



2023 ANNUAL REPORT





OUR MISSION

WE CONNECT PEOPLE AND WORK

OUR VISION

TO BE THE TALENT SOLUTION FOR THE CHANGING WORLD OF WORK.

OUR VALUES

BE ACCOUNTABLE

We empower our people to take personal responsibility and have an impact.

BE OPTIMISTIC

We believe there is a solution to every problem. We are innovative, discovering new ways to get results.

BE PASSIONATE

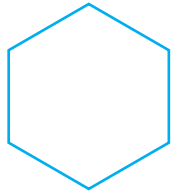
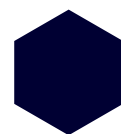
We are passionately committed to doing good and will go above and beyond.

BE RESPECTFUL

We listen and learn from each other and embrace our diverse views and experiences.

BE TRUE

We are true to who we are and what our clients need.



affinix[®] jobstack[®]
BY PEOPLES-COUT BY PEOPLES-READY

stafftrack[®]

AWARD-WINNING
TECHNOLOGY



464,000
PEOPLE CONNECTED
TO WORK IN 2023



67,000
CLIENTS SERVED
IN 2023



ONE OF THE
LARGEST
U.S. INDUSTRIAL
STAFFING
PROVIDERS



ONE OF THE
LARGEST
GLOBAL RPO
PROVIDERS



CONTINGENT, ON-DEMAND GENERAL AND SKILLED LABOR FOR INDUSTRIAL JOBS



TALENT SOLUTIONS FOR OUTSOURCING THE RECRUITING PROCESS FOR PERMANENT EMPLOYEES



CONTINGENT, ON-SITE INDUSTRIAL STAFFING AND COMMERCIAL DRIVER SERVICES



I am optimistic about our future and excited about our path forward. We are well-positioned for growth with tremendous strengths and assets including a unique combination of strong and established brands, proprietary technology, an expansive geographic presence, and a passionate team serving our customers every day. We have clear strategic priorities that will help us capitalize on growth opportunities ahead and enhance shareholder value.

Taryn Owen
President & CEO
TrueBlue



TO OUR SHAREHOLDERS:



It is an honor to write to you as CEO of TrueBlue. As a leading provider of specialized workforce solutions, we have a vision to be the talent solution for the changing world of work. Our mission to connect people and work is deeply personal to me, and it is a true privilege to work with such a talented and dedicated team of colleagues to be a force for good, making a difference in the lives of people around the world.

Our well-known, established brands each have a unique strategic focus to serve our customers' varied needs. In contingent staffing, PeopleReady is a leading provider of on-demand labor and skilled trades in the U.S. industrial market. Within PeopleManagement our SIMOS and StaffManagement businesses specialize in outsourced workforce solutions fostering multi-year onsite partnerships, while Centerline provides short- and long-term truck driving positions. Complementing our contingent staffing business, PeopleScout operates as one of the world's top recruitment service providers.

Over the past year, the TrueBlue team achieved significant positive impact for customers and managed through a continued challenging economic environment with agility and discipline. In 2023, we served 67,000 customers and connected 464,000 people with work. We have a strong balance sheet with \$62 million in cash and no debt. Additionally, we were able to leverage excess free cash flow to return more than \$30 million of capital to shareholders via share repurchases in 2023, bringing our cumulative total over the last three years to over \$110 million.

I am optimistic about our future and excited about our path forward. We are well-positioned for growth with tremendous strengths and assets including a unique combination of strong and established brands, proprietary technology, an expansive geographic presence, and a passionate team serving our customers every day. We have clear strategic priorities that will help us capitalize on growth opportunities ahead and enhance shareholder value.

Accelerate Our Digital Transformation

A key priority is the digital transformation of our business, positioning us to drive efficiency and expand our reach. We recently achieved a significant milestone in this area with the launch of a new, proprietary version of our JobStack app, which allows us to control our roadmap, implement competitive enhancements and quickly address the evolving

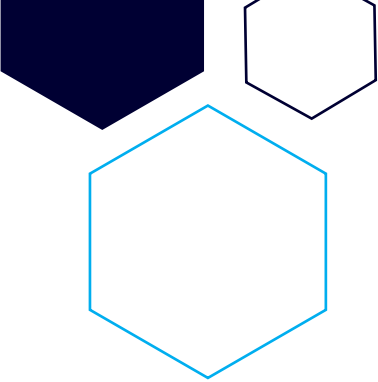
needs of our customers and associates. This new version of JobStack enhances our current suite of proprietary technology platforms that allow us to seamlessly connect with customers and associates across each of our businesses. We are also utilizing artificial intelligence (AI) in both our JobStack and Affnix platforms, allowing us to increase the effectiveness of job matching, enhance the candidate experience and create real-time labor-market insights. This combination of proprietary technology and our expansive local presence differentiates us from competitors and ultimately allows us to drive revenue growth.

Expand Into High-Growth End Markets

A key strategic focus area is to expand our presence into high-growth, less cyclical and under-penetrated end markets to capitalize on secular growth opportunities. We have a proven track record in the renewable energy space with our RenewableWorks business growing more than 100% in 2023 – that momentum has carried into 2024, and we are in a strong position to capitalize on further growth opportunities in that market. In addition to end market expansion, we will continue to extend our geographic presence in the areas of skilled trades and commercial trucking. We are also expanding our RPO business to target more high-value, professional roles and other high-growth end markets with some early wins in the healthcare space. Focusing on strategic expansion into high-growth end markets not only accelerates sales growth but will also help us mitigate the impact of future economic downturns.

Simplify Our Organizational Structure

We will enhance our focus and profitability through the simplification of our organizational structure. While we will continue to go to market under our current well-established brands, streamlining our organization will create opportunities to drive efficiencies and bring our teams closer to our customers and associates, enabling greater focus on operational excellence, cross-selling and innovation. We have already made progress in this area by bringing our SIMOS and Staff Management | SMX businesses together under single leadership to maximize synergies within our onsite business. We also recently announced the sale of our PeopleReady on-demand labor business in Canada, which will allow increased focus on our U.S. staffing operations where we are an industry leader. A more focused structure will help us reduce costs and leverage our strengths and assets to deliver long-term profitable growth.



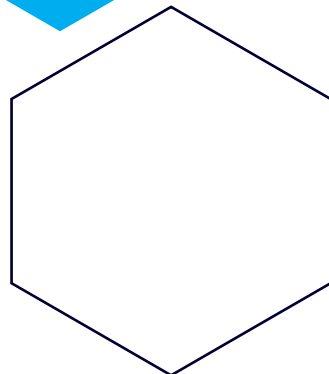
As we move into 2024, our teams are highly focused on growing sales, execution and delivering great service to our customers and associates. We have clear strategic priorities that we are committed to advancing, and we have tremendous strengths and assets to build upon. We are committed to executing with the discipline and focus it will take to return TrueBlue to profitable growth.

I am proud of the difference our work makes in the lives of people, and I am excited about our future. Thank you to all our TrueBlue team members for their resilience and dedication to serving our customers. Thank you to our customers around the world who place their trust in our partnership to help with their staffing needs. And thank you to you, our valued shareholders, for your support and confidence in TrueBlue.

I am honored to serve as CEO of TrueBlue, a company that is a force for good in our mission to connect people and work. I look forward to continued progress in 2024.

We Connect People and Work,

Taryn Owen
President & CEO
TrueBlue



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 if the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 25, 2023, the aggregate market value (based on the NYSE quoted closing price) of the common stock held by non-affiliates of the registrant was approximately \$0.5 billion.

As of February 14, 2024, there were 31,387,635 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this report is incorporated by reference from the registrant's definitive proxy statement relating to the Annual Meeting of Shareholders scheduled to be held May 15, 2024, which will be filed no later than 120 days after the end of the fiscal year to which this report relates.

TrueBlue, Inc.
Table of Contents

		Page
PART I		
Item 1.	Business	4
Item 1A.	Risk factors	12
Item 1B.	Unresolved staff comments	21
Item 1C.	Cybersecurity	21
Item 2.	Properties	23
Item 3.	Legal proceedings	23
Item 4.	Mine safety disclosures	23
PART II		
Item 5.	Market for registrant’s common equity, related stockholder matters and issuer purchases of equity securities	24
Item 6.	[Reserved]	25
Item 7.	Management’s discussion and analysis of financial condition and results of operations	26
Item 7A.	Quantitative and qualitative disclosures about market risk	39
Item 8.	Financial statements and supplementary data	40
Item 9.	Changes in and disagreements with accountants on accounting and financial disclosure	73
Item 9A.	Controls and procedures	73
	Report of management on internal control over financial reporting	73
	Report of independent registered public accounting firm	74
Item 9B.	Other information	75
Item 9C.	Disclosure regarding foreign jurisdictions that prevent inspections	75
PART III		
Item 10.	Directors, executive officers and corporate governance	76
Item 11.	Executive compensation	76
Item 12.	Security ownership of certain beneficial owners and management and related stockholder matters	76
Item 13.	Certain relationships and related transactions, and director independence	76
Item 14.	Principal accountant fees and services	76
PART IV		
Item 15.	Exhibits	77
	Index to exhibits	78
Item 16.	Form 10-K summary	80
	Signatures	81

COMMENT ON FORWARD LOOKING STATEMENTS

Certain statements in this Form 10-K, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements involve risks and uncertainties, and future events and circumstances could differ significantly from those anticipated in the forward-looking statements. These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “goal,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties that may cause actual results to differ materially from those expressed or implied in our forward-looking statements, including the risks and uncertainties described in “Risk Factors” (Part I, Item 1A of this Form 10-K), “Cybersecurity Risk Management and Strategy” (Part 1C of this Form 10-K), “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (Part II, Item 7 of this Form 10-K), and “Quantitative and Qualitative Disclosures about Market Risk” (Part II, Item 7A of this Form 10-K). Except as required by law, we undertake no duty to update or revise publicly any of the forward-looking statements after the date of this report or to conform such statements to actual results or to changes in our expectations, whether because of new information, future events, or otherwise.

PART I

Item 1. BUSINESS

OUR COMPANY

TrueBlue, Inc. (the “company,” “TrueBlue,” “we,” “us” and “our”) is a leading provider of specialized workforce solutions that help our clients improve productivity and grow their businesses. We began operations in 1989 and are headquartered in Tacoma, Washington.

BUSINESS OVERVIEW

In 2023, we connected approximately 464,000 people with work and served approximately 67,000 clients. Our operations are managed as three business segments: PeopleReady, PeopleScout and PeopleManagement.



PeopleReady connected approximately 195,000 people with work in fiscal 2023 within a broad range of industries that included construction, transportation, manufacturing, retail, hospitality and renewable energy. We connected individuals looking for general temporary, temp-to-hire and skilled trade positions with our vast network of clients.

In fiscal 2023, PeopleReady provided approximately 66,000 clients with dependable access to qualified associates for their on-demand, contingent general and skilled labor needs to supplement their permanent workforce. Our services range from providing one associate to hundreds, and are generally short-term in nature as they are filling the contingent staffing needs of our clients.

We have a network of approximately 600 branches across all 50 states in the United States (“U.S.”), Canada and Puerto Rico. Augmenting our branch network and consolidated service centers is our industry-leading mobile app, JobStack[®], which connects people with work 24 hours a day, seven days a week. JobStack creates a digital exchange between our associates and clients, competitively differentiates us, and allows our branch resources to expand their sales, recruiting and service delivery efforts.



PeopleScout, a global leader in recruitment process outsourcing (“RPO”) services, connected approximately 224,000 people with work in fiscal 2023, primarily in the U.S., Canada, the United Kingdom and Australia. Our RPO solutions are generally multi-year in duration, highly scalable and provide clients the support they need as their hiring volumes fluctuate. Our services are designed to lower client recruiting costs while improving the candidate experience by creating strategies that facilitate our clients’ talent acquisition, development and retention goals. To do so, we tailor our services to individual client needs by offering multiple solutions, including the following:

- **Full-cycle RPO solution:** Provides oversight of the entire talent acquisition strategy, including sourcing, screening, hiring and onboarding of candidates.
- **Project RPO solution:** Brings a full-scale RPO model to solve a specific client challenge for a defined scope of work and time.
- **Recruiter on demand solution:** Provides access to a network of highly-skilled talent acquisition experts, giving clients the option to choose the type of support they need with less cost and complexity than ramping up their internal teams.
- **Talent advisory solution:** Provides employer branding, recruitment marketing, talent insights, diversity, equity and inclusion consulting, candidate assessment services and talent acquisition strategy consulting.

Our proprietary technology platform, Affinix[®], uses machine learning to rapidly source a qualified talent pool within minutes, and further engages candidates through a seamless digital experience. Affinix provides real-time insights to our clients, helping our dedicated service delivery teams efficiently and effectively manage the entire recruitment process. Client contracts are generally multi-year in duration and pricing is typically composed of a fee for each hire and/or talent consulting fees. Pricing is impacted by factors such as geography, volume, job type, degree of recruiting difficulty, and the scope of outsourced recruitment and employer branding services included.

PeopleScout also includes our managed service provider (“MSP”) business, which manages our clients’ contingent labor programs including vendor selection, performance management, compliance monitoring and risk management. As the client’s exclusive MSP, we have dedicated service delivery teams, which work as an integrated partner with our clients to increase the productivity of their contingent workforce program.



PeopleManagement connected approximately 45,000 people with work in fiscal 2023.

Our On-Site business provides and manages contingent associates at clients’ facilities through our Staff Management | SMX (“Staff Management”) and SIMOS Insourcing Solutions (“SIMOS”) branded services throughout the U.S., Canada and Puerto Rico. Our client engagements are generally multi-location and multi-year, and include scalable recruiting, screening, hiring and management of the contingent workforce. We deploy dedicated management and service teams that work side-by-side with a client’s full-time workforce. Our teams are an integral part of the production and logistics process, and specialize in labor-intensive manufacturing, warehousing and distribution. We offer hourly and productivity-based (cost-per-unit) pricing options for industrial staffing solutions. The productivity-based pricing leverages a strategically engineered on-site solution to incentivize performance improvements in cost, quality and on-time delivery using a fixed price-per-unit approach. Both hourly and productivity-based pricing are impacted by factors such as geography, volume, job type and degree of recruiting difficulty.

PeopleManagement also provides dedicated and contingent commercial drivers to the transportation and distribution industries through our Centerline Drivers (“Centerline”) brand. Centerline matches drivers to each client’s specific needs, allowing them to improve productivity, control costs, ensure compliance and deliver improved service. Centerline offers three solutions for clients:

- **Flexible Drivers solution:** On-demand service helping clients find drivers where and when they need them.
- **Driver Management Services solution:** Fully outsourced recruitment, management and supervision of drivers for a client.
- **Mobile Drivers solution:** Short-term relocation of qualified, experienced drivers for special projects or to high-need markets or remote locations where drivers are unavailable.

INDUSTRY AND MARKET DYNAMICS

The staffing industry, which includes our PeopleReady and PeopleManagement businesses, plays a key role in many employers' talent strategies. Staffing companies supply contingent workforce solutions to ensure the best return on talent investment, optimize talent for business circumstances, and reduce the cost and effort of hiring and managing permanent employees. This allows for a rapid response to changes in business conditions through the ability to replace absent employees, fill new positions, and convert fixed or permanent labor costs to variable costs. Staffing companies act as intermediaries to match available associates with employer work assignments. Work assignments vary widely in duration, skill level and required experience.

The human resource outsourcing industry, which includes our PeopleScout business, involves transitioning various functions handled by internal human resources and labor procurement departments to outside service providers on a permanent or project basis. Human resource departments are faced with increasingly complex operational and regulatory requirements, increased candidate expectations, an expanding talent technology landscape, and pressure to achieve efficiencies, which increase the need to migrate non-core functions to outsourced providers. The human resource outsourcing industry includes our RPO and MSP services, which allow clients to more effectively find and engage high-quality talent, leverage talent acquisition technology and scale their talent acquisition function to keep pace with changing business needs.

Our workforce solutions address the following key industry and market trends contributing to anticipated growth:

- **Workforce flexibility and scalability:** The staffing industry continues to experience dynamic shifts between the permanent and flexible workforce based on competitive and economic pressures to reduce costs, seasonal demands, and in response to rapidly changing market conditions. Providers in the human resource outsourcing industry can add significant scalability to a company's recruiting and hiring efforts, including accommodating seasonal, project or peak hiring needs without sacrificing quality. These providers also help clients increase efficiency and drive lower overhead costs by standardizing processes, reducing time to fill, and onboarding the best fit talent into a client's organization.
- **Workforce productivity:** Companies are under increasing competitive pressures to improve productivity through workforce solutions that improve performance and enable clients to focus on their core business.
- **Leveraging technology to access talent:** Automation, artificial intelligence and machine learning are transforming talent recruitment and service delivery. The fragmented talent technology ecosystem is becoming more crowded, with significant investments flowing in and new technology coming online. Associates are demanding more flexibility in how, when and where they work, as well as access to contingent work opportunities through mobile technology. Available associates are in high demand and have more power to find the employment situation they desire. As competition for qualified candidates increases, clients and their outsourced service providers are leveraging innovative talent technology to improve the recruiting process and efficiently hire more qualified candidates. Additionally, talent technology continues to elevate the employer brand, build talent communities, create a world-class candidate experience, and facilitate effective recruitment marketing and candidate communication strategies.

BUSINESS STRATEGY

Our business strategy is focused on investing in innovative technology and initiatives that will drive organic growth and improve the client, candidate and associate experience. Our clients have a variety of challenges in running their businesses, each of which are unique to the competitive pressures of their industries. Our business segments are dedicated to workforce solutions tailored to our clients' needs and the industries in which they operate. We ensure our differentiated solutions keep pace with the changing needs of our clients while driving growth through the following strategies:

- We continue to invest in technology to accelerate revenue growth, reduce the cost of delivering our services, and increase our ability to attract and retain clients, candidates and associates. Our technological innovations improve the access, speed and ease of connecting our clients with high-quality contingent and permanent employee workforce solutions.
 - Augmenting our PeopleReady branch network is our JobStack platform, which connects our associates and clients through a real-time 24 hours a day, seven days a week digital exchange with an easy-to-use mobile app. JobStack enables our branches to expand their recruiting and sales efforts. JobStack is competitively differentiating our services, expanding our reach into new demographics, and improving both service delivery and work order fill rates as we continue to execute our digital strategy. We are in the early stages of launching a new, proprietary version of JobStack that provides a more customized experience for our clients and associates. During fiscal 2023, we made the new JobStack app accessible to a limited number of PeopleReady branches, and will continue the rollout to additional branches in fiscal 2024. Through the new version of JobStack, we will continue to periodically add features and

enhancements to expand functionality to further leverage this technology to transform our business by reducing expenses, accelerating revenue growth and enhancing our client and associate retention.

- Augmenting our Staff Management and SIMOS dedicated on-site teams is Stafftrack[®]. Stafftrack is a proprietary hiring and workforce management software that enables us to recruit and connect the best candidates with on-site assignments. Stafftrack has robust, near real-time analytics that drive dynamic supply chain and workforce strategies, which allow clients faster, more precise hiring and help drive operational improvements and efficiencies. The Stafftrack associate mobile app provides associates the ability to search for a job, view schedules, add shifts, receive real-time notifications, and earn perks through our Stafftrack Rewards program, which incentivizes associates for perfect attendance and referrals. We continue to expand functionality within Stafftrack to further enhance our client and associate experience.
- Our Centerline mobile app provides our drivers with access to information on-the-go including schedules, pay information, job extension requests and access to our Respect the Drive driver engagement program, which tracks milestone accomplishments for hours worked. We continue to expand and build functionality within the mobile app to enhance the overall driver experience.
- Augmenting our PeopleScout dedicated service delivery teams is our Affinix platform used for sourcing, screening and delivering a permanent workforce to our clients. Affinix creates a consumer-like candidate experience and streamlines the sourcing process. Affinix delivers speed and scalability while leveraging recruitment marketing, machine learning, predictive analytics and other emerging technology to make the end-to-end process seamless for the candidate. We continue to invest in Affinix to further improve our ability to quickly and efficiently source the most attractive talent at the best price.
- We continue to evaluate opportunities to expand our market presence for specialized blue-collar staffing services, expand our geographical and industry reach, provide a broad range of general staffing services, and dispatch our associates by leveraging a combination of technology and local market presence. Continued investment in specialized sales, recruiting and service expertise will create a more seamless experience for our clients to access all our services with more comprehensive solutions to enhance their performance and our growth. Our business segments offer complementary workforce solutions with unique value propositions to meet our clients' demands for talent.
- Our RPO business continues to leverage our strong brand and innovative technology for high-volume sourcing and dedicated client service teams for connecting people to opportunities. We will continue to focus our sales and marketing efforts to reach new clients as the demand for outsourced recruiting support increases.
- Our fiscal 2024 business strategy is focused on accelerating business growth to capture market share, while enhancing our profitability. Key elements of this strategy include advancement of our digital transformation, expansion in high-growth and under-penetrated end markets, and evaluating and simplifying our operating structure. While we will continue to go to market under our current, well-established brands, streamlining our organization will create opportunities to reduce inefficiencies and bring our teams closer to our clients and associates, enabling greater focus on operational excellence, cross-selling and innovation. With a more focused structure, we will be better able to leverage our strengths and assets to deliver long-term, profitable growth.

