideration. We measure our contingent earn-out liabilities at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy (see Note 2, "Basis of Presentation" and Note 5, "Acquisitions and Divestitures" for further information).

Debt. The fair value of long-term debt under our credit facility was determined using the present value of future cash flows based on the borrowing rates currently available for debt with similar terms and maturities (Level 2 measurement). The carrying value of our long-term debt under our credit facility approximated fair value at the end of our fiscal 2025 and 2024. At fiscal 2025 year-end, we had $200 million in outstanding borrowings under the Amended Credit Agreement, which consisted of $200 million under the 5Y Term Loan Facility and no borrowings under the Amended Revolving Credit Facility.

The estimated fair value of our $575 million Convertible Notes was determined based on the trading price of the Convertible Notes as of the last trading day of fiscal 2025. We consider the fair value of the Convertible Notes to be a Level 2 measurement as they are not actively traded in markets. The carrying amounts and estimated fair values of the Convertible Notes were approximately $566 million and $620 million, respectively, at September 28, 2025, and $564 million and $743 million, respectively, at September 29, 2024 (see Note 9, "Long-Term Debt**").**

Defined Benefit Pension Plan. The fair values of the plan assets are primarily categorized within Level 2 of the fair value hierarchy. For additional information about our defined benefit pension plan (see Note 13, "Retirement Plans").

18. Commitments and Contingencies

We are subject to certain claims and lawsuits typically filed against the consulting and engineering profession, alleging primarily professional errors or omissions. We carry professional liability insurance, subject to certain deductibles and policy limits, against such claims. However, in some actions, parties are seeking damages that exceed our insurance coverage or for which we are not insured. While management does not believe that the resolution of these claims will have a material adverse effect, individually or in aggregate, on our financial position, results of operations or cash flows, management acknowledges the uncertainty surrounding the ultimate resolution of these matters.

On July 15, 2019, following an initial January 14, 2019 filing, the Civil Division of the United States Attorney's Office of the United States Department of Justice ("the USAO") filed an amended complaint in the intervention of three qui tam actions filed against our wholly-owned subsidiary, Tetra Tech EC, Inc. ("TtEC"), in the U.S. District Court for the Northern District of California ("the Court"). The complaint alleged False Claims Act ("FCA") violations and breach of contract related to TtEC's contracts to perform environmental remediation services at the former Hunters Point Naval Shipyard in San Francisco, California (the "Covered Conduct"). On March 5, 2024, the Court granted the USAO's motion to amend the filing to include additional claims against TtEC under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") and common law.

To explore whether a negotiated resolution was possible, TtEC began engaging in discussions with the USAO during the first quarter of fiscal 2025 regarding a potential resolution of all claims. On January 17, 2025, TtEC entered into a settlement agreement with the United States of America, acting through the USAO and on behalf of the Department of the Navy (collectively, the "United States"), and also filed a proposed consent decree with the Court, to resolve this litigation.

TtEC entered into the settlement agreement and consent decree to avoid delay, uncertainty and expense of protracted litigation. The settlement agreement and consent decree contain no admission of liability by TtEC.

Under the terms of the settlement agreement and consent decree, TtEC agreed to pay the United States $57 million and $40 million for FCA and CERCLA claims, respectively (the "Settlement Amounts"). In the second quarter of fiscal 2025, we paid the $57 million settlement related to the FCA claim. The $40 million CERCLA settlement payment was in the fourth quarter of fiscal 2025. Upon entry of the consent decree by the Court and the United States' receipt of the Settlement Amounts, the United States released TtEC from any, and all civil or administrative monetary claims for the Covered Conduct under the civil FCA, the CERCLA, and other specified civil statutes and common law theories of liability.

Several ancillary claims brought by third-party private plaintiffs arising from the same services provided by TtEC at Hunters Point are also ongoing. The settlement agreement and consent decree do not resolve these ancillary claims.

TtEC has initiated litigation with the insurance carrier with which TtEC maintained liability policies regarding the reasonably possible payment or reimbursement of a significant portion of the Settlement Amounts. TtEC can give no assurances as to what portion, if any, of the Settlement Amounts will be recovered from the insurance carrier.

As a result of the settlement agreement and consent decree with the United States and in connection with discussions regarding the ancillary claims, we recorded a $115.0 million charge to operating income ($97.0 million for the settlement and $18.0 million estimated for the ancillary claims, respectively) in the first quarter of fiscal 2025.

19. Reportable Segments

We manage our operations under two reportable segments, GSG and CIG.