COMPETITION

Contingent staffing services

The staffing industry is large and highly fragmented, including large publicly-held companies as well as privately-owned companies on a national, regional and local level. No single company has a dominant share of the industry. We compete primarily with local and regional companies, as well as online and app-based companies providing a variety of flexible workforce solutions. The strongest staffing services competitor in a particular market is a company with established relationships and a track record of meeting the clients' needs. The most significant competitive factors are price, ability to promptly fill client orders, success in meeting clients' expectations of recruiting qualified associates, quality of client and associate technology tools, and appropriately addressing client service issues.

Staffing companies compete both to recruit and retain a supply of associates, and to attract and retain clients who will utilize these associates. Client demand for contingent staffing services is heavily influenced by the overall strength of the economy and labor market, specific industry and sector performance, and workforce flexibility trends. This creates volatility for the staffing industry based on overall economic conditions. Historically, in periods of economic growth, the number of companies providing contingent workforce solutions has increased due to low barriers to entry, whereas, during recessionary periods, the number of companies has decreased through consolidation, bankruptcies or other events. Competitive forces have historically limited our ability to raise our prices to immediately and fully offset the increased costs of doing business, some of which include increased associate wages, workers' compensation costs, unemployment insurance and health care.

We have a competitive advantage from our service history, our specialized approach in serving the industries of our clients, and our mobile apps, which connect associates with jobs and create virtual exchanges between our associates and clients. Our JobStack and Stafftrack mobile apps are competitively differentiating our services, expanding our reach into new demographics, and improving our recruiting, sales and service delivery. Our national presence, industry specialization, investment in technology, and proprietary systems and processes, together with specialized programs focused on worker safety, risk management, and legal and regulatory compliance, are key differentiators from many of our competitors.

Human resource outsourcing

Our strongest competitors are companies who specialize in RPO services, as well as companies who offer broader human resource outsourcing solutions, which include RPO services. No single provider dominates the market. Competition also includes companies that choose to perform recruiting in-house. The most significant competitive factors for RPO services are the ability to attract top talent, reduce cost per hire, improve retention, deploy best-in-class technology solutions and improve employer branding. Important factors for success in RPO services include the ability to add significant scalability to a client's recruiting and hiring efforts, including accommodating seasonal and irregular hiring, the ability to increase efficiency by standardizing processes and facilitating transitions for candidates and employees, and the ability to source the most attractive talent at the best price. Our tailored solutions, client partnerships, proprietary technologies and service delivery are key differentiators from many of our competitors.

CLIENTS

Our clients range from small businesses to Fortune 100 companies.

During fiscal 2023, we served approximately 67,000 clients in industries including construction, manufacturing and logistics, warehousing and distribution, waste and recycling, energy, transportation, retail, hospitality and general labor. Our ten largest clients accounted for 20.5% of total revenue for fiscal 2023, 19.2% for fiscal 2022 and 17.2% for fiscal 2021. No single client represented more than 10.0% of total company revenue for fiscal 2023, 2022 or 2021.

CYCLICAL AND SEASONAL NATURE OF OUR BUSINESS

The workforce solutions business has historically been cyclical, often acting as an indicator of both economic downturns and upswings. Clients tend to use a contingent workforce to supplement their existing workforce and generally hire permanent employees when long-term demand is expected to increase. As a consequence, our revenue tends to increase quickly when the economy begins to grow. Conversely, our revenue decreases quickly when the economy begins to weaken and contingent staff positions are eliminated, permanent hiring is frozen, and turnover replacement diminishes.

Our business experiences seasonal fluctuations for contingent staffing services. Demand is lower during the first and second quarters, due in part to limitations to outside work during the winter months and slowdown in manufacturing and logistics after the holiday season. Demand for contingent labor peaks during the third quarter for outdoor work and the fourth quarter for manufacturing and logistics, warehousing and distribution, and retail for the holiday season. Our working capital requirements are primarily driven by our associate payroll and client accounts receivable. Since receipts from clients lag payroll to associates, working capital requirements increase substantially in periods of growth.

HUMAN CAPITAL MANAGEMENT

TrueBlue is The People Company®. We specialize in connecting people with work and discovering solutions to our clients' workforce needs. Our team has extensive experience in a variety of industries, and is highly focused on the safety of our workforce. Human capital management is at the heart of what we do every day.

Our employees

We believe our success as a company depends on our ability to attract, develop and retain talented employees. The skills, experience and industry knowledge of our employees significantly benefit our operations and performance. As of December 31, 2023, we employed approximately 5,000 full-time equivalent ("FTE") employees. We have approximately 3,700 FTE employees in North America, of which approximately 97% are in the U.S., 1,000 FTE employees in Asia Pacific, and 300 FTE employees in Europe. None of our permanent employees are represented by a labor union. We have not experienced work stoppages and believe that our employee relations are in good standing, as evidenced by our periodic employee engagement survey results. The appropriate committees of the Board of Directors ("Board") regularly receive reports directly from the Chief People Officer and Chief Diversity Officer regarding the progress on our key human capital initiatives, including updates on diversity, equity and inclusion initiatives and progress. These reports inform discussions regarding the development, retention and engagement of our employees. Some of our key human capital management initiatives are discussed below.

Values and ethics

Our commitment to certain core values is what we believe attracts and, more importantly, retains individuals who live these values. Our values are:

- **Be Optimistic** – We believe there is a solution to every problem. By being innovative and working together, we can find new ways to get results.
- **Be Passionate** – We believe in what we do, are committed to doing good, and will go above and beyond the call of duty for our clients and workers.
- **Be Accountable** – We empower our people to take personal responsibility and make an impact.
- **Be Respectful** – We listen and learn from each other, embrace diverse views and experiences, and know that finding successful solutions comes from working together.
- **Be True** – We are true to who we are and what our clients need.

In addition to our values, our Code of Conduct & Business Ethics (the "Code") describes the expectations we hold for each employee, from our commitment to treat each other kindly to our zero tolerance for fraud, bribery or corruption. It reflects who we are, how we work, and is based on our core values and the law. The Code applies to members of the Board, officers and all other employees who work for TrueBlue and its affiliates worldwide. We require all of our employees to complete our Code training, as well as courses about sexual harassment awareness and prevention and cybersecurity awareness.

Culture and engagement

We believe a strong corporate culture includes an emphasis on employee engagement. As we have continued to maintain remote and hybrid work models, we have utilized live virtual and recorded video town hall meetings to ensure employees throughout the company remain engaged, connected to leadership, and focused on our values and business strategies. To assess and improve our culture, we utilize an independent third-party survey provider to measure how favorably our employees view our organizational culture and engagement. These surveys include corporate culture assessments, as well as feedback on employee engagement and employee-management relations. The results of these surveys are reported and distributed throughout management and the Board, and are used to create actionable plans to improve employee engagement and retention. Our August 2023 survey delivered an engagement score of 77, which exceeded the target benchmark score of 74 set by the survey provider.

Developing our people

In order to retain talented employees, our Full Performance program focuses on personal development and career growth through setting and monitoring performance goals, continuous learning, and the creation of internal career opportunities. Employees are encouraged to create individual development plans, identify specific skill gaps and development goals, and chart a path for career growth. We aim to strengthen skills that transfer across roles, business segments and functions. Managers meet regularly with employees to discuss their plans, and yearly assessments provide a formal process for tracking progress. This standardized process also ensures employees in similar positions are similarly evaluated. To support employee growth, we provide access to a wide range of training and development programs to enable more effective onboarding, work performance, compliance and advancement of corporate initiatives. This strategy supports our intent to foster a culture that enables all employees to realize their full professional potential and cultivates a qualified network of future leaders. During 2023, our employees completed nearly 21,000 trainings.

Supplementing our Full Performance program, we launched an enterprise-wide Global Mentorship Program in 2020. The program is designed to pair mentees with mentors based on a common area of interest for personal and professional development. In 2022, we introduced the Diversity, Equity & Inclusion stream, which gave employees the opportunity to be paired based on alignment with common personal characteristics.

In 2022, we launched the Leadership BluePrint program, available to all global people leaders. In 2023, we offered targeted and bespoke programs to senior leadership teams and select high-potential leaders. These leadership development programs, solutions, and services were designed to build leadership capabilities and behaviors in alignment with our internal competency model. This demonstrates our commitment to growing internal talent, while enhancing leadership proficiency, and positioning TrueBlue leadership for current and future roles.

Diversity, equity and inclusion

We are dedicated to fostering, recognizing and embracing diversity at every level of the organization. Our focus on diversity, equity and inclusion demonstrates that we believe human capital is one of our most valuable assets. We strive to create an environment that supports and values our people. TrueBlue's ability to embrace inclusion helps to attract and retain excellent talent, boost innovation, foster collaboration, and increase employee engagement. Because our client population is comprised of a wide variety of demographics and backgrounds, having a diverse workforce boosts client perception of the organization, improves the client experience, helps us be responsive to our clients' needs, and increases client satisfaction.

Our Chief Executive Officer and executive team are committed to having opportunities and a career path for everyone in the organization. Our Chief Diversity Officer leads the Diversity, Equity & Inclusion Council (the "Council"). The Council is a group of employees across multiple service lines who design and launch initiatives that advance acceptance and foster a diverse and inclusive workplace. The Council sponsors training to build diversity and inclusion awareness, and supports our Employee Resource Groups ("ERGs").

Our ERGs are employee-led groups that create opportunities for employees to collaborate based on shared characteristics or life experiences to support each other for enhanced career and personal development. These ERGs seek to maximize employee engagement and contribute to our overall business objectives by offering diverse perspectives, networking opportunities and increased cultural awareness. We have nine ERGs for employees sharing similar ethnicity, nationality, gender, or life experiences and their respective allies. Through these initiatives, we learn how our differences build stronger teams and how our histories reveal similarities. In 2023, we launched the Global Culture Awareness campaign, which focused on the unique cultures of six countries we operate in. Our focus on diversity, equity and inclusion creates an environment where every employee can experience merit-based career growth, receive the training and development they need to succeed, gain access to new opportunities, and be their authentic selves.

Today, 78% of our Board is comprised of members from under-represented groups. As of December 31, 2023, approximately 64% of our global FTE employee population and 48% of our directors and above were female. Approximately 48% of our total domestic FTE employee population and 19% of our directors and above consider themselves ethnically diverse. While we believe we have assembled a diverse internal employee workforce, we are committed to making further improvements.

Health and wellness

We provide our employees and their families with flexible health and wellness programs, including competitive benefits. Our benefits include health, dental and vision insurance, health savings and flexible spending accounts, paid time off, family leave, mental health resources and family care resources.

Our associates

Associates are the individuals who make up our contingent workforce to serve the needs of our staffing clients. We attract our pool of associates through our proprietary mobile apps, online resources, extensive internal databases, advertising, job fairs, community-based organizations and various other methods. We identify the skills, knowledge, abilities and personal characteristics of our associates and match their competencies and capabilities to our clients' requirements. This enables our clients to obtain immediate value by placing a highly productive employee on the job site. We use a variety of proprietary programs and methods for identifying and assessing the skill level of our associates when selecting a particular individual for a specific assignment and retaining those associates for future assignments. We believe that our programs and methods enable us to offer a higher quality of service by increasing productivity, decreasing turnover, reducing absenteeism and improving associate safety.

Skill development

Associates come to us because of the flexibility we offer to fill a short-term financial need and/or provide longer-term contingent flexible labor opportunities. We act as a bridge to permanent, full-time employment for thousands of associates each year. Associates may be assigned to different jobs and job sites, and their assignments could last for a few hours or extend for several months or years. We provide our associates meaningful work and the opportunity to improve their skills. Through our WorkUp program, we provide skills training and career development for associates. We are expanding the program into select markets where we operate. During 2023, we established an approved apprenticeship program to support skills development and long-term employment in the renewable energy industry, and launched a commercial truck driver training scholarship for female truck drivers. We are considered the legal employer of our associates, and laws regulating the employment relationship are applicable to our operations. We believe we have an overall positive relationship with our associates.

Safety

We are committed to our associates' safety. We have developed an integrated risk management program that focuses on loss analysis, education and safety improvement programs to reduce the risk of injury to our associates. We implemented an employee incentive compensation program tied to metrics that promote associate safety. We continuously track injuries to our associates at our client job sites across regions, industries and brands to identify trends that allow us to focus our safety resources on the types of jobs that may lead to more injuries. Costs associated with accidents are charged to each branch or location, providing additional incentive to promote safety. We distribute educational materials to our clients and provide safety training to all associates. We also perform client site visits to identify and address specific safety risks unique to an industry or job site.

REGULATION

Our services are subject to a variety of complex federal, state, and foreign laws and regulations. We continuously monitor legislation and regulatory changes for their potential effect on our business. We invest in technology and process improvements to implement required changes while minimizing the impact on our operating efficiency and effectiveness. Regulatory cost increases are passed through to our clients to the fullest extent possible.

TRADEMARKS

We own several trademarks that are registered with the U.S. Patent and Trademark Office, the European Union Community Trademark Office and numerous individual country trademark offices.

AVAILABLE INFORMATION

Our Annual Report on Form 10-K, along with all other reports and amendments filed with or furnished to the Securities and Exchange Commission ("SEC"), are publicly available, free of charge, on our website at www.trueblue.com as soon as reasonably practicable after such reports are filed with, or furnished to, the SEC. The SEC also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov. Our Corporate Governance Guidelines, Code of Conduct and Business Ethics and Board Committee Charters are also posted to our website. The information on our website is not part of this or any other report we file with, or furnish to, the SEC.

Item 1A. RISK FACTORS

Investing in our securities involves risk. The following risk factors and all other information set forth in this Annual Report on Form 10-K should be considered in evaluating our future prospects. If any of the events described below occur, our business, financial condition, results of operations, liquidity, or access to the capital markets could be materially and adversely affected.

To develop the following risk factors, we review risks to our business that are informed by our formal Enterprise Risk Management program, industry trends, the external market, and financial environment as well as dialogue with leaders throughout our organization. Our risk factors descriptions are intended to convey our assessment of each applicable risk and such assessments are prioritized and integrated into our strategic and operational planning.

RISKS RELATED TO OUR COMPANY'S OPERATIONS

Demand for our workforce solutions is significantly affected by fluctuations in general economic conditions.

The demand for our workforce solutions is highly dependent upon the state of the economy and the workforce needs of our clients, which creates uncertainty and volatility in our operations. Our profitability is sensitive to decreases in demand. National and global economic activity is slowed by many factors, including rising interest rates, recessionary periods, inflation, declining consumer confidence, political and legislative changes, international conflict or instability, epidemics, other significant health concerns, and global trade uncertainties. As economic activity slows, companies tend to reduce their use of associates and recruitment of new employees. We work in a broad range of industries that primarily include construction, manufacturing and logistics, warehousing and distribution, waste and recycling, energy, transportation, retail and hospitality. Significant declines in demand from any region or industry in which we have a major presence, domestic or global supply chain disruptions, or decline in the financial health of our clients, significantly decreases our revenues and profits. For example, we experienced significantly reduced demand from our clients due to the coronavirus pandemic ("COVID-19") and the resulting supply chain disruptions in the manufacturing and renewable energy sectors we serve. The extent to which global pandemics impact our financial condition or results of operations will depend on factors such as the duration and scope of the pandemic, as well as whether there is a material impact on the businesses or productivity of our clients, employees, associates and other partners.

A deterioration in economic conditions, global supply chain issues, political instability, rising energy prices, a recession or fear of a recession, and the related governmental responses to these concerns, or otherwise, could lead to a prolonged decline in demand for our services and negatively impact our business. Deterioration in economic conditions or the financial or credit markets could also have an adverse impact on our clients' financial health or their ability to pay for services we have already provided.

It is difficult for us to forecast future demand for our services due to the inherent uncertainty in forecasting the direction and strength of economic cycles and the project nature of our staffing assignments. The uncertainty can be exacerbated by volatile economic conditions, which has caused and may continue to cause clients to reduce or defer projects for which they utilize our services. The negative impact to our business can occur before, during or after a decline in economic activity is seen in the broader economy. When it is difficult for us to accurately forecast future demand, we may not be able to determine the optimal level of personnel and investment necessary to profitably manage our business in light of opportunities and risks we face.

Advances in technology may disrupt the labor and recruiting markets. Failure to constantly improve our technology to meet the expectations of clients, associates, candidates and employees could have a negative impact on our financial position and results of operations.

The increased use of internet-based and mobile technology is attracting additional online and app-based companies and resources to our industry. Our associates, candidates and clients increasingly demand technological innovation to improve the access to and delivery of our services. Our clients increasingly rely on automation, artificial intelligence, generative artificial intelligence, machine learning and other new technologies to reduce their dependence on labor needs, which may reduce demand for our services and impact our operations.

We face extensive pressure for lower prices and new service offerings and must continue to invest in and implement new technology and industry developments in order to remain relevant to our associates, candidates and clients. As a result of this increasing dependence upon technology, we must timely and effectively identify, develop, or license technology from third parties, and integrate such enhanced or expanded technologies into the solutions that we provide. In addition, our business relies on a variety of technologies, including those that support recruiting, hiring, paying, order management, billing, collecting, associate data analytics and client data analytics. If we do not sufficiently invest in and implement new technology, or evolve our business at sufficient speed and scale, our business results may decline materially. Acquiring technological resources and expertise to develop new technologies for our business may require us to incur significant expenses and capital costs. For some

solutions, we depend on key vendors and partners to provide technology and support. If these third parties fail to perform their obligations or cease to work with us, our business operations could be negatively affected. The development, adoption, and use of generative artificial intelligence are still in their early stages and ineffective, insufficient, or inadequate development or deployment practices by us or third-party vendors could result in harm to our business, financial condition and results of operations. For example, algorithms and models utilized by generative artificial intelligence that we use may have limitations, including bias, errors, and the inability to handle certain data sets. Furthermore, there is risk of system failures, disruptions, or vulnerabilities that could compromise the integrity, security, or privacy of generated content. These limitations or failures could result in reputational damage, legal liabilities, or loss of user confidence. Developing, testing, and deploying these systems may require additional investment and increase our costs.

We are dependent on obtaining workers' compensation and other insurance coverage at commercially reasonable terms. Unexpected changes in claim trends on our workers' compensation or an inability to obtain appropriate insurance coverage may negatively impact our financial condition.

Our contingent staffing services employ associates for which we provide workers' compensation insurance. Our workers' compensation insurance policies are renewed annually. The majority of our insurance policies are with AIG. Our insurance carriers require us to collateralize a significant portion of our workers' compensation obligation. The majority of our collateral is held in trust by a third-party for the payment of these claims. The loss or decline in the value of our collateral could require us to seek additional sources of capital to pay our workers' compensation claims. As our business grows or financial results deteriorate, we have seen the amount of collateral required increase and the timing of providing collateral accelerate, which could occur again in the future. Resources to meet these requirements may not be available. We cannot be certain we will be able to obtain appropriate types or levels of insurance in the future or that adequate replacement policies will be available on acceptable terms. The loss of our workers' compensation insurance coverage would prevent us from operating as a staffing services business in the majority of our markets. Further, we cannot be certain that our current and former insurance carriers will be able to pay claims we make under such policies.

We self-insure, or otherwise bear financial responsibility for, a significant portion of expected losses under our workers' compensation program. We have experienced unexpected changes in claim trends, including the severity and frequency of claims, changes in state laws regarding benefit levels and allowable claims, actuarial estimates, and medical cost inflation, and may experience such changes in the future which could result in costs that are significantly different than initially anticipated or reported and could cause us to record adjustments to the reserves in our financial statements. There is a risk that we will not be able to increase the fees charged to our clients in a timely manner and in a sufficient amount to cover increased costs as a result of any changes in claims-related liabilities.

We actively manage the safety of our associates through our safety programs and actively control costs with our network of workers' compensation related service providers. These activities have had a positive impact creating favorable adjustments to workers' compensation liabilities recorded in the current and prior periods. The benefit of these adjustments is likely to decline and there can be no assurance that we will be able to continue to reduce accident rates and control costs to produce these results in the future.

Some clients require extensive insurance coverage and request insurance endorsements that are not available under standard policies. There can be no assurance that we will be able to negotiate acceptable compromises with clients or negotiate appropriate changes in our insurance contracts. An inability to meet client insurance requirements may adversely affect our ability to take on new clients or continue providing services to existing clients.

The loss of, continued reduction in or substantial decline in revenue from larger clients or certain industries could have a material adverse effect on our revenues, profitability and liquidity.

We experience a degree of revenue concentration with large clients and in certain industries. Generally, our contracts do not contain guarantees of minimum duration, revenue levels, or profitability. Our clients have in the past and could in the future terminate their contracts or materially reduce their requested levels of service at any time. Although we have no client that represents over 10% of our consolidated revenue, there are a few clients that exceed 10% of revenues within some of our reportable segments. The deterioration of the financial condition of a large client or a particular industry could have a material adverse effect on our business, financial condition, and results of operations. In addition, a significant change to the business, staffing, or recruiting model of these clients, for example a decision to insource our services, has had, and could again have, a material adverse effect on our business, financial condition, and results of operations. Reduced demand for our services from larger clients or certain industries, or supply interruptions for manufacturing, have had, and in the future could have, a material adverse effect on our business, financial condition, and results of operations. Client concentration exposes us to concentrated credit risk, as a significant portion of our accounts receivable may be from a small number of clients. If we are unable to collect our receivables, or are required to take additional reserves, our results and cash flows will be adversely affected.

Our business and operations have undergone, and will continue to undergo, significant change as we seek to improve our operational and support effectiveness, which if not managed effectively could have an adverse outcome on our business and results of operations.

We have significantly changed our operations, support center structure and internal processes in recent periods, such as our continued development of technology to leverage our operational effectiveness, and we will continue making similar changes to improve our operational effectiveness. These efforts could strain our systems, management, administrative, operations and financial infrastructure. We believe these efforts are important to our long-term success. Managing and cascading these changes throughout the company will continue to require the further attention of our management team and refinements to our operational, financial and management controls, reporting systems and procedures. These activities will require ongoing expenditures and allocation of valuable management and employee resources. If we fail to manage these changes effectively, our costs and expenses may increase more than we expect and our business, financial condition, and results of operations may be harmed.

New business initiatives may cause us to incur additional expenditures and could have an adverse effect on our business.

We expect to continue adjusting the composition of our business segments and entering into new business initiatives as part of our business strategy. New business initiatives, strategic business partners, or changes in the composition of our business mix can be distracting to our management and disruptive to our operations, causing our business and results of operations to suffer materially. New business initiatives, including initiatives outside of our workforce solutions business, in new end markets, or new geographies, could involve significant unanticipated challenges and risks including not advancing our business strategy, not realizing our anticipated return on investment, experiencing difficulty in implementing initiatives, or diverting management's attention from our other businesses. In particular, we are making significant investments to advance our technology, and we cannot be sure that those initiatives will be successful, will not interrupt our operations, or that we will achieve a return on our investment. These events could cause material harm to our business, operating results or financial condition.

Damage to our brands and reputation could have an adverse effect on our business.

Our ability to attract and retain clients, associates, candidates and employees is affected by external perceptions of our brands and reputation. Negative perceptions or publicity could damage our reputation with current or prospective clients, associates, candidates and employees. Negative perceptions or publicity regarding our employees, business practices, vendors, clients, or business partners may adversely affect our brand and reputation. We may not be successful in detecting, preventing, or negating all changes in or impacts on our reputation, including reputational effects of negative social media use by our clients, employees, or associates. If any factor, including unethical behavior, illegal conduct, poor performance or negative publicity, whether or not true, hurts our reputation, we may experience negative repercussions which could harm our business.

We may not achieve the intended effects of our business strategy which could negatively impact our results.

Our business strategy focuses on driving growth in our business segments by investing in innovative technology and initiatives which drive organic growth. These investments may not achieve our desired results, may be distracting to management or may be impacted by matters outside of our control. If we are unsuccessful in executing any of these strategies, or if these strategies fail to address the changing demands of the market, we may not achieve our goal of revenue and profit growth, which could negatively impact financial results.

Outsourcing certain aspects of our business could result in disruption and increased costs.

We have outsourced certain aspects of our business to third-party vendors. These relationships subject us to significant risks including disruptions in our business and increased costs. For example, we license software from third parties, much of which is central to our systems and our business. The licenses are generally terminable if we breach our obligations under the license agreements. If any of these relationships were terminated, or if any of these parties were to cease doing business or supporting the applications we currently utilize, our business could be disrupted and we may be forced to spend significant time and money to replace the licensed software. In addition, we have engaged third parties to host and manage certain aspects of our data center, information and technology infrastructure, mobile apps, and electronic pay solutions, to provide certain back office support activities, and to support business process outsourcing for our clients. We are subject to the risks associated with the vendors' inability to provide these services in a manner that meets our needs and the risks associated with changing vendors or insourcing these aspects of our business. If the cost of these services is more than expected, if the vendors suddenly cease providing their services, if we or the vendors fail to adequately protect our data and information is lost or compromised, or if our ability to deliver our services is interrupted, then our business and results of operations may be negatively impacted.

RISKS RELATED TO OUR FINANCIAL POSITION

We cannot guarantee that we will repurchase our common stock pursuant to our share repurchase program or that our share repurchase program will enhance long-term shareholder value.

Our Board of Directors (the “Board”) has authorized a share repurchase program. Under the program, we are authorized to repurchase shares of common stock for a set aggregate purchase price, or we may choose to purchase shares in the open market, from individual holders, through an accelerated share repurchase agreement or otherwise. Although the Board has authorized a share repurchase program, the share repurchase program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. The timing and amount of the repurchases, if any, will be determined at management’s discretion and depend upon several factors, including market and business conditions, the trading price of our common stock and the nature of other investment opportunities. The repurchase program may be limited, suspended or discontinued at any time without prior notice. Future regulatory action could impact our ability to continue this program or our ability to repurchase shares under the existing program. In addition, repurchases of our common stock pursuant to our share repurchase program could affect our stock price and increase its volatility. The existence of a share repurchase program could cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock. Additionally, our share repurchase program could diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. There can be no assurance that these share repurchases will enhance shareholder value because the market price of our common stock may decline below the level at which we repurchased shares of stock. Although our share repurchase program is intended to enhance long-term shareholder value, there is no assurance that it will do so and short-term stock price fluctuations could reduce the program’s effectiveness.

Our level of debt and restrictions in our credit agreement could negatively affect our operations and limit our liquidity and our ability to react to changes in the economy.

Our revolving credit agreement (“Revolving Credit Facility”) contains restrictive covenants that require us to maintain certain financial conditions, which we may fail to meet if there is a material decrease in our profitability. Our failure to comply with these restrictive covenants could result in an event of default, which, if not cured or waived, would require us to repay these borrowings before their due date. We may not have sufficient funds on hand to repay these loans, and if we are forced to refinance these borrowings on less favorable terms, or are unable to refinance at all, our results of operations and financial condition could be materially adversely affected by increased costs and rates.

Our principal sources of liquidity are funds generated from operating activities, available cash and cash equivalents, and borrowings under our Revolving Credit Facility. We must have sufficient sources of liquidity to meet our working capital requirements, fund our workers’ compensation collateral requirements, service our outstanding indebtedness, and finance investment opportunities. Without sufficient liquidity, we could be forced to curtail our operations or we may not be able to pursue promising business opportunities.

If our debt level significantly increases in the future, it could have significant consequences for the operation of our business including requiring us to dedicate a significant portion of our cash flow from operations to servicing our debt rather than using it for our operations; limiting our ability to obtain additional debt financing for future working capital, capital expenditures, or other corporate purposes; limiting our ability to take advantage of significant business opportunities, such as acquisitions; limiting our ability to react to changes in market or industry conditions; and putting us at a disadvantage compared to competitors with less debt.

We may have additional tax liabilities that exceed our estimates.

We are subject to federal taxes, a multitude of state and local taxes in the United States of America (“U.S.”), and taxes in foreign jurisdictions. Changes in the mix of our taxable income by jurisdiction could have a material impact on our financial condition or results of operations. Changes in interpretation of existing laws and regulations by a taxing authority could result in penalties and increased costs in the future. Taxing authorities may challenge our methodologies for valuing intercompany arrangements or may change their laws, which could increase our worldwide effective tax rate and harm our financial position and results of operation.

We face continued uncertainty surrounding ongoing hiring tax credits we utilize, and for the recent business tax incentives related to measures taken to soften the impact of COVID-19. Also, in the ordinary course of our business, there are transactions and calculations where the ultimate tax determination is uncertain. We are regularly subject to audit by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical tax provisions and accruals. The results of an audit or litigation with tax authorities could materially harm our business.

The Organization for Economic Co-operation and Development (“OECD”) has introduced a framework to implement a global minimum corporate tax of 15%, referred to as “Pillar Two” or “the minimum tax directive.” Many aspects of the minimum tax directive will be effective beginning in fiscal years 2025 and 2026. While it is uncertain whether the United States will enact legislation responding to Pillar Two, certain countries in which we operate have or are in the process of adopting minimum tax legislation. While we do not currently expect the minimum tax directive to have a material impact on our effective tax rate, our analysis is ongoing as additional guidance is released. It is possible that these legislative changes could have an adverse impact on our effective tax rates or operations.

Failure to maintain adequate financial and management processes and controls could lead to errors in our financial reporting or fail to prevent fraud.

If our management is unable to certify the effectiveness of our internal controls, including those over our third-party vendors, our independent registered public accounting firm cannot render an opinion on the effectiveness of our internal controls over financial reporting, or if material weaknesses in our internal controls are identified, we could be subject to regulatory scrutiny, a loss of public confidence and litigation. In addition, if we do not maintain adequate financial, technology, and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, or prevent fraud which could cause our stock price to decline.

LEGAL AND COMPLIANCE RELATED RISKS

We may experience employment-related claims, commercial indemnification claims and other legal proceedings that could materially harm our business.

We incur a risk of liability for claims relating to personal injury, wage and hour violations, immigration, discrimination, harassment, securities law matters, contractual obligations, government inquiries and other claims. Some or all of these claims may give rise to negative publicity, investigations, litigation or settlements, which may cause us to incur costs or have other material adverse impacts on our financial statements. Additionally, new employment and labor laws and regulations may be proposed or adopted that may increase the potential exposure of employers to employment-related claims and litigation.

Certain clients have negotiated broad indemnification provisions regarding the services we provide. In addition, we may have liability to our clients for the action or inaction of our employees that may cause harm to our clients or third parties. In some cases, we must indemnify our clients for certain acts of our associates or arising from our associates’ presence on the client’s job site. We may also incur fines, penalties, and losses that are not covered by insurance or negative publicity with respect to these matters.

We maintain insurance with respect to some potential claims and costs with deductibles. We cannot be certain we will be able to obtain appropriate types or levels of insurance in the future or that adequate replacement policies will be available on acceptable terms. Should the final judgments or settlements exceed our insurance coverage, they could have a material adverse effect on our business. Our ability to obtain insurance, its coverage levels, deductibles and premiums, are all dependent on market factors, our loss history, and insurance providers’ assessments of our overall risk profile. Further, we cannot be certain our current and former insurance carriers will be able to pay claims we make under such policies.

Failure to protect our intellectual property could harm our business, and we face the risk that our services or products may infringe upon the intellectual property rights of others.

We have invested in developing specialized technology and intellectual property, proprietary systems, processes and methodologies that we believe provide us a competitive advantage in serving clients. We cannot guarantee that trade secret, trademark, patent, and copyright law protections are adequate to deter misappropriation of our intellectual property, which is an important part of our business. We may be unable to detect the unauthorized use of our intellectual property and take the necessary steps to enforce our rights. We cannot be sure that our services and products, or the products of others that we offer to our clients, do not infringe on the intellectual property rights of third parties, and we may have infringement claims asserted against us or our clients. These claims may harm our reputation, result in financial liability or prevent us from offering some services or products to clients.

Our efforts to maintain adequate compliance policies and controls may not prevent violations that could result in significant fines and penalties.

We could be exposed to fines and penalties under U.S., foreign, or local jurisdictions for failure to adequately monitor operating requirements and changes thereto, including rules related to the employment and recruiting of associates and candidates. Failure to comply with laws in a particular market may result in substantial liability and could have a significant and negative effect not only on our business in that market, but also on our reputation generally. Although we have implemented policies, procedures and training programs designed to monitor, ensure compliance with and build awareness of these various regulations, we cannot be sure that our employees, contractors, vendors, or agents will not violate such policies. Any such violations could materially damage our reputation, brand, business and operating results.

RISKS RELATED TO OUR INDUSTRY

Our workforce solutions are subject to extensive government regulation and the imposition of additional regulations, which could materially harm our future earnings.

Our workforce solutions are subject to extensive federal, state, local and foreign government regulation. The cost to comply, and any inability to comply with government regulation, could have a material adverse effect on our business and financial results. Increases or changes in government regulation of the workplace, contingent staffing, the employer-employee relationship, or judicial or administrative proceedings related to such regulation, could materially harm our business. From time to time, the contingent staffing industry, in which we operate, has come under criticism from organizations and regulatory agencies which maintain that employment protections, such as wages and benefits, are subverted when clients use our services. For example, some states have addressed these concerns by making it more challenging for clients to use our services, or adding additional administrative burden to our industry. Our business is dependent on contingent staffing arrangements continuing to be a viable source of flexible labor for our clients and flexible employment opportunities for our associates. If additional jurisdictions adopt regulations to our industry due to pressure from organized labor, political groups, or regulatory agencies, it could have a material adverse impact on our business, results of operations and financial conditions.

The wage rates we pay to associates are based on many factors including government-mandated increases to minimum wage requirements, payroll-related taxes and benefits. If we are not able to increase the fees charged to clients to absorb any increased costs related to these factors, our results of operations and financial condition could be adversely affected.

We may be unable to attract sufficient qualified associates and candidates to meet the needs of our clients.

We compete to meet our clients' needs for workforce solutions; therefore, we must continually attract qualified associates and candidates to fill positions. Attracting qualified associates and candidates depends on factors such as desirability of the assignment, position requirements, location, the associated wages and other benefits. Many of these factors are outside of our control, including the reputational effects of unfavorable comments on social media outlets about our business or a work site. When unemployment in the U.S. is low, it is challenging to find sufficient eligible associates and candidates to meet our clients' orders. Government responses to COVID-19, including generous unemployment benefits, stimulus payments and other direct payments to individuals, negatively impacted our ability to recruit qualified associates and candidates. A return to similar benefits in the future could further negatively impact our ability to recruit qualified associates and candidates.

We have experienced shortages of qualified associates and candidates and may experience such shortages in the future. Such a shortage of associates and candidates can increase the cost to employ or recruit these individuals, cause us to be unable to fulfill our clients' needs, or otherwise negatively impact our business. If general market conditions or wage inflation increases the wage rates required to attract and retain associates, and we are unable to pass those costs through to our clients, it could materially and adversely affect our business. Organized labor is increasing its unionization efforts in many of the industries we serve and periodically engages in efforts to represent various groups of our associates. If we are subject to unreasonable collective bargaining agreements or work disruptions, our business could be adversely affected.

We operate in a highly competitive industry and may be unable to retain clients, market share or profit margins.

Our industry is highly competitive and rapidly innovating, with low barriers to entry. We compete in global, national, regional and local markets with full-service and specialized companies offering contingent staffing as well as business process outsourcing. New entrants to the market include online and app-based staffing providers. Our competitors offer a variety of flexible workforce solutions. Therefore, there is no assurance that we will be able to retain clients or market share in the future, nor can there be any assurance that we will, in light of competitive pressures, be able to remain profitable or maintain our current profit margins.

Our business is subject to evolving regulations and stakeholders' expectations, including environmental, social and governance ("ESG") matters, that could expose us to numerous risks.

Institutional, individual and other investors, proxy advisor services, regulatory authorities, clients, employees and other stakeholders are increasingly focused on the ESG practices of companies, including sustainability, diversity, equity and inclusion, human capital management, data privacy and security, supply chains (including human rights issues) and climate change, among other topics. Our reputation could be affected by our position, or silence, regarding one or more of these ESG initiatives.

These evolving stakeholder expectations and our efforts and ability to respond to and manage these issues, provide updates on them, and establish and meet appropriate goals, commitments and targets related to ESG initiatives present numerous operational, regulatory, reputational, financial, legal, and other risks and impacts. Our efforts in this area may result in a significant increase in costs and may nevertheless not meet, or conflict with, investor, client or other stakeholder expectations and evolving standards or regulatory requirements. Such costs or conflicts may negatively impact our financial results, our reputation, our ability to attract and retain employees, our attractiveness as a service provider, investment or business partner, or may expose us to government enforcement actions, litigation, and actions by shareholders or stakeholders.

RISKS RELATED TO CYBERSECURITY, DATA PRIVACY AND INFORMATION SECURITY

Cybersecurity vulnerabilities and incidents could lead to the improper disclosure of information about our clients, candidates, associates and employees.

Our business requires the use, processing, and storage of confidential information about candidates, associates, employees and clients. We use information technology and other computer resources to carry out operational and support activities and maintain our business records. We rely on information technology systems to process, transmit, and store electronic information and to communicate among our locations around the world and with our clients, vendors, associates, and employees. The breadth and complexity of this infrastructure increases the potential risk of security breaches which could lead to potential unauthorized disclosure of confidential information.

Our systems and networks, and the systems and networks of our vendors and clients, are vulnerable to computer viruses, malware, ransomware, hackers and other malicious activity, including physical and electronic break-ins, disruptions from unauthorized access and tampering, social engineering attacks, impersonation of authorized users and coordinated denial-of-services attacks. Even with increased security training, an increasingly remote workforce and flexible workplace practices may increase these risks, for example with the use of home networks that may lack encryption or secure password protection. A material incident involving system failure, data loss or security breach could harm our reputation and subject us to significant monetary damages or losses, litigation, negative publicity, regulatory enforcement actions, fines, criminal prosecution, as well as liability under our contracts and laws that protect personal and/or confidential data. We and our vendors have experienced cybersecurity incidents and attacks that have not had a material impact on our business or results of operations; however, there is no assurance that the impacts of any future incidents or attacks will not be material. The security controls over sensitive or confidential information and other practices we and our third-party vendors follow may not prevent the improper access to, disclosure of, or loss of such information. Continued investments in cybersecurity will increase our costs and a failure to prevent access to our systems could lead to penalties, litigation, and damage to our reputation. Perceptions that we or our vendors do not adequately protect the privacy of information could harm our relationship with clients and employees.

Data security, data privacy, data protection and artificial intelligence usage laws and other technology regulations increase our costs.

Laws and regulations related to privacy, data protection and artificial intelligence usage are evolving and generally becoming more stringent and complex. We may fail to implement practices and procedures that comply with increasing foreign and domestic privacy regulations, such as the General Data Protection Regulations, the European Union Artificial Intelligence Act or the California Consumer Privacy Act. Several additional U.S. states and foreign countries where we operate have issued cybersecurity and data security regulations that outline a variety of required security measures for protection of data. These regulations are designed to protect client, candidate, associate, and employee data and require that we meet stringent requirements regarding the handling of personal data, including the use, protection and transfer of personal data. As these laws continue to change, we may be required to make changes to our services, solutions or products to meet the new legal requirements. Changes in these laws may increase our costs to comply as well as our potential costs through higher potential penalties for non-compliance. Failure to protect or implement adequate controls to secure the integrity and security of such confidential and/or proprietary information could expose us to regulatory fines, litigation, contractual liability, damage to our reputation and increased compliance costs.

Improper disclosure of, or access to, our clients' information could materially harm our business.

Our associates and employees may have access or exposure to confidential information about candidates, associates, employees and clients. The security controls over sensitive or confidential information and other practices we, our clients, and our third-party vendors follow may not prevent the improper access to, disclosure of, or loss of such information, including through failure of employees or associates to properly comply with such controls or practices. Failure to protect the integrity and security of such confidential and/or proprietary information could expose us to regulatory fines, litigation, contractual liability, damage to our reputation and increased compliance costs.