GSG provides high-end consulting and engineering services primarily to U.S. government clients (federal, state and local) and international development agencies worldwide. GSG supports U.S. government civilian and defense agencies with services in water, environment, sustainable infrastructure, information technology and disaster management. GSG provides engineering design services for U.S. based federal and municipal clients, especially in water infrastructure, flood protection and solid waste.

CIG provides high-end consulting and engineering services to U.S. commercial clients, and international clients, inclusive of the commercial and government sectors. CIG supports commercial clients worldwide in energy, industrial, high-performance buildings and aerospace markets. CIG also provides sustainable infrastructure and related environmental, engineering and project management services to commercial and local government clients across Canada, in Asia Pacific (primarily Australia and New Zealand), Europe, the United Kingdom and South America (primarily Brazil).

Our Chief Executive Officer serves as the chief operating decision maker ("CODM") and is responsible for evaluating segment performance and allocating resources to our segments. The CODM assesses segment revenue and segment operating income on a monthly basis by comparing actual results against the annual plan. This evaluation supports strategic decisions related to segment profitability, resource allocation, pricing strategies, and cost optimization. The segment operating income is presented before amortization expense associated with acquisitions and other unallocated corporate costs. It is calculated as revenue less subcontractor costs, and other segment items including other costs of revenue and segment selling, general, and administrative expenses.

Certain expenses are not allocated to GSG and CIG segments for purposes of making operating decisions or evaluating financial performance and are reported under corporate expenses. These expenses include amortization of intangibles, goodwill impairment charges, contingent consideration gains and losses, acquisition and integration expenses, certain legal contingency costs, as well as other costs and benefits that our CODM deems to be enterprise in nature. Corporate expenses also include stock-based compensation expense related to corporate employees.

We account for inter-segment revenue and transfers as if they were to third parties; that is, by applying a negotiated fee onto the costs of the services performed. All significant intercompany balances and transactions are eliminated in consolidation.

Our CODM does not use assets by segment to evaluate performance or allocate resources; therefore, we do not provide disclosure of assets by segment. The accounting policies for segment reporting are the same as for our consolidated financial statements. The tables below present financial information of our reportable segments (in thousands):

	Fiscal Year Ended September 28, 2025		
	GSG	**CIG**	**Total**
Revenue from external customers	$ 2,637,426	$ 2,805,164	$ 5,442,590
Inter-segment revenue	36,483	39,483	75,966
Segment revenue	2,673,909	2,844,647	5,518,556
Elimination of inter-segment revenue			(75,966)
Total consolidated revenue			**5,442,590**
Subcontractor costs - external	(504,644)	(320,586)	(825,230)
Subcontractor costs - inter-segment	(39,483)	(36,483)	(75,966)
Segment subcontractor costs	(544,127)	(357,069)	(901,196)
Elimination of inter-segment subcontractor costs			75,966
Total consolidated subcontractor costs			**(825,230)**
Other segment items [(1)]	(1,789,231)	(2,130,713)	(3,919,944)
Segment operating income	**340,551**	**356,865**	**697,416**
Reconciliation of profit (segment operating income):			
Legal contingency costs			(115,000)
Impairment of goodwill			(92,416)
Contingent consideration – fair value adjustments			12,228
Interest income			9,837
Interest expense			(40,639)
Other corporate expenses [(3)]			(93,809)
Income before income tax expense			**$ 377,617**

	Fiscal Year Ended September 29, 2024		
	GSG	CIG	Total
Revenue from external customers	$ 2,445,746	$ 2,752,933	$ 5,198,679
Inter-segment revenue	37,609	33,798	71,407
Segment revenue	2,483,355	2,786,731	5,270,086
Elimination of inter-segment revenue			(71,407)
Total consolidated revenue			**5,198,679**
Subcontractor costs - external	(539,579)	(337,238)	(876,817)
Subcontractor costs - inter-segment	(33,798)	(37,609)	(71,407)
Segment subcontractor costs	(573,377)	(374,847)	(948,224)
Elimination of inter-segment subcontractor costs			71,407
Total consolidated subcontractor costs			**(876,817)**
Other segment items (1)	(1,628,952)	(2,083,374)	(3,712,326)
Segment operating income	**281,026**	**328,510**	**609,536**
Reconciliation of profit (segment operating income):			
Acquisition and integration expenses			(7,138)
Contingent consideration – fair value adjustments			(2,541)
Interest income			7,288
Interest expense			(44,559)
Other corporate expenses (3)			(99,120)
Income before income tax expense			**$ 463,466**