Failure of our information technology systems could adversely affect our operating results.

The efficient operation of our business applications and services we provide is dependent on reliable technology. We rely on our information technology systems to monitor and control our operations, adjust to changing market conditions, implement strategic initiatives and provide services to clients. We rely heavily on proprietary and third-party information technology systems, mobile device technology, data centers, cloud-based environments and other technology. We take various precautions and have enhanced controls around these systems, but information technology systems are susceptible to damage, disruptions, shutdowns, power outages, hardware failures, computer viruses, malicious attacks, telecommunication failures, user errors, catastrophic events or failures during the process of upgrading or replacing software, vendors, or databases. The failure of technology and our applications and services, and our information systems to perform as anticipated could disrupt our business and result in decreased revenue and increased overhead costs, causing our business and results of operations to suffer materially.

Our facilities and operations are vulnerable to damage and interruption.

Our primary technology systems, headquarters, support facilities and operations are vulnerable to damage or interruption from power outages, employee errors, security breaches, natural disasters, extreme weather conditions, civil unrest and catastrophic events. Failure of our systems, or damage to our facilities, may cause significant interruption to our business and require significant additional capital and management resources to resolve, causing material harm to our business.

GENERAL RISK FACTORS

Our results of operations could materially deteriorate if we fail to attract, develop and retain qualified employees.

Our performance is dependent on attracting and retaining qualified employees who are able to meet the needs of our clients. We believe our competitive advantage is providing unique solutions for each client, which requires us to have trained and engaged employees. Our success depends upon our ability to attract, onboard, develop and retain a sufficient number of qualified employees, including management, sales, recruiting, service, technology and administrative personnel. The turnover rate in the employment services industry is high, and qualified individuals may be difficult to attract and hire. Our inability to recruit, train, motivate, retain, integrate and provide a safe working environment to a sufficient number of qualified individuals may delay or affect the speed and quality of our strategy execution and planned growth. Significant increases in employee turnover rates, failure to keep our staff healthy or significant increases in labor costs could have a material adverse effect on our business, financial condition and results of operations.

Loss of our executive officers or other key personnel or other changes to our management team could disrupt our operations or harm our business.

We depend on the efforts of our executive officers and certain key personnel. Our failure to develop an adequate succession plan for one or more of our executive officers or other key positions could deplete our institutional knowledge base and erode our competitive advantage during a transition. The loss or limited availability of the services of one or more of our executive officers or other key personnel, or our inability to recruit and retain qualified executive officers or other key personnel in the future, could, at least temporarily, have a material adverse effect on our operating results and financial condition. We have recently experienced a CEO and CFO transition, and could have additional executive leadership changes as part of our overall succession plans. Such leadership transitions can be inherently difficult to manage, and an inadequate transition could cause disruption to our business, including our relationships with our clients and employees and fluctuations in the price of our stock.

Acquisitions may have an adverse effect on our business.

We may make acquisitions as part of our business strategy. However, this strategy may be impeded and we may not achieve our long-term growth goals if we cannot identify suitable acquisition candidates or if acquisition candidates are not available under acceptable terms. We may have difficulty integrating acquired companies into our operating, financial planning, and financial reporting systems and may not effectively manage acquired companies to achieve expected growth.

Future acquisitions could result in incurring additional debt and contingent liabilities, an increase in interest expense, amortization expense, and charges related to integration costs. Additional indebtedness could also include covenants or other restrictions that would impede our ability to manage our operations. We may also issue equity securities to pay for an acquisition, which could result in dilution to our shareholders. Any acquisitions we announce could be viewed negatively by investors, which may adversely affect the price of our common stock. Acquisitions can also result in the addition of goodwill and intangible assets to our financial statements and we may be required to record a significant charge in our financial statements during the period in which we determine an impairment of our acquired goodwill and intangible assets has occurred, which would negatively impact our financial results. The potential loss of key executives, employees, clients, suppliers, vendors, and other business partners of businesses we acquire may adversely impact the value of the assets, operations, or business we acquire. These events could cause material harm to our business, operating results or financial condition.

We may be subject to actions of activist shareholders, which could disrupt our business and impact the trading value of our securities.

We value constructive input from investors and regularly engage in dialogue with our shareholders regarding strategy and performance. Activist shareholders who disagree with the composition of the Board, our strategy or the way the Company is managed may seek to effect change through various strategies and channels, such as through commencing a proxy contest, making public statements critical of our performance or business, or engaging in other similar activities. Responding to shareholder activism can be costly and time-consuming, disrupt our operations, and divert the attention of management and our employees from strategic initiatives. Activist campaigns can create perceived uncertainties as to our future direction, strategy or leadership and may result in the loss of potential business opportunities, harm our ability to attract new employees, investors and clients, and cause our stock price to experience periods of volatility or stagnation.

We face risks in operating internationally.

A portion of our business operations and support functions are located outside of the U.S. These international operations are subject to a number of risks, including the effects of global health crises and resulting governmental actions, political and economic conditions in those foreign countries, foreign currency fluctuations, the burden of complying with various foreign laws and technical standards, unpredictable changes in foreign regulations, U.S. legal requirements governing U.S. companies operating in foreign countries, legal and cultural differences in the conduct of business, potential adverse tax consequences and difficulty in staffing and managing international operations. We could also be exposed to fines and penalties under U.S. or foreign laws, such as the Foreign Corrupt Practices Act and/or the UK Anti-Bribery Act, which prohibit improper payments to governmental officials and others for the purpose of obtaining or retaining business. Although we have implemented policies and procedures designed to ensure compliance with these laws, we cannot be sure that our employees, vendors, contractors or agents will not violate such policies. Any such violations could materially damage our reputation, brands, business and operating results. Further, changes in U.S. laws and policies governing foreign investment and use of foreign operations or workers, and any negative sentiments towards the U.S. resulting from such changes, could adversely affect our operations.

The price of our common stock may fluctuate significantly, which may result in losses for investors.

The market price for our common stock has been and may be subject to significant volatility. Our stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. These factors include, but are not limited to, changes in general economic conditions, including those caused by COVID-19; social unrest; announcement of new services or acquisitions by us or our competitors; changes in financial estimates or other statements by securities analysts; changes in industry trends or conditions; regulatory developments; and any major change in our Board, leadership team or management. In addition, the stock market in general has experienced extreme price and volume fluctuations that have often been unrelated to the operating performance of listed companies. These broad market and industry factors may impact the price of our common stock, regardless of our operating performance.

Natural disasters and unusual weather conditions, pandemic outbreaks, terrorist acts, global political events and other serious catastrophic events could disrupt business and otherwise materially adversely affect our business and financial condition.

With operations in every state and multiple foreign countries, we are subject to numerous risks outside of our control, including risks arising from natural disasters, such as fires, earthquakes, hurricanes, floods, tornadoes, unusual weather conditions, pandemic outbreaks such as the COVID-19 pandemic and other global health emergencies, unplanned utility outages, terrorist acts or disruptive global political events including war, or similar disruptions that could materially adversely affect our business and financial performance. Any public health emergencies, including a real or potential global pandemic such as those caused by COVID-19 or even a particularly virulent flu or respiratory virus could decrease demand for our services or our ability to provide such services. Uncharacteristic or significant weather conditions may increase in frequency or severity due to climate change, which may increase our expenses, exacerbate other risks to the Company, and affect travel and the ability of businesses to remain open, which could lead to a decreased ability to offer our services and materially adversely affect our results of operations.

Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 1C. CYBERSECURITY

CYBERSECURITY RISK MANAGEMENT AND STRATEGY

We acknowledge the importance of assessing, identifying, and managing material risks associated with cybersecurity threats. These risks include, among other things, harm to our candidates, associates, employees and clients; operational disruptions; violation of privacy laws and regulations; breach of confidentiality and other contractual obligations; litigation and legal action; financial and reputational harm. We leverage cybersecurity technologies and established processes, procedures, and controls to identify, assess, and manage material cybersecurity risks.

Risk assessments

Our Information Security Team, led by our Chief Information Security Officer (“CISO”), consists of a Cybersecurity function and a Governance, Risk and Compliance function, and is constantly monitoring for cybersecurity risks and assessing any such risks’ potential severity. This team employs a range of tools and services, including regular network and endpoint monitoring, vulnerability assessments, penetration testing and tabletop exercises to inform the company of potential risks and mitigation strategies. We also execute an annual enterprise risk management assessment, which includes cybersecurity threat risks in addition to other risk areas that could impact the company.

We use a risk-based approach that is aligned with the National Institute of Standards and Technology. We maintain policies and standards that provide the framework for assessing risk. We conduct an annual information security focused risk assessment, which leverages the process and control areas provided by the International Organization for Standardization (“ISO”) 27001. In September 2021, we received our ISO 27001 Information Security Management certification. In fiscal 2022 and 2023, management performed procedures to validate our continued conformity with the ISO 27001 standard and concluded that existing controls continued to operate effectively. In addition, we assess our cybersecurity threat risks by conducting periodic internal and external risk assessments and annual external penetration testing, as well as maintaining an active vulnerability management program to assess threats at the network, systems and application levels.

Ongoing activities

To provide for the availability of critical data and systems, maintain regulatory compliance, manage our material risks from cybersecurity threats, and protect against, detect, and respond to cybersecurity incidents, we undertake the following activities:

- Perform an annual review of all of our policies related to cybersecurity;
- Monitor emerging data protection laws and implement changes to our policies to remain compliant;
- Run tabletop exercises with the cybersecurity incident response team, including executive team members, to simulate a response to a cybersecurity incident and use the findings to improve our processes and technologies;
- Conduct regular phishing email simulations and quarterly security awareness trainings for all employees to enhance awareness and responsiveness to such possible threats;
- Require all employees to review and acknowledge the company's information security policies upon hiring and annually thereafter;
- Leverage the company's incident response plan framework and a full set of cybersecurity technology tools, processes and procedures including, for example, security incident and cyber event management, endpoint detection and response, extended detection and response, e-mail gateway, and vulnerability management to monitor any cyber threats and to proactively detect, respond and recover when there is an actual or potential cybersecurity incident;
- Carry insurance that provides protection against the potential losses arising from a cybersecurity incident;
- Conduct annual penetration testing of our external technology and systems perimeter, including remediation and retesting;
- Conduct security assessments for code level vulnerabilities of all our internally developed business-critical applications; and
- Engage independent third parties to perform penetration testing of select business applications.

Incident response

Our incident response plan identifies the key employees responsible for responding to a cybersecurity incident and coordinates the activities we take to prepare for, detect, respond to and recover from cybersecurity incidents, which include processes to triage, assess severity for, escalate, contain, investigate, and remediate the incident, as well as to comply with potentially applicable legal obligations and mitigate brand and reputational damage.

As part of the above processes, we regularly engage with assessors, consultants, auditors, and other third parties, including periodic third-party reviews of our cybersecurity program to help identify areas for continued focus, improvement and compliance.

Third-party risk management

Our policies and processes address cybersecurity threat risks associated with the use of third-party service providers, including those who access, use and/or store our client, candidate, associate and employee data or have access to our network and systems. Third-party risks are included within our enterprise risk management assessment program, as well as our information security-specific risk identification program, both of which are discussed above. In addition, cybersecurity considerations affect the selection and oversight of our third-party service providers. We perform due diligence on third parties that have access to our systems, data or facilities that house such systems or data. This allows us to identify high-risk providers and continually monitor for cybersecurity threat risks appropriately. Additionally, we require contracts with all third parties that have access to our network and systems to include baseline security requirements for adequate data handling, as well as to provide the company with audit rights. Such contractual requirements are reviewed during each subsequent contract renewal process.

Additional information

We describe how the risks related to cybersecurity could materially impact our business strategy, results of operations, or financial condition, in more detail under the heading "Risks Related to Cybersecurity, Data Privacy and Information Security," see Item 1A. *Risk Factors* of this Annual Report on Form 10-K.

In the last three fiscal years, we have not experienced any cybersecurity incidents that have materially impacted or are reasonably likely to materially impact our business strategy, results of operations, or financial condition.

CYBERSECURITY GOVERNANCE

Cybersecurity is an important part of our risk management processes and an area of focus for our Board and management.

Our Innovation and Technology (“I&T”) Committee of the Board is responsible for the oversight of risks from cybersecurity threats. All of our Board members are members of the I&T Committee. At least quarterly, management provides the I&T Committee with updates regarding our cybersecurity risks, threats, and efforts focused on mitigating those risks. These updates are provided by our Chief Technology Officer (“CTO”) and our CISO, and include recent developments in cybersecurity, the company’s actual experience with cybersecurity incidents, and the systems and processes in place to defend against cyberattacks. Should a material or potentially material cybersecurity incident occur, the Board will immediately be notified of such event by the company’s CEO. Our CTO and CISO frequently communicate with affected business and finance leaders regarding any cybersecurity related event.

Our cybersecurity risk management and strategy processes are led by our CTO and our CISO. Such individuals have collectively over 25 years of prior work experience in various roles involving managing information security; developing cybersecurity strategy; and implementing effective information and cybersecurity programs, including governance, risk and compliance oversight for regulatory and contractual compliance. Such individuals are required by their job description to possess several relevant degrees and certifications, including the Information Systems Audit and Control Association (“ISACA”) Certified Information Security Manager and the International Information System Security Certification Consortium (“ISC2”) Certified Information Systems Security Professional certifications. These individuals are informed about and monitor the prevention, mitigation, detection, and remediation of cybersecurity incidents through their management of, and participation in, the cybersecurity risk management and strategy processes described above, including the operation of our incident response plan.

Item 2. PROPERTIES

We lease building space for all our PeopleReady branches, except for two that we own in Florida. In addition, we lease domestic and international office space to support our operations and centralized support functions. Under the majority of our branch leases, we have the right to terminate the lease with 90 days’ notice. We do not anticipate any difficulty in renewing these leases or in finding alternative sites in the ordinary course of business. We own an office building in Tacoma, Washington, which serves as our corporate headquarters. We continued to utilize a remote or hybrid work model for our headquarters’ and U.S.-based support employees, while utilizing our support center facilities when necessary or beneficial. While management believes all our facilities are currently suitable for their intended use, we continually evaluate our business and facilities and may decide to expand or dispose of facilities in the future.

Item 3. LEGAL PROCEEDINGS

See Note 8: *Commitments and Contingencies*, to our consolidated financial statements found in Part II, Item 8 of this Annual Report on Form 10-K.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

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 listed on the New York Stock Exchange under the ticker symbol TBI.

Holder of the corporation’s common stock

We had approximately 364 shareholders of record as of February 14, 2024. This number does not include shareholders for whom shares were held in “street name.”

Dividends

No cash dividends have been declared on our common stock to date nor have any decisions been made to pay a dividend in the future. Payment of dividends is evaluated on a periodic basis and if dividends were paid, they would be subject to the covenants of our revolving credit agreement, which may have the effect of restricting our ability to pay dividends.

Stock repurchases

The table below includes repurchases of our common stock pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs during the fourteen weeks ended December 31, 2023.

Period	Total number of shares purchased (1)	Weighted average price paid per share (2)	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value that may yet be purchased under plans or programs at period end (3)
09/25/2023 through 10/22/2023	1,279	\$14.67	—	\$55.1 million
10/23/2023 through 11/19/2023	554	\$11.40	—	\$55.1 million
11/20/2023 through 12/31/2023	1,500	\$14.70	—	\$55.1 million
Total	3,333	\$14.14	—	

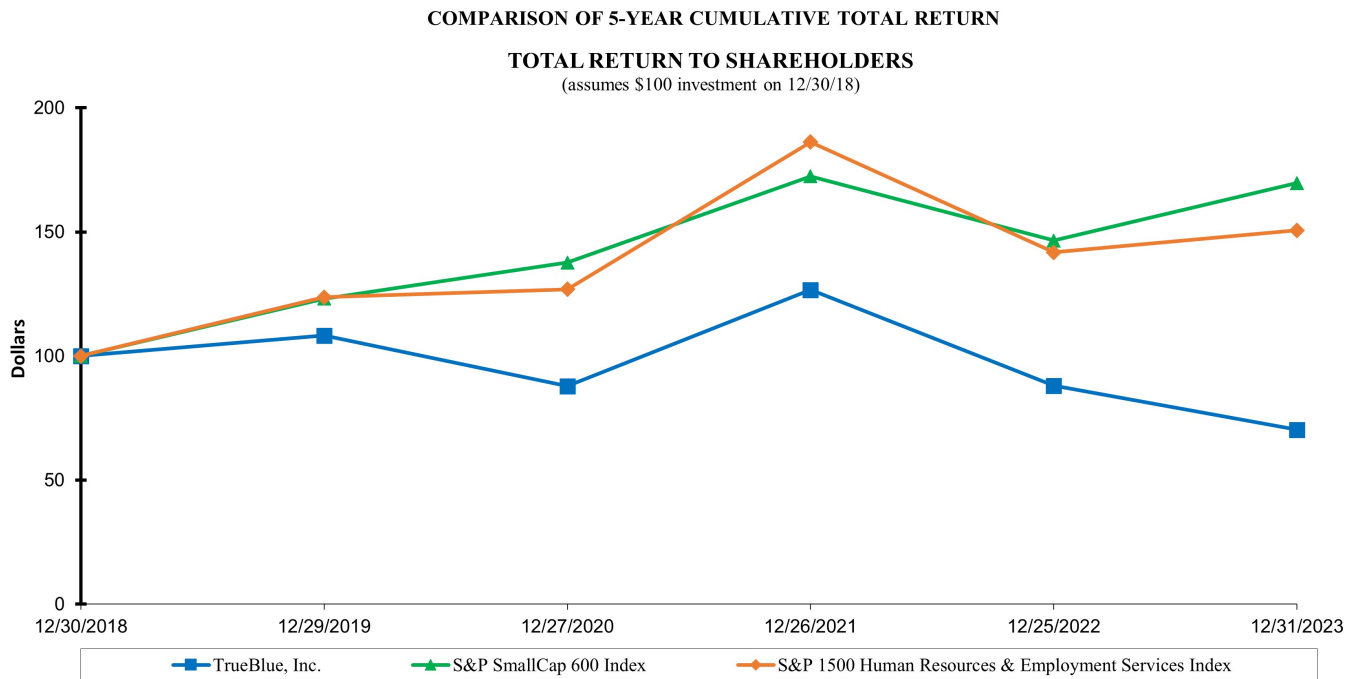
- (1) During the fourteen weeks ended December 31, 2023, we purchased 3,333 shares in order to satisfy employee tax withholding obligations upon the vesting of restricted stock. These shares were not acquired pursuant to our publicly announced share repurchase program.
- (2) Weighted average price paid per share does not include any adjustments for commissions.
- (3) On January 31, 2022, our Board of Directors authorized a \$100.0 million share repurchase program of our outstanding common stock. The share repurchase program does not obligate us to acquire any particular amount of common stock and does not have an expiration date. As of December 31, 2023, \$55.1 million remains available for repurchase under the existing authorization.

TrueBlue stock comparative performance graph

The following graph depicts our stock price performance from December 30, 2018 through December 31, 2023, relative to the performance of the S&P SmallCap 600 Index and S&P 1500 Human Resources and Employment Services Index.

All indices shown in the graph have been reset to a base of 100 as of December 30, 2018, and assume an investment of \$100 on that date and the reinvestment of dividends, if any, paid since that date.

COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN (1)



Total return analysis

	2018	2019	2020	2021	2022	2023
TrueBlue, Inc.	\$ 100	\$ 108	\$ 88	\$ 127	\$ 88	\$ 70
S&P SmallCap 600 Index	\$ 100	\$ 123	\$ 138	\$ 172	\$ 147	\$ 170
S&P 1500 Human Resources and Employment Services Index	\$ 100	\$ 124	\$ 127	\$ 186	\$ 142	\$ 151

(1) Graphic prepared by Zacks Investment Research, Inc. Used with permission. All rights reserved. Copyright 1980-2024. Index Data: Copyright Standard and Poor's, Inc. Used with permission. All rights reserved.

Item 6. [RESERVED]

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide the reader of our accompanying consolidated financial statements ("financial statements") with a narrative from the perspective of management on our financial condition, results of operations, liquidity and certain other factors that may affect future results. MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying notes to our financial statements.

BUSINESS OVERVIEW

TrueBlue, Inc. (the "company," "TrueBlue," "we," "us" and "our") is a leading provider of specialized workforce solutions that help our clients improve productivity and grow their businesses. Client demand for contingent workforce solutions and outsourced recruiting services is cyclical and dependent on the overall strength of the economy and labor market, as well as trends in workforce flexibility. During periods of rising economic uncertainty, clients reduce their contingent labor in response to lower volumes and reduced appetite for expanding production or inventory, which reduces the demand for our services. That environment also reduces demand for permanent placement recruiting, whether outsourced or in-house. However, as the economy emerges from periods of uncertainty, contingent labor providers are uniquely positioned to respond quickly to increasing demand for labor and rapidly fill new or temporary positions, replace absent employees, and convert fixed labor costs to variable costs. Similarly, companies turn to hybrid or fully outsourced recruiting models during periods of rapid re-hiring and high employee turnover. Our business strategy is focused on growth in each of our business segments by investing in innovative technology and initiatives that drive organic growth and improve the client and candidate experience. We have implemented these core strategies for each of our business segments: PeopleReady, PeopleScout and PeopleManagement. For additional discussion on our business and strategy, refer to *Business*, found in Part I, Item 1 of this Annual Report on Form 10-K.

Fiscal 2023 highlights

Our 2023 fiscal year contained 53 weeks, with the 53rd week falling in the fiscal fourth quarter, while our 2022 and 2021 fiscal years contained 52 weeks.

Total company revenue declined 15.4% to \$1.9 billion for the fiscal year ended December 31, 2023, compared to the prior year. The 53rd week contributed an additional \$20.3 million in revenue. The decline was primarily driven by continued economic uncertainty impacting demand trends across all three segments. Our contingent staffing clients are focused on employee retention and cost reduction, causing them to become increasingly selective in the positions they fill using outsourced labor providers. The decline in demand has impacted most industries and markets, especially retail, hospitality and services.

Total company gross profit as a percentage of revenue for the fiscal year ended December 31, 2023 declined 20 basis points to 26.5%, compared to 26.7% for the prior year. This decrease was primarily driven by changes in revenue mix favoring our lower margin staffing businesses.

Total company selling, general and administrative ("SG&A") expense decreased 1.2% to \$494.6 million for the fiscal year ended December 31, 2023, compared to the prior year. The 53rd week added an additional \$6.6 million of expense. During the year, cost management actions were taken to adjust our operating cost structure to better align with reduced client demand. The resulting cost savings exceeded both the cost to execute these actions and inflation of certain employee costs, most notably medical benefits. We remain focused on managing costs to enhance profitability, while maintaining our operational strengths to prepare for demand recovery.

We recorded a goodwill and intangible asset impairment charge of \$9.5 million (\$9.3 million net of tax), for the fiscal year ended December 31, 2023, primarily within our PeopleScout MSP reporting unit.

The items described above contributed to our net loss of \$14.2 million for the fiscal year ended December 31, 2023, compared to net income of \$62.3 million in the prior year.

As of December 31, 2023, we had cash and cash equivalents of \$61.9 million, no outstanding debt, and \$85.9 million available under the most restrictive covenant of our revolving credit agreement ("Revolving Credit Facility"), for total liquidity of \$147.8 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS

RESULTS OF OPERATIONS

Total company results

The following table presents selected financial data:

<i>(in thousands, except percentages and per share data)</i>	2023	% of revenue	2022	% of revenue
Revenue from services	\$ 1,906,243		\$ 2,254,184	
Gross profit	506,059	26.5 %	602,144	26.7 %
Selling, general and administrative expense	494,603	25.9	500,686	22.2
Depreciation and amortization	25,821	1.4	29,273	1.3
Goodwill and intangible asset impairment charge	9,485	0.5	—	—
Income (loss) from operations	(23,850)	(1.3)%	72,185	3.2 %
Interest and other income (expense), net	3,205		1,231	
Income (loss) before tax expense (benefit)	(20,645)		73,416	
Income tax expense (benefit)	(6,472)		11,143	
Net income (loss)	\$ (14,173)	(0.7)%	\$ 62,273	2.8 %
Net income (loss) per diluted share	\$ (0.45)		\$ 1.86	

Revenue from services

<i>(in thousands, except percentages)</i>	2023	Growth %	Segment % of total	2022	Segment % of total
Revenue from services:					
PeopleReady	\$ 1,096,318	(13.9)%	57.5 %	\$ 1,272,852	56.5 %
PeopleScout	229,334	(27.8)%	12.0	317,518	14.1
PeopleManagement	580,591	(12.5)%	30.5	663,814	29.4
Total company	\$ 1,906,243	(15.4)%	100.0 %	\$ 2,254,184	100.0 %

Total company revenue declined 15.4% to \$1.9 billion for the fiscal year ended December 31, 2023, compared to the prior year. The 53rd week contributed an additional \$20.3 million in revenue. The decline was primarily driven by continued economic uncertainty impacting demand trends across all three segments. Our contingent staffing clients are focused on employee retention and cost reduction, causing them to become increasingly selective in the positions they fill using outsourced labor providers. Our PeopleScout clients continue to face uncertain future workforce needs, and have reduced volumes in an attempt to manage costs.

PeopleReady

PeopleReady revenue declined 13.9% to \$1.1 billion for the fiscal year ended December 31, 2023, compared to the prior year. The 53rd week contributed an additional \$11.9 million in revenue. Revenue declined as a result of continued economic uncertainty, leading our clients to reduce their dependence on variable labor in order to manage their costs. Our clients are focused on employee retention, causing them to become increasingly selective in the positions they fill using outsourced labor providers. The decline in demand has impacted clients across most industries, especially within retail, hospitality and services, partially offset by growth in the renewable energy industry which continues to gain momentum.

PeopleScout

PeopleScout revenue declined 27.8% to \$229.3 million for the fiscal year ended December 31, 2023, compared to the prior year. The 53rd week contributed an additional \$0.8 million in revenue. Revenue declined as clients continued to respond to economic uncertainty and unknown future workforce needs by reducing hiring volumes, sourcing candidates with internal resources, and initiating hiring freezes to control costs.

MANAGEMENT'S DISCUSSION AND ANALYSIS

PeopleManagement

PeopleManagement revenue declined 12.5% to \$580.6 million for the fiscal year ended December 31, 2023, compared to the prior year. The 53rd week contributed an additional \$7.6 million in revenue. Revenue declined as clients in our on-site business continued to respond to economic uncertainty by reducing dependence on variable labor to supplement their core workforce. The decline in demand has impacted clients across most industries, especially within retail and transportation.

Gross profit

<i>(in thousands, except percentages)</i>	2023	2022
Gross profit	\$ 506,059	\$ 602,144
Percentage of revenue	26.5 %	26.7 %

Gross profit as a percentage of revenue contracted 20 basis points to 26.5% for the fiscal year ended December 31, 2023, compared to 26.7% for the prior year. Unfavorable revenue shifts towards our lower margin staffing businesses caused a contraction of 100 basis points; specifically revenue growth in the renewable energy industry within PeopleReady, which has lower margins than average PeopleReady margins, and revenue declines in PeopleScout. The contraction was partially offset by an expansion of 40 basis points from lower workers' compensation costs and 40 basis points from higher bill rates in our staffing businesses, which have increased ahead of pay rates.

Selling, general and administrative expense

<i>(in thousands, except percentages)</i>	2023	2022
Selling, general and administrative expense	\$ 494,603	\$ 500,686
Percentage of revenue	25.9 %	22.2 %

Total company SG&A expense decreased by \$6.1 million or 1.2% for the fiscal year ended December 31, 2023, compared to the prior year. Cost reduction efforts were taken in fiscal 2023 to promote a return to profitability, while maintaining our operational strengths and readiness to increase market share when demand rebounds. These efforts resulted in savings of approximately \$31 million during the fiscal year ended December 31, 2023, partially offset by \$3.2 million in workforce reduction costs. Operating cost savings were also offset by inflation of certain employee costs, most notably for employee medical benefits, which have been rising nation-wide, and \$5.8 million of accelerated compensation costs related to transitions in our executive leadership. The 53rd week added an additional \$6.6 million of expense. SG&A expense in the prior year included a benefit of \$3.3 million for the reversal of accrued compensation related to the resignation of a former Chief Executive Officer.

Depreciation and amortization

<i>(in thousands, except percentages)</i>	2023	2022
Depreciation and amortization	\$ 25,821	\$ 29,273
Percentage of revenue	1.4 %	1.3 %

Depreciation and amortization decreased primarily due to certain assets becoming fully depreciated and amortized during fiscal 2022.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Goodwill and intangible asset impairment charge

A summary of the goodwill and intangible asset impairment charge for the fiscal year ended December 31, 2023, by reportable segment, is as follows:

<i>(in thousands)</i>	PeopleScout	PeopleManagement	Total company
Goodwill	\$ 8,885	\$ —	\$ 8,885
Trade names/trademark	—	600	600
Total	\$ 8,885	\$ 600	\$ 9,485

Goodwill

We performed our annual impairment test as of the first day of our fiscal second quarter of 2023. As a result of this impairment test, we concluded that the carrying amount of our PeopleScout MSP reporting unit exceeded its fair value and we recorded a non-cash goodwill impairment charge of \$8.9 million, which was included in goodwill and intangible asset impairment charge on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal year ended December 31, 2023. The PeopleScout MSP goodwill impairment was related to our revised internal revenue projections, which anticipated the current year declining trends would continue into future periods. These projections were updated based on our then-current outlook and recent industry analysis, which indicated that our business would underperform due to a strategic lack of investment in technology within an increasingly competitive market. No further impairment loss was recognized during the fiscal year ended December 31, 2023. The remaining goodwill balance for PeopleScout MSP was \$0.8 million as of December 31, 2023. See Note 5: *Goodwill and Intangible Assets*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for additional details.

Indefinite-lived intangible assets

We performed our annual impairment test as of the first day of our fiscal second quarter of 2023. As a result of this impairment test, we concluded that a trade name/trademark related to our PeopleManagement segment exceeded its estimated fair value and we recorded a non-cash impairment charge of \$0.6 million, which was included in goodwill and intangible asset impairment charge on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal year ended December 31, 2023. The charge was primarily the result of an increase in the discount rate, as well as lower projected revenues given our then-current outlook. No further impairment loss was recognized during the fiscal year ended December 31, 2023. The remaining balance for this trade name/trademark was \$3.3 million as of December 31, 2023.

Income taxes

The income tax expense (benefit) and the effective income tax rate were as follows:

<i>(in thousands, except percentages)</i>	2023	2022
Income tax expense (benefit)	\$ (6,472)	\$ 11,143
Effective income tax rate	31.3 %	15.2 %

Our tax provision and our effective tax rate are subject to variation due to several factors, including variability in our pre-tax and taxable income and loss by jurisdiction, tax credits, government audit developments, changes in laws, regulations and administrative practices, and relative changes of expenses or losses for which tax benefits are not recognized. Additionally, our effective tax rate can be more or less volatile based on the amount of our pre-tax income. For example, the impact of tax credits and non-deductible expenses on our effective tax rate is greater when our pre-tax income is lower.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The items creating differences between income taxes computed at the statutory federal income tax rate and income taxes reported on the Consolidated Statements of Operations and Comprehensive Income (Loss) are as follows:

<i>(in thousands, except percentages)</i>	2023	%	2022	%
Income tax expense (benefit) based on statutory rate	\$ (4,335)	21.0 %	\$ 15,417	21.0 %
Increase (decrease) resulting from:				
State income taxes, net of federal benefit	(1,384)	6.7	3,008	4.1
Hiring tax credits, net	(4,997)	24.2	(7,911)	(10.8)
Uncertain tax positions	(206)	1.0	(1,336)	(1.8)
Non-deductible goodwill impairment charge	2,287	(11.1)	—	—
Non-deductible and non-taxable items	1,178	(5.7)	1,377	1.9
Foreign taxes	587	(2.9)	654	0.9
Other, net	398	(1.9)	(66)	(0.1)
Total income tax expense (benefit)	\$ (6,472)	31.3 %	\$ 11,143	15.2 %

Our effective tax rate for the fiscal year ended December 31, 2023 was 31.3% compared to 15.2% for the prior year. The higher effective tax rate in the current year was primarily due to benefits of hiring tax credits, partially offset by certain non-deductible and non-taxable items and foreign income taxes. Because of the loss before tax benefit for the fiscal year ended December 31, 2023, hiring tax credits add to the income tax benefit and rate and non-deductible items subtract from the income tax benefit and rate.

See Note 1: *Summary of Significant Accounting Policies* and Note 12: *Income Taxes*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for additional information.

Segment performance

We evaluate segment performance based on segment revenue and segment profit. Segment profit includes revenue, related cost of services, and ongoing operating expenses directly attributable to the reportable segment. Segment profit excludes goodwill and intangible asset impairment charges, depreciation and amortization expense, unallocated corporate general and administrative expense, interest expense, other income and expense, income taxes, and other costs and benefits not considered to be ongoing. See Note 14: *Segment Information*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for additional details on our reportable segments, as well as a reconciliation of segment profit to income (loss) before tax expense (benefit).

Segment profit should not be considered a measure of financial performance in isolation or as an alternative to net income (loss) in the Consolidated Statements of Operations and Comprehensive Income (Loss) in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and may not be comparable to similarly titled measures of other companies.

PeopleReady segment performance was as follows:

<i>(in thousands, except percentages)</i>	2023	2022
Revenue from services	\$ 1,096,318	\$ 1,272,852
Segment profit	\$ 26,606	\$ 87,743
Percentage of revenue	2.4 %	6.9 %

PeopleReady segment profit declined 69.7% or \$61.1 million and declined as a percentage of revenue for the fiscal year ended December 31, 2023, compared to the prior year. The decline was primarily due to the decline in revenue and the relatively high ratio of fixed to variable costs within SG&A expense, as well as changes in revenue mix towards lower margin renewable energy projects. The decline was partially mitigated through disciplined pricing, with bill rates increasing ahead of pay rates.

MANAGEMENT'S DISCUSSION AND ANALYSIS

PeopleScout segment performance was as follows:

<i>(in thousands, except percentages)</i>	2023	2022
Revenue from services	\$ 229,334	\$ 317,518
Segment profit	\$ 26,922	\$ 44,771
Percentage of revenue	11.7 %	14.1 %

PeopleScout segment profit declined 39.9% or \$17.8 million and declined as a percentage of revenue for the fiscal year ended December 31, 2023, compared to the prior year. The decline was a result of the decline in revenue, the effects of which were softened by workforce reductions during each quarter of 2023 to manage our operating cost structure.

PeopleManagement segment performance was as follows:

<i>(in thousands, except percentages)</i>	2023	2022
Revenue from services	\$ 580,591	\$ 663,814
Segment profit	\$ 6,963	\$ 15,811
Percentage of revenue	1.2 %	2.4 %

PeopleManagement segment profit declined 56.0% or \$8.8 million and declined as a percentage of revenue for the fiscal year ended December 31, 2023, compared to the prior year. The decline was primarily due to the decline in revenue and the associated impact from lower operating leverage. We took actions during each quarter of 2023 to reduce operating costs to better align with demand.

FISCAL 2022 AS COMPARED TO FISCAL 2021

See Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*, found in Part II of the Annual Report on Form 10-K for the fiscal year ended December 25, 2022 for discussion of fiscal 2022 compared to fiscal 2021.

FUTURE OUTLOOK

The following highlights represent our operating outlook. These expectations are subject to revision as our business changes with the overall economy.

Operating outlook

- We expect revenue for the fiscal first quarter of 2024 to decline between 16% and 10% as compared to the same period in the prior year, primarily due to our clients' continued response to macroeconomic uncertainty.
- We anticipate gross profit as a percentage of revenue to decline between 210 and 170 basis points for the fiscal first quarter of 2024, compared to the same period in the prior year, primarily due to the change in business mix and higher workers' compensation expense.
- For the fiscal first quarter of 2024, we anticipate SG&A expense to be between \$109 million and \$113 million.
- We expect basic weighted average shares outstanding to be approximately 31 million for the fiscal first quarter of 2024. This expectation does not include the impact of potential share repurchases.
- We expect our statutory income tax rate for fiscal 2024 to be between 24% and 28%. For fiscal 2024, we also expect an income tax benefit related to our hiring tax credits of between \$5 million and \$9 million.

Liquidity outlook

- Capital expenditures and spending for software as a service assets are expected to be between \$23 million and \$27 million for fiscal 2024, with approximately \$4 million of this amount relating to spending for software as a service assets for fiscal 2024.

MANAGEMENT'S DISCUSSION AND ANALYSIS

LIQUIDITY AND CAPITAL RESOURCES

We believe we have a strong financial position and sufficient sources of funding to meet our short and long term obligations. As of December 31, 2023, we had \$61.9 million in cash and cash equivalents and no debt outstanding. Under the Revolving Credit Facility, \$6.2 million was utilized by outstanding standby letters of credit, leaving \$293.8 million unused, which is constrained by our most restrictive covenant making \$85.9 million available for additional borrowing. See Note 7: *Long-Term Debt*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for details on our revolving credit facility.

On February 9, 2024, we entered into an amended and restated revolving credit agreement (the "2024 Revolving Credit Facility"), which matures on February 9, 2029. The 2024 Revolving Credit Facility provides for a revolving line of credit of up to \$255.0 million, with an option to increase the amount to \$405.0 million, subject to lender approval.

The following financial covenants, as defined in the 2024 Revolving Credit Facility, will be in effect beginning the fiscal first quarter of 2024:

- Consolidated fixed charge coverage ratio greater than 1.25, defined as the trailing twelve months bank-adjusted cash flow divided by cash interest expense.
- Asset coverage ratio of greater than 1.00, defined as the ratio of (a) 60% of accounts receivable to (b) total debt outstanding less unrestricted cash in excess of \$50.0 million, subject to certain minimums. Under this covenant we are limited to \$25.0 million in aggregate share repurchases in any 12 month period.

The following financial covenant, as defined in the 2024 Revolving Credit Facility, will replace the asset coverage ratio beginning the fiscal first quarter of 2026, or earlier at our discretion, subject to the terms of the agreement:

- Consolidated leverage ratio less than 3.00, defined as our funded indebtedness divided by trailing twelve months consolidated EBITDA, as defined in the 2024 Revolving Credit Facility.

Cash generated through our core operations is our primary source of liquidity. Our principal ongoing cash needs are to finance working capital, fund capital expenditures, repay outstanding Revolving Credit Facility balances, and execute share repurchases. We manage working capital through timely collection of accounts receivable, which we achieve through focused collection efforts and tightly monitoring trends in days sales outstanding. While client payment terms are generally 90 days or less, we pay our associates weekly, so additional financing through the use of our Revolving Credit Facility is sometimes necessary to support revenue growth. We also manage working capital through efficient cost management and strategically timing payments of accounts payable.

We continue to make investments in online and mobile apps to increase the competitive differentiation of our services over the long term and improve the efficiency of our service delivery model. In addition, we continue to transition our back-office technology from on-premise software platforms to cloud-based software solutions, to increase automation and the efficiency of running our business.

Outside of ongoing cash needed to support core operations, our insurance carriers and certain state workers' compensation programs require us to collateralize a portion of our workers' compensation obligation, for which they become responsible should we become insolvent. On a regular basis, these entities assess the amount of collateral they will require from us relative to our workers' compensation obligation. Such amounts can increase or decrease independent of our assessments and reserves. We continue to have risk that these collateral requirements may be increased by our insurers due to our loss history and market dynamics. We generally anticipate that our collateral commitments will continue to grow as we grow our business. We pay our premiums and deposit our collateral in installments. The collateral typically takes the form of cash and cash-backed instruments, highly rated investment grade securities, letters of credit, and surety bonds. Restricted cash and investments supporting our self-insured workers' compensation obligation are held in a trust at the Bank of New York Mellon ("Trust"), and are used to pay workers' compensation claims as they are filed. See Note 6: *Workers' Compensation Insurance and Reserves*, and Note 3: *Restricted Cash and Investments*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for details on our workers' compensation program as well as the restricted cash and investments held in Trust.