	Fiscal Year Ended October 1, 2023		
	GSG	CIG	Total
Revenue from external customers	$ 2,128,330	$ 2,394,220	$ 4,522,550
Inter-segment revenue	30,559	30,429	60,988
Segment revenue	2,158,889	2,424,649	4,583,538
Elimination of inter-segment revenue			(60,988)
Total consolidated revenue			**4,522,550**
Subcontractor costs - external	(493,020)	(278,441)	(771,461)
Subcontractor costs - inter-segment	(30,429)	(30,559)	(60,988)
Segment subcontractor costs	(523,449)	(309,000)	(832,449)
Elimination of inter-segment subcontractor costs			60,988
Total consolidated subcontractor costs			**(771,461)**
Other segment items (1)(2)	(1,403,678)	(1,871,899)	(3,275,577)
Segment operating income	**231,762**	**243,750**	**475,512**
Reconciliation of profit (segment operating income):			
Acquisition and integration expenses			(28,105)
Right-of-use operating lease asset impairment			(1,158)

Contingent consideration – fair value adjustments	(12,255)
Interest income	5,898
Interest expense	(52,435)
Other non-operating income	89,402
Other corporate expenses (3)	(75,881)
Income before income tax expense	**$ 400,978**

(1) These amounts include $3.0 million, $3.3 million and $3.3 million of GSG depreciation expense for fiscal 2025, 2024 and 2023, respectively, and $17.8 million, $20.1 million and $16.3 million of CIG depreciation expense for fiscal 2025, 2024 and 2023, respectively. Additionally, our GSG other segment items include the equity in the net income of investees accounted for by the equity method of $1.1 million, $1.6 million and $2.8 million for fiscal 2025, 2024 and 2023, respectively. Our CIG other segment items also reflect the equity in the net income of investees accounted for by the equity method of $2.5 million, $3.3 million and $3.2 million for fiscal 2025, 2024 and 2023, respectively.

(2) The fiscal 2023 amounts include lease impairment of $15.1 million ($6.8 million in GSG and $8.3 million in CIG) as well as acquisition and integration expenses of $5.1 million in CIG.

(3) Other corporate expenses include the amortization expense of intangible assets of $37.1 million, $50.0 million and $41.2 million for fiscal 2025, 2024 and 2023, respectively. These amounts also include $19.3 million, $18.5 million and $16.4 million of stock-based compensation expense for fiscal 2025, 2024 and 2023, respectively.

The table below presents revenue by geographic area (in thousands):

	Fiscal Year Ended		
Revenue:	**September 28, 2025**	**September 29, 2024**	**October 1, 2023**
United States	$ 3,445,844	$ 3,198,823	$ 2,863,635
United Kingdom	771,723	711,617	601,157
Australia	489,102	529,114	449,507
Canada	512,295	498,575	436,222
Others	223,626	260,550	172,029
Total	**$ 5,442,590**	**$ 5,198,679**	**$ 4,522,550**

Long-lived assets consist of property and equipment and exclude other assets, operating lease assets, goodwill, intangible assets and deferred tax assets. The following table presents long-lived assets by geographic area (in thousands):

	Fiscal Year Ended	
Long-lived assets:	**September 28, 2025**	**September 29, 2024**
United States	$ 15,675	$ 17,612
United Kingdom	20,756	19,503
Australia	10,793	11,990
Netherlands	8,932	12,371
Canada	7,181	8,177
Others	2,811	3,412
Total	**$ 66,148**	**$ 73,065**

20. Related Party Transactions

We often provide services to unconsolidated joint ventures. The table below presents revenue and reimbursable costs related to services we provided to our unconsolidated joint ventures (in thousands):

	Fiscal Year Ended		
	September 28, 2025	September 29, 2024	October 1, 2023
Revenue	$ 64,454	$ 67,744	$ 83,148
Related reimbursable costs	57,777	61,637	78,489

Our consolidated balance sheets also included the following amounts related to these services (in thousands):

	Fiscal Year Ended	
	September 28, 2025	September 29, 2024
Accounts receivable, net	$ 14,848	$ 15,612
Contract assets	1,154	1,625
Contract liabilities	(6,583)	(4,237)

21. Quarterly Financial Information – Unaudited

In the opinion of management, the following unaudited quarterly data for the fiscal 2025 and 2024 reflect all adjustments necessary for a fair statement of the results of operations (in thousands, except per share data).

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Fiscal Year 2025				
Revenue	$ 1,420,561	$ 1,322,113	$ 1,369,816	$ 1,330,100
Income from operations	22,526	39,603	164,986	181,304
Net income attributable to Tetra Tech	747	5,388	113,844	127,745
Earnings per share attributable to Tetra Tech:				
Basic	$ —	$ 0.02	$ 0.43	$ 0.49
Diluted	$ —	$ 0.02	$ 0.43	$ 0.48
Weighted-average common shares outstanding:				
Basic	267,854	265,728	263,026	262,184
Diluted	271,886	267,439	264,855	264,247
Fiscal Year 2024				
Revenue	$ 1,228,267	$ 1,251,616	$ 1,344,323	$ 1,374,473
Income from operations	111,081	117,683	128,630	143,343
Net income attributable to Tetra Tech	74,972	76,446	85,810	96,154
Earnings per share attributable to Tetra Tech:				
Basic	$ 0.28	$ 0.29	$ 0.32	$ 0.36
Diluted	$ 0.28	$ 0.28	$ 0.32	$ 0.35
Weighted-average common shares outstanding:				
Basic	266,585	267,420	267,575	267,687
Diluted	268,690	269,375	270,260	271,656

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

None.

Item 9A. Controls and Procedures

Evaluation of disclosure controls and procedures and changes in internal control over financial reporting

At September 28, 2025, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. Based on our management's evaluation (with the participation of our principal executive officer and principal financial officer), our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), were effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, our principal executive and principal financial officer and effected by our Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with U.S. GAAP. Internal controls include those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, even effective internal control over financial reporting can only provide reasonable assurance of achieving their control objectives.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we assessed the effectiveness of our internal control over financial reporting at September 28, 2025, based on the criteria in *Internal Control – Integrated Framework* (2013) issued by the COSO. Based upon this assessment, management has concluded that our internal control over financial reporting was effective at September 28, 2025.

PricewaterhouseCoopers LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this Form 10-K, has issued a report on our internal control over financial reporting. This report, dated November 20, 2025, appears on pages 46-47 of this Form 10-K.

Consistent with the guidance issued by the Securities and Exchange Commission Staff, management's assessment of internal control over financial reporting excluded SAGE Group Holdings ("SAGE"), which we acquired on June 27, 2025. SAGE is a wholly owned subsidiary whose total assets and total revenues represent 1.2% and 0.8%, respectively, of the related consolidated financial statement amounts as of and for the fiscal year ended September 28, 2025.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the three months ended September 28, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Insider Trading Arrangements

During fiscal 2025, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or any "non-Rule 10b5-1 trading arrangement" as defined in Item 408(c) of Regulation S-K.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item relating to our directors and nominees, regarding compliance with Section 16(a) of the Exchange Act, and regarding our Audit Committee is included under the captions "Item No. 1 – Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance" in our Proxy Statement related to the 2026 Annual Meeting of Stockholders and is incorporated by reference.

Pursuant to General Instruction G (3) of Form 10-K, the information required by this item relating to our executive officers is included under the caption "Executive Officers of the Registrant" in Part I of this Report.

We have adopted a code of ethics that applies to our principal executive officer and all members of our finance department, including our principal financial officer and principal accounting officer. This code of ethics, entitled "Finance Code of Professional Conduct," is posted on our website. The Internet address for our website is www.tetratech.com, and the code of ethics may be found through a link to the Investor Relations section of our website.

We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K for any amendment to, or waiver from, a provision of this code of ethics by posting any such information on our website, at the address and location specified above.

Item 11. Executive Compensation

The information required by this item is included under the captions "Item No. 1 – Election of Directors" and "Executive Compensation Tables" in our Proxy Statement related to the 2026 Annual Meeting of Stockholders and is incorporated by reference.

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

The information required by this item relating to security ownership of certain beneficial owners and management, and securities authorized for issuance under equity compensation plans, is included under the caption "Security Ownership of Management and Significant Stockholders" in our Proxy Statement related to the 2026 Annual Meeting of Stockholders and is incorporated by reference.

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

The information required by this item relating to review, approval or ratification of transactions with related persons is included under the caption "Related Person Transactions," and the information required by this item relating to director independence is included under the caption "Item No. 1 – Election of Directors," in each case in our Proxy Statement related to the 2026 Annual Meeting of Stockholders and is incorporated by reference.