We have established investment policy directives for the Trust with the first priority to preserve capital, second to ensure sufficient liquidity to pay workers' compensation claims, third to diversify the investment portfolio and fourth to maximize after-tax returns. Trust investments must meet minimum acceptable quality standards. The primary investments include U.S. Treasury securities, U.S. agency debentures, U.S. agency mortgages, corporate securities and municipal securities. For those investments rated by nationally recognized statistical rating organizations the minimum ratings at time of purchase are:

MANAGEMENT’S DISCUSSION AND ANALYSIS

	S&P	Moody’s	Fitch
Short-term rating	A-1/SP-1	P-1/MIG-1	F-1
Long-term rating	A	A2	A

Total collateral commitments decreased \$25.2 million during the fiscal year ended December 31, 2023 primarily due to a decrease in collateral levels required by our insurance carriers, as well as the use of collateral to satisfy workers’ compensation claims. See Note 8: *Commitments and Contingencies*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for additional details on our workers’ compensation commitments. We continue to actively manage workers’ compensation cost by focusing on improving our associates’ safety programs, and actively control costs with our network of service providers. These actions have had a positive impact creating favorable adjustments to workers’ compensation liabilities recorded in the prior periods. Continued favorable adjustments to our prior year workers’ compensation liabilities are dependent on our ability to continue to aggressively lower accident rates and costs of our claims. We expect diminishing favorable adjustments to our workers’ compensation liabilities as the opportunity for significant reduction to the frequency and severity of accident rates has diminished.

Restricted cash and investments also includes collateral to support our non-qualified deferred compensation plan in the form of company-owned life insurance policies. Our non-qualified deferred compensation plan is managed by a third-party service provider, and the investments backing the company-owned life insurance policies align with the amount and timing of payments based on employee elections.

A summary of our cash flows for each period are as follows:

<i>(in thousands)</i>	Fiscal year ended	
	Dec 31, 2023	Dec 25, 2022
Net cash provided by operating activities	\$ 34,754	\$ 120,503
Net cash used in investing activities	(32,322)	(20,945)
Net cash used in financing activities	(37,583)	(64,692)
Change in cash, cash equivalents and restricted cash reclassified to assets held-for-sale	(300)	—
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(874)	(2,420)
Net change in cash, cash equivalents and restricted cash	\$ (36,325)	\$ 32,446

Cash flows from operating activities

Cash provided by operating activities consists of net income (loss) adjusted for non-cash benefits and expenses, and changes in operating assets and liabilities.

As client demand for our services declines, the result is a deleveraging of accounts receivable and accounts payable. Accrued wages and benefits can fluctuate based on whether the period end requires the accrual of one or two weeks of payroll, the amount and timing of bonus payments, and timing of payroll tax payments.

Net cash provided by accounts receivable collections through deleveraging during the fiscal year ended December 31, 2023 was partially offset by net cash used for payments on accounts payable and accrued expenses. Net cash used for payments on accrued wages and benefits was primarily due to lower annual employee bonuses. In addition, our workers’ compensation claims reserve for estimated claims decreases as contingent labor services decline, as was the case in fiscal 2023.

Cash flows from investing activities

Investing cash flows consist of capital expenditures and purchases, sales and maturities of restricted investments, which are managed in line with our workers’ compensation collateral funding requirements and timing of claim payments.

Capital expenditures for the fiscal year ended December 31, 2023 were higher compared to the fiscal year ended December 25, 2022, due in part to the continued investments we are making to upgrade our PeopleReady technology platform. For the fiscal year ended December 31, 2023, maturities of restricted investments were reinvested by the Trust resulting in only a small impact to cash used in investing activities. In the prior period, cash provided by maturities of restricted investments was not immediately reinvested by the Trust, and partially offset capital expenditures.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Cash flows from financing activities

Financing cash flows consist primarily of repurchases of common stock as part of our publicly announced share repurchase program, amounts to satisfy employee tax withholding obligations upon the vesting of restricted stock, the net change in our Revolving Credit Facility, and proceeds from the sale of common stock through our employee stock purchase plans.

Net cash used in financing activities during the fiscal year ended December 31, 2023 was primarily due to use of \$34.2 million to repurchase our common stock in the open market. During the fiscal year ended December 25, 2022, we used \$60.9 million to repurchase our common stock in the open market. As of December 31, 2023, \$55.1 million remains available for repurchase under existing authorization.

FISCAL 2022 AS COMPARED TO FISCAL 2021

See Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*, found in Part II of the Annual Report on Form 10-K for the fiscal year ended December 25, 2022 for discussion of fiscal 2022 compared to fiscal 2021.

SUMMARY OF CRITICAL ACCOUNTING ESTIMATES

Management's discussion and analysis of financial condition and results of operations discusses our financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes that the following accounting estimates are the most critical to understand and evaluate our reported financial results, and they require management's most subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. Such estimates and assumptions are subject to inherent uncertainties, which may result in actual future amounts differing from reported estimated amounts.

Workers' compensation reserve

We maintain reserves for workers' compensation claims, including the estimated expenses related to claims above our self-insured limits ("excess claims"), using actuarial estimates of the future cost of claims and related expenses. These estimates include claims that have been reported but not settled and claims that have been incurred but not reported. These reserves, which reflect potential liabilities to be paid in future periods based on estimated payment patterns, are discounted to estimated net present value using discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred, which are evaluated on a quarterly basis. We evaluate the reserves regularly throughout the year and make adjustments accordingly. If the actual cost of such claims and related expenses exceed the amount estimated, additional reserves may be required. Changes in reserve estimates are reflected in cost of services on the Consolidated Statements of Operations and Comprehensive Income (Loss) in the period when the changes in estimates are made.

Our workers' compensation reserves include estimated expenses related to excess claims and a corresponding receivable for the insurance coverage on excess claims based on the contractual policy agreements we have with insurance companies. We discount this reserve and corresponding receivable to its estimated net present value using the discount rates based on average returns on "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred. When appropriate, we record a valuation allowance against the insurance receivable to reflect amounts that may not be realized.

There are two main factors that impact workers' compensation cost: the number of claims and the cost per claim. The number of claims is driven by the volume of hours worked, the business mix, which reflects the type of work performed, and the safety of the environment where the work is performed. The cost per claim is driven primarily by the severity of the injury, the state in which the injury occurs, related medical costs, and lost-time wage costs. For fiscal 2023 claims, a 5% change in one or more of the above factors would result in a change to workers' compensation cost of approximately \$2 million. Our reserve balances have been positively impacted primarily by the success of our accident prevention programs. In the event that we are not able to further reduce our accident rates, the positive impacts to our reserve balance will diminish.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management evaluates the adequacy of the workers' compensation reserves in conjunction with an independent quarterly actuarial assessment. Factors considered in establishing and adjusting these reserves include, among other things:

- changes in medical and time loss ("indemnity") costs;
- changes in mix between medical only and indemnity claims;
- regulatory and legislative developments impacting benefits and settlement requirements;
- type and location of work performed;
- impact of safety initiatives; and
- positive or adverse development of claims.

Accounts receivable allowance for credit losses

We establish an estimate for the allowance for credit losses resulting from the failure of our clients to make required payments by applying an aging schedule to pools of assets with similar risk characteristics. Based on an analysis of the risk characteristics of our clients and associated receivables, we have concluded our pools are as follows:

- PeopleReady and Centerline Drivers ("Centerline") have a large, diverse set of clients, generally with frequent, low dollar invoices due to the daily nature of the work we perform. This results in high turnover in accounts receivable.
- PeopleManagement On-Site has a smaller number of clients and follows a contractual billing schedule. The invoice amounts are higher than that of PeopleReady and Centerline, with longer payment terms.
- PeopleScout has a smaller number of clients, and generally sends invoices on a consolidated basis for a client. Invoice amounts are generally higher for PeopleScout than for PeopleManagement On-Site, with similar payment terms.

When specific clients are identified as no longer sharing the same risk profile as their current pool, they are removed from the pool and evaluated separately. The credit loss rates applied to each aging category by pool are based on current collection efforts, historical collection trends, write-off experience, client credit risk, current economic data and forecasted information. The allowance for credit loss is reviewed and represents our best estimate of the amount of expected credit losses. Past due or delinquent balances are identified based upon a review of aged receivables performed by collections and operations. Past due balances are written off when it is probable the receivable will not be collected. Changes in the allowance for credit losses are recorded in SG&A expense on the Consolidated Statements of Operations and Comprehensive Income (Loss).

Business combinations

We account for our business acquisitions using the acquisition method of accounting. The purchase price of an acquisition is allocated to the underlying assets acquired and liabilities assumed based upon their estimated fair values at the date of acquisition. We determine the estimated fair values after review and consideration of relevant information including discounted cash flows, quoted market prices and estimates made by management. Determining the fair value of an acquired company is judgmental in nature and involves the use of significant estimates and assumptions. The significant judgments include estimation of future cash flows, which is dependent on forecasts; estimation of the long-term rate of growth; estimation of the useful life over which cash flows will occur; and determination of a weighted average cost of capital, which is risk-adjusted to reflect the specific risk profile of the business being purchased. Intangible assets that arise from contractual/legal rights, or are capable of being separated, are measured and recorded at fair value and amortized over the estimated useful life. If practicable, assets acquired and liabilities assumed arising from contingencies are measured and recorded at fair value. If not practicable, such assets and liabilities are measured and recorded when it is probable that a gain or loss has occurred and the amount can be reasonably estimated. The residual balance of the purchase price, after fair value allocations to all identified assets and liabilities, represents goodwill.

Goodwill acquired in business combinations is assigned to the reporting unit(s) expected to benefit from the combination as of the acquisition date. Acquisition-related costs are expensed as incurred. Our acquisitions may include contingent consideration, which require us to recognize the fair value of the estimated liability at the time of the acquisition. Subsequent changes in the estimate of the amount to be paid under the contingent consideration arrangement are recognized on the Consolidated Statements of Operations and Comprehensive Income (Loss). Cash payments for contingent or deferred consideration are classified within cash flows from investing activities for the purchase price fair value of the contingent consideration while amounts paid in excess are classified within cash flows from operating activities on the Consolidated Statements of Cash Flows.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Goodwill and indefinite-lived intangible assets

We evaluate goodwill and indefinite-lived intangible assets for impairment on an annual basis as of the first day of our fiscal second quarter, or whenever events or circumstances make it more likely than not that an impairment may have occurred. These events or circumstances could include a significant change in general economic conditions, deterioration in industry environment, changes in cost factors, declining operating performance indicators, legal factors, competition, client engagement, changes in the carrying amount of net assets, sale or disposition of a significant portion of a reporting unit, or a sustained decrease in share price. We monitor the existence of potential impairment indicators throughout the fiscal year.

Goodwill

We test for goodwill impairment at the reporting unit level. We consider our operating segments to be our reporting units for goodwill impairment testing. Our operating segments with remaining goodwill are PeopleReady, PeopleManagement Centerline, PeopleScout RPO and PeopleScout MSP.

When evaluating goodwill for impairment, we may first assess qualitative factors to determine whether it is more likely than not the fair value of a reporting unit is less than its carrying amount. Qualitative factors include macroeconomic conditions, industry and market conditions and overall company financial performance. If, after assessing the totality of events and circumstances, we determine that it is more likely than not the fair value of the reporting unit is greater than its carrying amount, the quantitative impairment test is unnecessary.

The quantitative impairment test, if necessary, involves comparing the fair value of each reporting unit to its carrying value, including goodwill. Fair value reflects the price a market participant would be willing to pay in a potential sale of the reporting unit. If the fair value exceeds the carrying value, we conclude that no goodwill impairment has occurred. If the carrying value of the reporting unit exceeds its fair value, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value of the goodwill. We consider a reporting unit's fair value to be substantially in excess of its carrying value at a 20% premium or greater.

Determining the fair value of a reporting unit when performing a quantitative impairment test involves the use of significant estimates and assumptions to evaluate the impact of operational and macroeconomic changes on each reporting unit. We estimate the fair value of each reporting unit using a weighting of the income and market valuation approaches. The income approach applies a fair value methodology to each reporting unit based on discounted cash flows. This analysis requires significant estimates and judgments, including estimation of future cash flows, which is dependent on internally-developed forecasts of revenue and profitability, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital, which is risk-adjusted to reflect the specific risk profile of the reporting unit being tested. We also apply a market approach, which develops a value correlation based on the market capitalization of similar publicly traded companies, referred to as a multiple, to apply to the operating results of the reporting units. The primary market multiples to which we compare are revenue and earnings before interest, taxes, depreciation, and amortization.

We base fair value estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates. We confirm the reasonableness of the valuation conclusions by comparing the indicated values of all the reporting units to the overall company value indicated by the stock price and outstanding shares as of the valuation date, or market capitalization.

Annual impairment test

We performed our annual goodwill impairment test as of the first day of our fiscal second quarter of 2023. The weighted average cost of capital used in our most recent impairment test was risk-adjusted to reflect the specific risk profile of the reporting units and ranged from 13.0% to 13.5%. The combined fair values for all reporting units were then reconciled to our aggregate market value of our shares of common stock on the date of valuation, resulting in a control premium of 27.9%.

MANAGEMENT'S DISCUSSION AND ANALYSIS

As a result of our annual impairment test, we concluded that the carrying amount of the PeopleScout MSP reporting unit exceeded its fair value and we recorded a non-cash goodwill impairment charge of \$8.9 million, which was included in goodwill and intangible asset impairment charge on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal year ended December 31, 2023. The PeopleScout MSP goodwill impairment was related to our revised internal revenue projections, which anticipated the current year declining trends would continue into future periods. These projections were updated based on our then-current outlook and recent industry analysis, which indicated that our business would underperform due to a strategic lack of investment in technology within an increasingly competitive market. The remaining goodwill balance for PeopleScout MSP was \$0.8 million as of December 31, 2023. Any further declines in PeopleScout MSP revenue, in excess of our projections used in the annual impairment test, could give rise to an additional impairment. Based on our annual impairment test, we concluded the fair value of all other reporting units were substantially in excess of their carrying value, and the goodwill associated with those reporting units was not impaired.

Operating results have declined compared to our expectations as of the date of the annual impairment test; however, we did not identify any events or conditions that make it more likely than not that an additional impairment may have occurred during the fiscal year ended December 31, 2023. Further declines in our projected operating performance, or a sustained decrease in our stock price, could give rise to a future impairment. See Note 5: *Goodwill and Intangible Assets*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for additional details on the 2023 goodwill impairment.

There were no goodwill impairment charges recorded during fiscal 2022 or 2021.

Indefinite-lived intangible assets

We have indefinite-lived intangible assets related to our Staff Management and PeopleScout trade names. We evaluate our indefinite-lived intangible assets for impairment on an annual basis as of the first day of our fiscal second quarter, or whenever events or circumstances make it more likely than not that an impairment may have occurred. These events or circumstances could include significant change in general economic conditions, deterioration in industry environment, changes in cost factors, declining operating performance indicators, legal factors, competition, client engagement, or sale or disposition of a significant portion of the business. We monitor the existence of potential impairment indicators throughout the fiscal year.

When evaluating indefinite-lived intangible assets for impairment, we may first assess qualitative factors to determine whether it is more likely than not the fair value of the indefinite-lived intangible is less than its carrying amount. Qualitative factors include macroeconomic conditions, industry and market conditions and overall company financial performance. If, after assessing the totality of events and circumstances, we determine that it is more likely than not the fair value of the indefinite-lived intangible asset is greater than its carrying amount, the quantitative impairment test is unnecessary.

The quantitative impairment test, if necessary, utilizes the relief from royalty method to determine the fair value of each of our trade names. If the carrying value exceeds the fair value, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value. Management uses considerable judgment to determine key assumptions, including projected revenue, royalty rates and appropriate discount rates.

Annual impairment test

We performed our annual indefinite-lived intangible asset impairment test as of the first day of our fiscal second quarter of 2023. As a result of this impairment test, we concluded that a trade name/trademark related to the PeopleManagement segment exceeded its estimated fair value and we recorded a non-cash impairment charge of \$0.6 million, which was included in goodwill and intangible asset impairment charge on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal year ended December 31, 2023. The charge was primarily the result of an increase in the discount rate, as well as lower projected revenues given our then-current outlook. The remaining balance for this trade name/trademark was \$3.3 million as of December 31, 2023. See Note 5: *Goodwill and Intangible Assets*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for additional details on the 2023 indefinite-lived intangible asset impairment.

The fair value of the trade name/trademark related to the PeopleScout segment was substantially in excess of its carrying value of \$2.1 million, and therefore did not result in an impairment. Additionally, following performance of the annual impairment test, we did not identify any events or conditions that make it more likely than not that an additional impairment may have occurred during the fiscal year ended December 31, 2023.

No impairment charge was recorded during fiscal 2022 nor 2021.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Finite-lived intangible assets and other long-lived assets

We review intangible assets that have finite useful lives and other long-lived assets whenever an event or change in circumstances indicates that the carrying value of the asset may not be recoverable. Important factors that could result in an impairment review include, but are not limited to, significant underperformance relative to historical or planned operating results, or significant changes in business strategies. We estimate the recoverability of these assets by comparing the carrying amount of the asset to the future undiscounted cash flows that we expect the asset to generate. An impairment charge is recognized when the estimated undiscounted cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset (if any) are less than the carrying value of the asset. When an impairment charge is recognized, the carrying amount of the asset is reduced to its estimated fair value based on discounted cash flow analysis or other valuation techniques.

No impairment charge was recorded during fiscal 2023, 2022 or 2021.

Estimated contingent legal and regulatory liabilities

We are subject to compliance audits by federal, state, local and foreign authorities relating to a variety of regulations including wage and hour laws, taxes, workers' compensation, immigration, and safety. We are also subject to legal proceedings in the ordinary course of our operations. We have established reserves for contingent legal and regulatory liabilities. We record a liability when management determines that it is probable that a legal claim will result in an adverse outcome and the amount of liability can be reasonably estimated. To the extent that an insurance company or other third-party is legally obligated to reimburse us for a liability, we record a receivable for the amount of the probable reimbursement. We evaluate our estimated liability regularly throughout the year and make adjustments as needed. If the actual outcome of these matters is different than expected, an adjustment is charged or credited to expense in the period the outcome occurs or the period in which the estimate changes.

Income taxes and related valuation allowances

We account for income taxes by recording taxes payable or receivable for the current year and deferred tax assets and liabilities for the future tax consequences of events that have been recognized in our financial statements or tax returns. These expected future tax consequences are measured based on provisions of tax law as currently enacted; the effects of future changes in tax laws are not anticipated. We recognize deferred tax assets to the extent we believe it is more likely than not the asset will be realized. We consider available positive and negative evidence when making such determination, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, carryback potential if permitted, and results of recent operations. When appropriate, we record a valuation allowance against deferred tax assets to reduce deferred tax assets to the amount that is more likely than not to be realized. Based on our deferred tax asset realizability analysis, we have determined that a valuation allowance is appropriate for certain tax credits and net operating losses that we expect will not be utilized within the permitted carryforward periods as of December 31, 2023 and December 25, 2022. See Note 12: *Income Taxes*, to our consolidated financial statements found in Item 8 of this Annual Report on Form 10-K, for details on our current valuation allowance.

NEW ACCOUNTING STANDARDS

See Note 1: *Summary of Significant Accounting Policies*, to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk related to changes in interest rates and foreign currency exchange rates, each of which could adversely affect the value of our investments. We do not currently use derivative financial instruments.

Interest rate risks

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio and our revolving credit facility. The interest on our revolving credit agreement is based on the Secured Overnight Financing Rate (“SOFR”), plus an adjustment of 0.10%, plus an applicable spread between 1.25% and 3.50%. Alternatively, at our option, we may pay interest based on a base rate plus an applicable spread between 0.25% and 1.50%. The base rate is the higher of the prime rate (as announced by Bank of America) or the federal funds rate plus 0.50%.