Item 14. Principal Accounting Fees and Services

The information required by this item is included under the caption "Item No. 4 – Ratification of Independent Registered Public Accounting Firm" in our Proxy Statement related to the 2026 Annual Meeting of Stockholders and is incorporated by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)	**Documents filed as part of this report**	**Page**
	1 Consolidated financial statements	

Tetra Tech, Inc.
SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

For the Fiscal Years Ended
October 1, 2023, September 29, 2024 and September 28, 2025
(in thousands)

	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions [1]	Other [2]	Balance at End of Period
Allowance for doubtful accounts:					
Fiscal 2023	$ 3,749	$ 813	$ (137)	540	$ 4,965
Fiscal 2024	4,965	2,765	(2,929)	51	4,852
Fiscal 2025	4,852	4,268	(2,182)	(22)	6,916
Income tax valuation allowance:					
Fiscal 2023	$ 12,286	$ —	$ (127)	$ 4,400	$ 16,559
Fiscal 2024	16,559	—	(720)	1,002	16,841
Fiscal 2025	16,841	3,246	—	(2,297)	17,790

(1) Primarily represents write-offs of uncollectible amounts, net of recoveries for the allowance for doubtful accounts.
(2) Includes losses in foreign jurisdictions, currency adjustments and valuation allowance adjustments related to net operating loss carry-forwards.

INDEX TO EXHIBITS

2.1	Rule 2.7 Announcement, dated as of September 23, 2022 (incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K dated September 26, 2022).
2.2	Cooperation Agreement, dated as of September 23, 2022 (incorporated by reference to Exhibit 99.2 of the Company’s Current Report on Form 8-K dated September 26, 2022).
3.1	Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 26, 2009).
3.2	Amendment to the Restated Certificate of Incorporation of Tetra Tech, Inc., dated September 6, 2024 (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K dated September 6, 2024).
3.3	Bylaws of the Company (amended and restated as of November 7, 2022) (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated November 10, 2022).
4.1	Indenture, dated as of August 22, 2023, by and between Tetra Tech, Inc. and U.S. Bank Trust Company, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K dated August 22, 2023).
4.2	Form of Global Note, representing Tetra Tech, Inc.’s 2.25% Convertible Senior Notes due 2028 (incorporated by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K dated August 22, 2023).
4.3	Description of Capital Stock.+
10.1	Fourth Amended and Restated Credit Agreement dated as of May 5, 2025 among Tetra Tech, Inc., Tetra Tech Canada Holding Corporation, Tetra Tech UK Holdings Limited, Tetra Tech Coffey Pty., Ltd., the subsidiary guarantors and the lenders party thereto and Bank of America, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 7, 2025).
10.2	Form of Confirmation for Capped Call Transactions (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K dated August 22, 2023).
10.3	Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2012).
10.4	2005 Equity Incentive Plan (as amended through November 7, 2011) (incorporated by reference to the Company's Proxy Statement for its 2012 Annual Meeting of Stockholders held on February 28, 2012).*
10.5	First Amendment to the 2005 Equity Incentive Plan (as amended through November 7, 2011) (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2013).*
10.6	2015 Equity Incentive Plan (incorporated by reference to the Company's Proxy Statement for its 2015 Annual Meeting of Stockholders held on March 5, 2015).*
10.7	2018 Equity Incentive Plan (incorporated by reference to the Company's Proxy Statement for its 2018 Annual Meeting of Stockholders held on March 8, 2018).*
10.8	Form of Indemnity Agreement entered into between the Company and each of its directors and executive officers (incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended October 3, 2004).*
10.9	Amended and Restated Deferred Compensation Plan (incorporated by reference to Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2020).*
10.10	Change of Control Severance Plan effective March 26, 2018 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 9, 2018).*

10.11 Executive Compensation Plan (as amended and restated November 14, 2013) (incorporated by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K for the fiscal year ended September 29, 2013).*

19.1 Tech, Inc. and Subsidiaries Insider Trading Policy.+

19.2 Tetra Tech, Inc. and Subsidiaries Insider Trading Policy – Pre-Clearance and Blackout Procedures.+

21 Subsidiaries of the Company.+

23 Consent of Independent Registered Public Accounting Firm (PricewaterhouseCoopers LLP).+

24 Power of Attorney (included on page 94 of this Annual Report on Form 10-K).

31.1 Chief Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a).+

31.2 Chief Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(a).+

32.1 Certification of Chief Executive Officer pursuant to Section 1350.+

32.2 Certification of Chief Financial Officer pursuant to Section 1350.+

95 Mine Safety Disclosures.+

97.1 Incentive Compensation Recoupment Policy +

101 The following financial information from our Company's Annual Report on Form 10-K, for the period ended September 28, 2025, formatted in Inline eXtensible Business Reporting Language: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statement of Comprehensive Income, (iv) Consolidated Statements of Equity, (v) Consolidated Statements of Cash Flows, (vi) Notes to Consolidated Financial Statements.+

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

---

* Indicates a management contract or compensatory arrangement.