Trust assets

Restricted cash and investments consist principally of collateral that has been provided or pledged to insurance carriers for workers’ compensation and state workers’ compensation programs. Our insurance carriers and certain state workers’ compensation programs require us to collateralize a portion of the workers’ compensation obligation. The collateral typically takes the form of cash and cash equivalents and highly rated investment grade securities, primarily in municipal debt securities, corporate debt securities and agency mortgage-backed securities. The majority of our collateral obligations are held in a trust at the Bank of New York Mellon (“Trust”). The individual investments within the Trust are subject to credit risk due to possible rating changes, default or impairment. We monitor the portfolio to ensure this risk does not exceed prudent levels. We consistently apply and adhere to our investment policy of holding high-quality, diversified securities. We have the positive intent and ability to hold these investments until maturity and accordingly have classified them as held-to-maturity. For additional information, see Note 3: *Restricted Cash and Investments*, to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Foreign currency exchange rate risk

The majority of our revenue, expense, liabilities and capital purchasing activities are transacted in U.S. dollars. However, because a portion of our operations consists of activities outside of the United States of America, we have minimal transactions in other currencies, primarily the Canadian and Australian dollars, British pound sterling and Indian rupee. We have not hedged our foreign currency translation risk. We have the ability to hold our foreign currency denominated assets indefinitely and do not expect that a sudden or significant change in foreign exchange rates will have a material impact on future operating results or cash flows.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of TrueBlue, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of TrueBlue, Inc. and subsidiaries (the “Company”) as of December 31, 2023 and December 25, 2022, the related consolidated statements of operations and comprehensive income (loss), shareholders’ equity, and cash flows, for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and December 25, 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 21, 2024, expressed an unqualified opinion on the Company’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Workers’ Compensation Claims Reserves - Refer to Notes 1 and 6 to the Financial Statements

Critical Audit Matter Description

The Company bears the financial responsibility for a significant portion of expected losses under its workers’ compensation program and records reserves for workers’ compensation claims based on estimates of the future cost of claims and related expenses, which are discounted to their estimated net present value. The determination of the undiscounted reserve requires significant estimates and assumptions related to the future cost of claims and related expenses for claims that have been reported but not settled, as well as those that have been incurred but not reported. The undiscounted workers’ compensation reserve was \$214.6 million as of December 31, 2023.

Given the fact that changes in actuarial assumptions could have a significant impact on the reserve, auditing management judgments regarding the workers’ compensation reserve, including estimates of the future cost of claims and related expenses, involved a high degree of auditor judgment, including the need to involve our actuarial specialists.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the workers' compensation reserve included the following, among others:

- We tested the effectiveness of controls over workers' compensation, including those over payments and related expenses, claims data provided to the actuary, and review of actuarial results.
- We evaluated the methods and assumptions used by management to estimate the workers' compensation reserve by:
 - Making selections of the underlying claims data that serves as the basis for the actuarial analysis, including claims payments and related expenses, to evaluate whether the inputs to the actuarial estimate were reasonable; and
 - Comparing management's prior-year assumptions of expected future cost of claims and related expenses to actuals incurred during the current year to identify potential bias in the determination of the workers' compensation reserve.
- With the assistance of our actuarial specialists, we developed independent estimates of the workers' compensation reserve and compared our estimates to the Company's recorded workers' compensation reserve.

Goodwill - PeopleScout MSP Reporting Unit - Refer to Notes 1, 2, and 5 to the Financial Statements

Critical Audit Matter Description

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The fair value of each reporting unit was estimated using a weighting of the income and market valuation approaches, except for the PeopleScout MSP reporting unit ("MSP") which relied only on the income approach. The income approach applied a fair value methodology to each reporting unit based on discounted cash flows, which requires management to make significant judgments related to the estimation of future revenue and profitability, and determination of the risk-adjusted weighted average cost of capital ("discount rate"). Changes in these assumptions could have a significant impact on either the fair value of MSP and the related amount of the goodwill impairment charge. The goodwill balance was \$84.1 million as of December 31, 2023, of which \$0.8 million was allocated to MSP. A goodwill impairment charge of \$8.9 million was recorded within MSP during the year ended December 31, 2023.

The MSP goodwill impairment recorded during the year ended December 31, 2023 was due to management's revised internal revenue projections. These projections were updated based on management's current macroeconomic outlook and industry analysis, which indicates that MSP will underperform due to a strategic lack of investment in technology within an increasingly competitive market.

We identified goodwill for the MSP reporting unit as a critical audit matter because of the significant judgments made by management to estimate the fair value of MSP. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of management's estimates and assumptions related to selection of the discount rate and forecasts of future revenue and profitability.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the discount rate and forecasts of future revenue and profitability used by management to estimate the fair value of MSP included the following, among others:

- We tested the effectiveness of controls over management's goodwill impairment evaluation, including those over the determination of the fair value of MSP, such as controls related to management's selection of the discount rate and forecasts of future revenues and profitability.
- We evaluated management's ability to accurately forecast future revenues and profitability by comparing actual results to management's historical forecasts.
- We evaluated the reasonableness of management's revenue and profitability forecasts by comparing the forecasts to:
 - Historical revenues and profitability.
 - Internal communications to management and the Board of Directors, including related to strategic decisions that could impact MSP's future revenues.

- Industry reports containing analyses of expected trends and the competitive environment in the industry in which MSP operates.
- With the assistance of our fair value specialists, we evaluated the reasonableness of (1) valuation methodology and (2) the discount rate by:
 - Testing the source information underlying the determination of the discount rate and the mathematical accuracy of the calculation.
 - Developing an independent estimate of the discount rate and comparing that estimate to the discount rate selected by management.

/s/ Deloitte & Touche, LLP

Seattle, Washington

February 21, 2024

We have served as the Company's auditor since 2009.

TRUEBLUE, INC.

CONSOLIDATED BALANCE SHEETS

<i>(in thousands, except par value and share count data)</i>	December 31, 2023	December 25, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 61,885	\$ 72,054
Accounts receivable, net of allowance of \$2,005 and \$3,212	252,538	314,275
Prepaid expenses and other current assets	28,894	32,530
Income tax receivable	11,676	11,353
Total current assets	354,993	430,212
Property and equipment, net	104,906	95,823
Restricted cash and investments	192,985	213,734
Deferred income taxes, net	35,465	25,842
Goodwill	84,114	93,784
Intangible assets, net	10,525	16,205
Operating lease right-of-use assets, net	49,819	50,823
Workers' compensation claims receivable, net	53,841	75,185
Other assets, net	12,735	17,800
Total assets	\$ 899,383	\$ 1,019,408
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and other accrued expenses	\$ 56,401	\$ 76,644
Accrued wages and benefits	80,120	92,237
Income tax payable	439	1,137
Current portion of workers' compensation claims reserve	44,866	50,005
Current operating lease liabilities	11,902	11,963
Other current liabilities	10,371	10,889
Total current liabilities	204,099	242,875
Workers' compensation claims reserve, less current portion	151,649	201,005
Long-term deferred compensation liabilities	35,205	26,213
Long-term operating lease liabilities	49,434	50,601
Other long-term liabilities	1,123	2,399
Total liabilities	441,510	523,093
Commitments and contingencies (Note 8)		
Shareholders' equity:		
Preferred stock, \$0.131 par value, 20,000,000 shares authorized; No shares issued and outstanding	—	—
Common stock, no par value, 100,000,000 shares authorized; 31,245,732 and 32,729,689 shares issued and outstanding	1	1
Accumulated other comprehensive loss	(20,712)	(20,018)
Retained earnings	478,584	516,332
Total shareholders' equity	457,873	496,315
Total liabilities and shareholders' equity	\$ 899,383	\$ 1,019,408

See accompanying notes to consolidated financial statements

TRUEBLUE, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

<i>(in thousands, except per share data)</i>	2023	2022	2021
Revenue from services	\$ 1,906,243	\$ 2,254,184	\$ 2,173,622
Cost of services	1,400,184	1,652,040	1,613,302
Gross profit	506,059	602,144	560,320
Selling, general and administrative expense	494,603	500,686	464,322
Depreciation and amortization	25,821	29,273	27,556
Goodwill and intangible asset impairment charge	9,485	—	—
Income (loss) from operations	(23,850)	72,185	68,442
Interest and other income (expense), net	3,205	1,231	5,408
Income (loss) before tax expense (benefit)	(20,645)	73,416	73,850
Income tax expense (benefit)	(6,472)	11,143	12,216
Net income (loss)	\$ (14,173)	\$ 62,273	\$ 61,634
Net income (loss) per common share:			
Basic	\$ (0.45)	\$ 1.89	\$ 1.77
Diluted	\$ (0.45)	\$ 1.86	\$ 1.74
Weighted average shares outstanding:			
Basic	31,317	32,889	34,798
Diluted	31,317	33,447	35,434
Other comprehensive income (loss):			
Foreign currency translation adjustment	\$ (694)	\$ (4,271)	\$ (919)
Total other comprehensive income (loss), net of tax	(694)	(4,271)	(919)
Comprehensive income (loss)	\$ (14,867)	\$ 58,002	\$ 60,715

See accompanying notes to consolidated financial statements

TRUEBLUE, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

<i>(in thousands)</i>	Common stock		Retained earnings	Accumulated other comprehensive loss	Total shareholders' equity
	Shares	Amount			
Balances, December 27, 2020	35,493	\$ 1	\$ 452,017	\$ (14,828)	\$ 437,190
Net income	—	—	61,634	—	61,634
Foreign currency translation adjustment	—	—	—	(919)	(919)
Purchases and retirement of common stock	(620)	—	(16,678)	—	(16,678)
Issuances under equity plans, including tax benefits	(12)	—	(2,103)	—	(2,103)
Stock-based compensation	—	—	13,943	—	13,943
Balances, December 26, 2021	34,861	1	508,813	(15,747)	493,067
Net income	—	—	62,273	—	62,273
Foreign currency translation adjustment	—	—	—	(4,271)	(4,271)
Purchases and retirement of common stock	(2,234)	—	(60,939)	—	(60,939)
Issuances under equity plans, including tax benefits	103	—	(3,502)	—	(3,502)
Stock-based compensation	—	—	9,687	—	9,687
Balances, December 25, 2022	32,730	1	516,332	(20,018)	496,315
Net loss	—	—	(14,173)	—	(14,173)
Foreign currency translation adjustment	—	—	—	(694)	(694)
Purchases and retirement of common stock	(1,877)	—	(34,178)	—	(34,178)
Issuances under equity plans, including tax benefits	393	—	(3,304)	—	(3,304)
Stock-based compensation	—	—	13,907	—	13,907
Balances, December 31, 2023	31,246	\$ 1	\$ 478,584	\$ (20,712)	\$ 457,873

See accompanying notes to consolidated financial statements

TRUEBLUE, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(in thousands)</i>	2023	2022	2021
Cash flows from operating activities:			
Net income (loss)	\$ (14,173)	\$ 62,273	\$ 61,634
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	25,821	29,273	27,556
Goodwill and intangible asset impairment charge	9,485	—	—
Provision for credit losses	4,972	4,462	6,493
Stock-based compensation	13,907	9,687	13,943
Deferred income taxes	(9,902)	3,933	752
Non-cash lease expense	12,591	12,920	14,446
Other operating activities	(3,831)	7,862	(1,968)
Changes in operating assets and liabilities			
Accounts receivable	56,761	34,765	(81,616)
Income taxes receivable and payable	(1,317)	(2,665)	1,602
Operating lease right-of-use asset	—	118	8,080
Other assets	31,366	(16,142)	(13,715)
Accounts payable and other accrued expenses	(19,210)	(1,501)	16,425
Other accrued wages and benefits	(12,113)	(7,938)	34,581
Deferred employer payroll taxes	—	—	(57,065)
Workers' compensation claims reserve	(54,495)	(5,184)	701
Operating lease liabilities	(12,796)	(13,052)	(13,457)
Other liabilities	7,688	1,692	2,048
Net cash provided by operating activities	34,754	120,503	20,440
Cash flows from investing activities:			
Capital expenditures	(31,276)	(30,626)	(35,006)
Payments for company-owned life insurance	(2,347)	—	(4,000)
Proceeds from company-owned life insurance	1,662	—	832
Purchases of restricted available-for-sale investments	—	—	(43)
Sales of restricted available-for-sale investments	—	—	7,333
Purchases of restricted held-to-maturity investments	(34,110)	(18,031)	(9,411)
Maturities of restricted held-to-maturity investments	33,749	27,712	23,935
Other	—	—	140
Net cash used in investing activities	(32,322)	(20,945)	(16,220)
Cash flows from financing activities:			
Purchases and retirement of common stock	(34,178)	(60,939)	(16,678)
Net proceeds from employee stock purchase plans	856	980	1,135
Common stock repurchases for taxes upon vesting of restricted stock	(4,161)	(4,480)	(3,238)
Other	(100)	(253)	(345)
Net cash used in financing activities	(37,583)	(64,692)	(19,126)
Change in cash, cash equivalents and restricted cash reclassified to assets held-for-sale	(300)	—	—
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(874)	(2,420)	(521)
Net change in cash, cash equivalents and restricted cash	(36,325)	32,446	(15,427)
Cash, cash equivalents and restricted cash, beginning of period	135,631	103,185	118,612
Cash, cash equivalents and restricted cash, end of period	\$ 99,306	\$ 135,631	\$ 103,185
<i>Supplemental disclosure of cash flow information:</i>			
Cash paid (received) during the period for:			
Interest	\$ 1,031	\$ 1,123	\$ 1,425
Income taxes	\$ 5,171	\$ 9,980	\$ 9,773
Operating lease liabilities	\$ 15,799	\$ 15,964	\$ 16,590
Non-cash transactions:			
Property and equipment purchased but not yet paid	\$ 3,404	\$ 4,502	\$ 3,949
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 12,526	\$ 9,637	\$ 11,878

See accompanying notes to consolidated financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of business

TrueBlue, Inc. (the “company,” “TrueBlue,” “we,” “us” and “our”) is a leading provider of specialized workforce solutions that help clients achieve business growth and improve productivity. We serve clients in a wide variety of industries through our PeopleReady segment which offers general, industrial and skilled trade contingent staffing, our PeopleManagement segment which offers contingent, on-site industrial staffing and commercial driver services, and our PeopleScout segment which offers recruitment process outsourcing (“RPO”), managed service provider (“MSP”) and talent advisory solutions.

Basis of presentation

The consolidated financial statements (“financial statements”) include the accounts of TrueBlue and all of its wholly-owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation. The financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Fiscal period end

The financial statements are presented on a 52/53-week fiscal year-end basis, with the last day of the fiscal year ending on the Sunday closest to the last day of December. In fiscal years consisting of 53 weeks, the final quarter consists of 14 weeks, while in fiscal years consisting of 52 weeks, all quarters consist of 13 weeks. Our 2023 fiscal year contained 53 weeks, with the 53rd week falling in the fiscal fourth quarter, while our 2022 and 2021 fiscal years contained 52 weeks.

Use of estimates

Preparing financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Estimates in our financial statements include, but are not limited to, acquisition method of accounting, allowance for credit losses, estimates for asset and goodwill impairments, stock-based awards, assumptions underlying self-insurance reserves, contingent legal, regulatory and government incentive liabilities, and the potential outcome of future tax consequences of events that have been recognized in the financial statements. Actual results and outcomes may differ from these estimates and assumptions due to risks and uncertainties, including uncertainty in the current economic environment.

Revenue recognition

We account for a contract when both parties to the contract have approved the contract, the rights of the parties are identified, payment terms are identified, the contract has commercial substance, and collectability of consideration is probable. Consolidated revenues are presented net of intercompany eliminations. Additionally, consolidated revenues are recognized net of any discounts, allowances and sales incentives, including rebates. Revenues are recognized over time using an output measure, as the control of the promised services is transferred to the client, in an amount that reflects the consideration we expect to be entitled to in exchange for those services. The majority of our contracts are short-term in nature as they are filling the contingent staffing needs of our clients, or include termination clauses that allow either party to cancel within a short notice period, without cause. Revenue includes billable travel and other reimbursable costs and are reported net of sales, use or other transaction taxes collected from clients and remitted to taxing authorities. Payment terms vary by client and the services offered, however we do not extend payment terms beyond one year. Substantially all of our contracts include payment terms of 90 days or less.

We primarily record revenue on a gross basis as a principal on the Consolidated Statements of Operations and Comprehensive Income (Loss) based upon the following key factors:

- We maintain the direct contractual relationship with the client and are responsible for fulfilling the service promised to the client.
- We demonstrate control over the services provided to our clients.
- We establish our billing rates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Contingent staffing

We recognize revenue for our PeopleReady and PeopleManagement contingent staffing services over time as services are performed in an amount that reflects the consideration we expect to be entitled to collect in exchange for our services, which is generally calculated as hours worked multiplied by the agreed-upon hourly bill rate. The client simultaneously receives and consumes the benefits of the services as they are provided. We incur immaterial costs to obtain our contingent staffing contracts. We have concluded that the amortization period for these costs would be less than one year and have elected to use the practical expedient to expense these costs as incurred. Also, we incur immaterial costs to fulfill some contingent staffing contracts, which are expensed as incurred.

Human resource outsourcing

We primarily recognize revenue for our PeopleScout outsourced recruitment of permanent employees over time in an amount that reflects the consideration we expect to be entitled to in exchange for our services. The client simultaneously receives and consumes the benefits of the services as they are provided. We recognize revenue using an output method, generally based on the number of hires made during each month multiplied by the agreed-upon rate per hire. We incur immaterial costs to obtain our outsourced recruitment of permanent employee contracts. We have concluded that the amortization period for these costs would be less than one year and have elected to use the practical expedient to expense these costs as incurred. Also, we incur immaterial costs to fulfill these contracts, which are expensed as incurred.

Unsatisfied performance obligations

As a practical expedient, we do not disclose the value of unsatisfied performance obligations for (i) contracts with an expected original duration of one year or less and (ii) contracts for which we recognize revenue at an amount for which we have the right to invoice for services performed.

Cost of services

Cost of services refers to costs directly associated with the earning of revenue and primarily includes wages, payroll taxes, benefits, and workers' compensation expenses for our associates and employees involved with the delivery of our services. These costs differ fundamentally from selling, general and administrative ("SG&A") expenses in that they arise specifically from the action of providing services to clients, whereas SG&A costs are incurred regardless of whether or not we provide service to our clients.

Advertising costs

Advertising costs consist primarily of print, digital and other promotional activities. We expense advertisements as of the first date the advertisements take place. Advertising expenses included in SG&A were \$9.2 million, \$12.5 million and \$9.7 million in fiscal 2023, 2022 and 2021, respectively.

Cash, cash equivalents and marketable securities

We consider all highly liquid instruments purchased with an original maturity of three months or less at date of purchase to be cash equivalents. Investments with original maturities greater than three months are classified as marketable securities. We do not buy and hold securities principally for the purpose of selling them in the near future. Our investment policy is focused on the preservation of capital, liquidity and return. From time to time, we may sell certain securities but the objective is not to generate profits on short-term differences in price. We manage our cash equivalents and marketable securities as a single portfolio of highly liquid securities. We have not experienced any losses related to these balances, and we believe credit risk to be minimal.

Accounts receivable and allowance for credit losses

Accounts receivable are recorded at the invoiced amount. We establish an estimate for the allowance for credit losses resulting from the failure of our clients to make required payments by applying an aging schedule to pools of assets with similar risk characteristics. Based on an analysis of the risk characteristics of our clients and associated receivables, we have concluded our pools are as follows:

- PeopleReady and Centerline Drivers ("Centerline") have a large, diverse set of clients, generally with frequent, low dollar invoices due to the daily nature of the work we perform. This results in high turnover in accounts receivable.
- PeopleManagement On-Site has a smaller number of clients, and follows a contractual billing schedule. The invoice amounts are higher than that of PeopleReady and Centerline, with longer payment terms.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- PeopleScout has a smaller number of clients, and generally sends invoices on a consolidated basis for a client. Invoice amounts are generally higher for PeopleScout than for PeopleManagement On-Site, with similar payment terms.

When specific clients are identified as no longer sharing the same risk profile as their current pool, they are removed from the pool and evaluated separately. The credit loss rates applied to each aging category by pool are based on current collection efforts, historical collection trends, write-off experience, client credit risk, current economic data and forecasted information. The allowance for credit loss is reviewed and represents our best estimate of the amount of expected credit losses. Past due or delinquent balances are identified based upon a review of aged receivables performed by collections and operations. Past due balances are written off when it is probable the receivable will not be collected. Changes in the allowance for credit losses are recorded in SG&A expense on the Consolidated Statements of Operations and Comprehensive Income (Loss).

Restricted cash and investments

Cash and investments pledged as collateral and restricted for use in workers' compensation insurance programs are included as restricted cash and investments on our Consolidated Balance Sheets. Our investments consist of highly rated investment grade debt securities, which at the time of purchase, were rated A1/P1 or higher for short-term securities and A or higher for long-term securities, by nationally recognized rating organizations. We have the positive intent and ability to hold our restricted investments until maturity in accordance with our investment policy and, accordingly, all of our restricted investments are classified as held-to-maturity. In the event that an investment is downgraded below our investment policy criteria, it may be replaced with a new security.