\+ Filed herewith.

Item 16. Form 10-K Summary

None.

SIGNATURES

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

TETRA TECH, INC.

By: /s/ DAN L. BATRACK

Date: November 20, 2025

Dan L. Batrack
Chairman, Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Dan L. Batrack and Steven M. Burdick, jointly and severally, his attorney-in-fact, each with the full power of substitution, for such person, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might do or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ DAN L. BATRACK Dan L. Batrack	Chairman, Chief Executive Officer and President (Principal Executive Officer)	November 20, 2025
/s/ STEVEN M. BURDICK Steven M. Burdick	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	November 20, 2025
/s/ BRIAN N. CARTER Brian N. Carter	Senior Vice President, Corporate Controller (Principal Accounting Officer)	November 20, 2025
/s/ GARY R. BIRKENBEUEL Gary R. Birkenbeuel	Director	November 20, 2025
/s/ PRASHANT GANDHI Prashant Gandhi	Director	November 20, 2025
/s/ CHRISTIANA OBIAYA Christiana Obiaya	Director	November 20, 2025
/s/ KIMBERLY E. RITRIEVI Kimberly E. Ritrievi	Director	November 20, 2025
/s/ KIRSTEN M. VOLPI Kirsten M. Volpi	Director	November 20, 2025

[This page intentionally left blank]

COMPANY INFORMATION

BOARD OF DIRECTORS

Dan L. Batrack
Chairman and Chief Executive Officer,
Tetra Tech, Inc.

Gary R. Birkenbeuel
Retired Regional Assurance
Managing Partner, Ernst & Young LLP

Jeffrey R. Feeler
Former Chairman, Chief Executive Officer,
and President, US Ecology

Prashant Gandhi
Chief Business Officer, Melio Payments

M. Susan Hardwick
Retired Chief Executive Officer,
American Water

Christie Obiaya
Chief Executive Officer, Heliogen

Kimberly E. Ritrievi
President, The Ritrievi Group LLC

Kirsten M. Volpi
Executive Vice President, COO,
CFO, and Treasurer, Colorado
School of Mines

CHAIRMAN EMERITUS

Li-San Hwang
Former Chairman and
Chief Executive Officer, Tetra Tech, Inc.

CORPORATE LEADERSHIP

Dan L. Batrack
Chairman and Chief Executive Officer

Roger R. Argus
President

Steven M. Burdick
Executive Vice President,
Chief Financial Officer

Leslie L. Shoemaker
Executive Vice President, Chief
Innovation and Sustainability Officer

Preston Hopson
Executive Vice President, Chief Legal and
Human Capital Officer

William R. Brownlie
Senior Vice President,
Chief Engineer

Brian N. Carter
Senior Vice President, Corporate
Controller and Chief Accounting Officer

Craig L. Christensen
Senior Vice President,
Chief Information Officer

Richard A. Lemmon
Senior Vice President,
Corporate Administration

Brendan M. O'Rourke
Senior Vice President,
Enterprise Risk Management

OPERATIONAL LEADERSHIP

Jeremy Travis
President, Government Services
Group and U.S. Government Division

Jonathan S. Weiss
President, Commercial/International
Group and Energy Engineering Division

Craig Hatch
President, Europe and UK Division

Olivier H. Jeannot
President, Federal Information
Technology Division

Lauren Springer
President, U.S. Infrastructure Division

Meegan Sullivan
President, Asia Pacific Division

Bernard Teufele
President, Environment/Geotech Division

CORPORATE HEADQUARTERS

Tetra Tech, Inc.
3475 East Foothill Boulevard
Pasadena, California 91107-6024 USA

Telephone: +1 (626) 351-4664
Fax: +1 (626) 351-5291
tetratech.com

SHAREHOLDER INQUIRIES

Telephone: +1 (626) 470-2844
Email: investor.relations@tetratech.com

TRANSFER AGENT AND REGISTRAR

Computershare Trust Company, N.A.
P.O. Box 505000
Louisville, Kentucky 40233-5000

Telephone: +1 (800) 962-4284

STOCK LISTING

The Company's common stock is traded on the NASDAQ Global Select Market (Symbol: TTEK)