We establish an allowance for credit loss for our held-to-maturity debt securities using a discounted cash flow method including a probability of default rate based on the issuer's credit rating.

We have an agreement with American International Group, Inc. and the Bank of New York Mellon Corporation creating a trust ("Trust"), which holds the majority of our collateral obligations under existing workers' compensation insurance policies. Placing the collateral in the Trust allows us to manage the investment of the assets and provides greater protection of those assets.

Fair value of financial instruments and investments

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. For assets and liabilities recorded or disclosed at fair value on a recurring basis, we determine fair value based on the following:

- Level 1: Inputs are valued using quoted market prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices in active markets for identical assets and liabilities are used.
- Level 3: Assets and liabilities with unobservable inputs.

The carrying value of our cash and cash equivalents and restricted cash approximates fair value because of the short-term maturity of those instruments. We hold money market funds to support our workers' compensation program, which are carried at fair value based on quoted market prices in active markets for identical assets. There are inherent limitations when estimating the fair value of financial instruments, and the fair values reported are not necessarily indicative of the amounts that would be realized in current market transactions.

The carrying value of our accounts receivable, accounts payable and other accrued expenses, and accrued wages and benefits approximates fair value due to their short-term nature. We hold company-owned life insurance policies that fund our deferred compensation liability. Company-owned life insurance policies are carried at cash surrender value, which approximates fair value. We hold certain restricted investments to collateralize our workers' compensation programs, which are classified as held-to-maturity and carried at amortized cost on our Consolidated Balance Sheets. We determine the fair value of these restricted investments based on comparisons to similar financial instruments or financial models based on observable inputs to arrive at consensus pricing.

Annual and interim impairment tests may subject our reporting units with goodwill and other intangible assets to nonrecurring fair value measurement. We typically determine the fair value of these items using internal estimates and assumptions that market participants would use in pricing the asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS*Property and equipment*

Property and equipment are recorded at cost. We compute depreciation using the straight-line method over the estimated useful lives of the assets as follows:

	Years
Buildings	40
Software	3 - 8
Computers, furniture and equipment	3 - 10

Leasehold improvements are amortized over the shorter of the related non-cancelable lease term or their estimated useful lives. Non-capital expenditures associated with opening new locations are expensed as incurred. When property is retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss, net of proceeds, is reflected on the Consolidated Statements of Operations and Comprehensive Income (Loss).

Repairs and maintenance costs are charged directly to expense as incurred. Major renewals or replacements that substantially extend the useful life of an asset are capitalized and depreciated.

Costs associated with the acquisition or development of software for internal use, including internal and external labor costs, are capitalized and amortized over the expected useful life of the software, from three to eight years. Capitalization of costs begins when the preliminary project stage is complete, when management authorizes and commits to funding the project, and it is probable the project will be completed for the intended use. Capitalization of costs ends when the project is substantially complete and ready for its intended use. A subsequent addition, modification or upgrade to internal-use software is capitalized to the extent that it enhances the software's functionality or extends its useful life. Software maintenance and training costs are expensed in the period incurred.

Leases

We conduct our PeopleReady branch operations primarily from leased locations. We also lease office spaces for our other operations, centralized support functions, office equipment, and machinery for use at client sites. Many leases require variable payments for common area maintenance, sales tax, and repairs and maintenance, and insurance coverage, in addition to base rent. The variable portion of these lease payments is not included in our right-of-use assets or lease liabilities. Rather, variable payments, other than those dependent upon an index or rate, along with any non-lease components of a contract, are expensed when the obligation for those payments is incurred and are included in SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss). We determine if an arrangement meets the definition of a lease at inception, at which time we also perform an analysis to determine whether the lease qualifies as operating or financing. The terms of our lease agreements generally range from three to five years, with some as high as 15 years and many containing options to renew. Under the majority of our leases, we have the right to terminate the lease with 90 days' notice.

Operating leases are included in operating lease right-of-use assets, net and current and long-term operating lease liabilities on our Consolidated Balance Sheets. Lease expense for operating leases is recognized on a straight-line basis over the lease term and is included in SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss).

Lease right-of-use assets and lease liabilities are measured using the present value of future minimum lease payments over the lease term at commencement date. The right-of-use asset also includes any lease payments made on or before the commencement date of the lease, less any lease incentives received. As the rate implicit in the lease is not readily determinable in our leases, we use our incremental borrowing rates based on the information available at the lease commencement date in determining the present value of lease payments. The incremental borrowing rates used are estimated based on what we would be required to pay for a collateralized loan over a similar term. We have lease agreements with lease and non-lease components, which are accounted for as a single lease component.

For leases with an initial non-cancelable lease term of less than one year and no option to purchase, we have elected not to recognize the lease on our Consolidated Balance Sheets and instead recognize rent payments on a straight-line basis over the lease term within SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss). In addition, for those leases where the right to cancel the lease is available to both TrueBlue (as the lessee) and the lessor, the lease term is the initial non-cancelable period plus the notice period, which is typically 90 days, and not greater than one year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Goodwill and indefinite-lived intangible assets

We evaluate goodwill and indefinite-lived intangible assets for impairment on an annual basis as of the first day of our fiscal second quarter, or whenever events or circumstances make it more likely than not that an impairment may have occurred. These events or circumstances could include a significant change in general economic conditions, deterioration in industry environment, changes in cost factors, declining operating performance indicators, legal factors, competition, client engagement, changes in the carrying amount of net assets, sale or disposition of a significant portion of a reporting unit, or a sustained decrease in share price. We monitor the existence of potential impairment indicators throughout the fiscal year.

Goodwill

We test for goodwill impairment at the reporting unit level. We consider our operating segments to be our reporting units for goodwill impairment testing. Our operating segments with remaining goodwill are PeopleReady, PeopleManagement Centerline, PeopleScout RPO and PeopleScout MSP.

When evaluating goodwill for impairment, we may first assess qualitative factors to determine whether it is more likely than not the fair value of a reporting unit is less than its carrying amount. Qualitative factors include macroeconomic conditions, industry and market conditions and overall company financial performance. If, after assessing the totality of events and circumstances, we determine that it is more likely than not the fair value of the reporting unit is greater than its carrying amount, the quantitative impairment test is unnecessary.

The quantitative impairment test, if necessary, involves comparing the fair value of each reporting unit to its carrying value, including goodwill. Fair value reflects the price a market participant would be willing to pay in a potential sale of the reporting unit. If the fair value exceeds the carrying value, we conclude that no goodwill impairment has occurred. If the carrying value of the reporting unit exceeds its fair value, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value of the goodwill. We consider a reporting unit's fair value to be substantially in excess of its carrying value at a 20% premium or greater.

We performed our annual impairment test for goodwill as of the first day of our fiscal second quarter of 2023. Refer to Note 5: *Goodwill and Intangible Assets* for additional details on the impairment charges, valuation methodologies, and inputs used in the fair value measurements.

Indefinite-lived intangible assets

We have indefinite-lived intangible assets related to our Staff Management and PeopleScout trade names. We evaluate our indefinite-lived intangible assets for impairment on an annual basis as of the first day of our fiscal second quarter, or whenever events or circumstances make it more likely than not that an impairment may have occurred. These events or circumstances could include significant change in general economic conditions, deterioration in industry environment, changes in cost factors, declining operating performance indicators, legal factors, competition, client engagement, or sale or disposition of a significant portion of the business. We monitor the existence of potential impairment indicators throughout the fiscal year.

When evaluating indefinite-lived intangible assets for impairment, we may first assess qualitative factors to determine whether it is more likely than not the fair value of the indefinite-lived intangible is less than its carrying amount. Qualitative factors include macroeconomic conditions, industry and market conditions and overall company financial performance. If, after assessing the totality of events and circumstances, we determine that it is more likely than not the fair value of the indefinite-lived intangible asset is greater than its carrying amount, the quantitative impairment test is unnecessary.

The quantitative impairment test, if necessary, utilizes the relief from royalty method to determine the fair value of each of our trade names. If the carrying value exceeds the fair value, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value.

We performed our annual impairment test for indefinite-lived intangible assets as of the first day of our fiscal second quarter of 2023. Refer to Note 5: *Goodwill and Intangible Assets* for additional details on the impairment charges, valuation methodologies, and inputs used in the fair value measurements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Other long-lived assets

We have finite-lived intangible assets related to acquired company customers, trade names/trademarks, and technology, as well as purchased trade names/trademarks. We capitalize implementation costs incurred in a cloud computing arrangement that is a service contract. Capitalized implementation costs are recorded in both prepaid expenses and other current assets, and in other assets, net on our Consolidated Balance Sheets, depending on the timing of future amortization. The related amortization expense is recorded in SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss) on a straight-line basis over the fixed, non-cancelable term of the associated arrangement plus any reasonably certain renewal periods. License fees incurred during the development period are expensed as incurred.

Other long-lived assets are tested for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Other long-lived assets include property and equipment, lease right-of-use assets, finite-lived intangible assets and capitalized implementation costs for cloud computing arrangements that are service contracts. There were no material other long-lived asset impairment charges recorded during the fiscal year ended December 31, 2023.

Workers' compensation claims reserves

We maintain reserves for workers' compensation claims using actuarial estimates of the future cost of claims and related expenses. These estimates include claims that have been reported but not settled and claims that have been incurred but not reported. These reserves, which reflect potential liabilities to be paid in future periods based on estimated payment patterns, are discounted to estimated net present value using discount rates based on average returns of "risk-free" United States of America ("U.S.") Treasury instruments available during the year in which the liability was incurred, which are evaluated on a quarterly basis. We evaluate the reserves regularly throughout the year and make adjustments accordingly. If the actual cost of such claims and related expenses exceeds the amounts estimated, additional reserves may be required. Changes in reserve estimates are reflected in cost of services on the Consolidated Statements of Operations and Comprehensive Income (Loss) in the period when the changes are made.

Our workers' compensation reserves include estimated expenses related to claims above our self-insured limits ("excess claims") and a corresponding receivable for the insurance coverage on excess claims based on the contractual policy agreements we have with insurance companies. We discount this reserve and corresponding receivable to its estimated net present value using the discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred. We also establish an allowance for credit loss for our insurance receivables using a probability of default and losses expected upon default method, with the probability of default rate based on the third-party insurance carrier's credit rating. Changes in the allowance for credit losses are recorded in cost of services on the Consolidated Statements of Operations and Comprehensive Income (Loss).

Management evaluates the adequacy of the workers' compensation reserves in conjunction with an independent quarterly actuarial assessment. Factors considered in establishing and adjusting these reserves include, among other things:

- changes in medical and time loss ("indemnity") costs;
- changes in mix between medical only and indemnity claims;
- regulatory and legislative developments impacting benefits and settlement requirements;
- type and location of work performed;
- impact of safety initiatives; and
- positive or adverse development of claims.

Legal contingency reserves and regulatory liabilities

We are subject to compliance audits by federal, state, local and international authorities relating to a variety of regulations including wage and hour laws, taxes, workers' compensation, immigration, and safety. In addition, we are subject to legal proceedings in the ordinary course of our operations. We establish accruals for contingent legal and regulatory liabilities when management determines that it is probable that a legal claim will result in an adverse outcome and the amount of liability can be reasonably estimated. We evaluate our reserve regularly throughout the year and make adjustments as needed. If the actual outcome of these matters is different than expected, an adjustment is charged or credited to expense in the period the outcome occurs or the estimate changes.

Income taxes and related valuation allowance

We account for income taxes by recording taxes payable or receivable for the current year and deferred tax assets and liabilities for the future tax consequences of events that have been recognized in our financial statements or tax returns. These expected future tax consequences are measured based on provisions of tax law as currently enacted; the effects of future changes in tax

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

laws are not anticipated. We recognize deferred tax assets to the extent we believe it is more likely than not the asset will be realized. We consider available positive and negative evidence when making such determination, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, carryback potential if permitted, and results of recent operations. When appropriate, we record a valuation allowance against deferred tax assets to reduce deferred tax assets to the amount that is more likely than not to be realized.

Our liability for unrecognized tax benefits is recorded in other long-term liabilities on our Consolidated Balance Sheets. We recognize interest and penalties related to unrecognized tax benefits within income tax expense (benefit) on the accompanying Consolidated Statements of Operations and Comprehensive Income (Loss). Accrued interest and penalties are included within other long-term liabilities on the Consolidated Balance Sheets.

A significant driver of fluctuations in our effective income tax rate is the federal Work Opportunity Tax Credit (“WOTC”). WOTC is designed to encourage hiring of workers from certain disadvantaged targeted categories and is generally calculated as a percentage of wages over a twelve month period up to worker maximum by targeted category. Based on historical results and business trends, we estimate the amount of WOTC we expect to earn related to wages of the current year. However, the estimate is subject to variation because: 1) a small percentage of our associates qualify for one or more of the many targeted categories; 2) the targeted categories are subject to different incentive credit rates and limitations; 3) credits fluctuate depending on economic conditions and qualified worker retention periods; and 4) state and federal offices can delay their credit certification processing and have inconsistent certification rates. We recognize an adjustment to prior year hiring credits if credits certified by government offices differ from original estimates. The WOTC program has been approved through the end of 2025.

Deferred compensation plan

We offer a non-qualified defined contribution plan (the “Plan”) to eligible employees. Participating employees may elect to defer and contribute a portion of their eligible compensation. The Plan allows participants to direct their account based on the investment options determined by TrueBlue and offers discretionary matching contributions.

The current portion of the deferred compensation liability is included in accrued wages and benefits on our Consolidated Balance Sheets. The total deferred compensation liability is funded through company-owned life insurance policies recorded in restricted cash and investments on our Consolidated Balance Sheets. The carrying value of company-owned life insurance policies is based on the cash surrender value of the policies, which approximates fair value. Changes in the cash surrender value, premiums incurred, and proceeds received relating to the company-owned life insurance policies are recorded in SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss). Prior to fiscal 2022, we also held mutual funds and money market funds to support the deferred compensation liability, which were measured at fair value, with unrealized gains and losses recognized in SG&A expense, while realized gains and losses were recorded in interest and other income (expense), net on our Consolidated Statements of Operations and Comprehensive Income (Loss). As of December 26, 2021, all of the mutual funds and money market funds had been converted into company-owned life insurance policies.

Stock-based compensation

Compensation expense for restricted stock-based awards is generally recognized on a straight-line basis over the vesting period, based on our stock’s fair market value on the grant date. For restricted stock-based awards with non-market performance conditions, compensation expense is recognized over each vesting period based on assessment of the likelihood of meeting these conditions. Compensation expense for our employee stock purchase plan (“ESPP”) is based on the estimated fair value on the date of grant, using the Black-Scholes valuation model, and is recognized on a straight-line basis over the offering period, which is over a calendar month. We recognize forfeitures as they occur.

In the event that there are changes to an employee’s requisite service period based on terms existing in the original award agreement, any unrecognized compensation expense is recognized prospectively over the updated remaining requisite service period. In the case that terms of an existing stock award agreement are modified, the sum of any unrecognized compensation expense as of the modification date and the modification charge will be expensed on a straight-line basis over the new requisite service period. The modification charge is the incremental amount of the fair value of the award before the modification and the fair value after the modification.

Foreign currency

Our financial statements are reported in U.S. dollars. Assets and liabilities of foreign subsidiaries with non-U.S. dollar functional currencies are translated to U.S. dollars at the exchange rates in effect on the balance sheet date. Revenues and expenses for each subsidiary are translated to U.S. dollars using a weighted average rate for the relevant reporting period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Translation adjustments resulting from this process are included, net of tax, in accumulated other comprehensive loss on our Consolidated Statements of Operations and Comprehensive Income (Loss), when applicable.

Revenue and expense transactions denominated in a currency other than our functional currency are converted to our functional currency using the exchange rate on the transaction date. Gains or losses resulting from these transactions are included in interest and other income (expense), net on our Consolidated Statements of Operations and Comprehensive Income (Loss).

Purchases and retirement of our common stock

We purchase our common stock under a program authorized by our Board of Directors (“Board”). Under applicable Washington State law, shares purchased are not displayed separately as treasury stock on the Consolidated Balance Sheets and are treated as authorized but unissued shares. It is our accounting policy to first record these purchases and the related excise tax as a reduction to our common stock account. Once the common stock account has been reduced to a nominal balance, remaining purchases are recorded as a reduction to our retained earnings. Furthermore, activity in our common stock account related to stock-based compensation is also recorded to retained earnings until such time as the reduction to retained earnings due to stock repurchases has been recovered.

Net income (loss) per share

Basic net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares and potential common shares outstanding during the period. Potential common shares include the dilutive effects of vested and non-vested restricted stock, performance share units, and shares issued under the ESPP, except where their inclusion would be anti-dilutive.

Anti-dilutive shares primarily include non-vested restricted stock and performance share units for which the sum of the assumed proceeds, including unrecognized compensation expense, exceeds the average stock price during the periods presented.

Segments

Our operating segments are based on the organizational structure for which financial results are regularly reviewed by our chief operating decision-maker, our Chief Executive Officer, to determine resource allocation and assess performance. We evaluate performance based on segment revenue and segment profit. Segment revenue is net of intercompany eliminations. Segment profit includes revenue, related cost of services, and ongoing operating expenses directly attributable to the reportable segment. Segment profit excludes goodwill and intangible asset impairment charges, depreciation and amortization expense, unallocated corporate general and administrative expense, interest expense, other income and expense, income taxes, and other costs and benefits not considered to be ongoing.

Government assistance

There is limited U.S. GAAP accounting guidance for for-profit business entities that receive government assistance that is not in the form of a loan, an income tax credit or revenue from a contract with a client. We are permitted to utilize other accounting standards, and have elected to analogize to International Financial Reporting Standards (“IFRS”), specifically International Accounting Standards (“IAS”) 20, *Accounting for Government Grants and Disclosures of Government Assistance*. Following IAS 20, we recognize government assistance on a systematic basis over the periods in which we recognize the related costs for which the grant is intended to compensate, but only when there is reasonable assurance we will comply with all conditions attached to the grant and there is reasonable assurance the assistance will be received. We have interpreted “reasonable assurance” to mean “probable,” as defined in loss contingencies guidance in U.S. GAAP.

On March 27, 2020, the U.S. government enacted the Coronavirus Aid, Relief and Economic Security Act (“CARES Act”), which among other things, provided payroll tax credits to eligible employers to address the negative economic impacts of the coronavirus pandemic (“COVID-19”) outbreak. Also during fiscal 2020, the Canadian and Australian governments enacted subsidy programs to help employers offset a portion of wage and rent expenses for a limited period. During fiscal 2021, Canadian subsidies reduced operating expenses by \$3.9 million on our Consolidated Statement of Operations and Comprehensive Income (Loss). Based on the reasonable assurance criteria, we have deferred recognition of certain benefits of \$27.6 million and \$21.8 million as of December 31, 2023 and December 25, 2022, respectively until recognition becomes probable, and we have included these amounts in accrued wages and benefits on our Consolidated Balance Sheets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Additionally, under the CARES Act, we were allowed to delay payments for the employer portion of social security taxes (6.2% of taxable wages) incurred between March 27, 2020 and December 31, 2020, for both our temporary associates and permanent employees. Deferred employer payroll taxes of \$59.9 million were paid in full on September 15, 2021.

Business combinations

We account for our business acquisitions using the acquisition method of accounting. The fair value of the net assets acquired and the results of the acquired business are included in the financial statements from the acquisition date forward. We are required to make estimates and assumptions that affect the reported amounts of assets and liabilities and results of operations during the reporting period. Estimates are used in accounting for, among other things, the fair value of acquired net operating assets, property and equipment, intangible assets, useful lives of property and equipment, and amortizable lives for acquired intangible assets. Any excess of the purchase consideration over the identified fair value of the assets and liabilities acquired is recognized as goodwill. Goodwill acquired in business combinations is assigned to the reporting unit(s) expected to benefit from the combination as of the acquisition date. We estimate the fair value of acquired assets and liabilities as of the date of the acquisition based on information available at that time. The initial valuation of these tangible and identifiable intangible assets and liabilities is subject to further management review and may change between the preliminary allocation and the final allocation.

All acquisition-related costs are expensed as incurred and recorded in SG&A expense on the Consolidated Statements of Operations and Comprehensive Income (Loss). Additionally, we recognize liabilities for anticipated restructuring costs that will be necessary due to the elimination of excess capacity, redundant assets or unnecessary functions, and record them as SG&A expense on the Consolidated Statements of Operations and Comprehensive Income (Loss).

Recently issued accounting pronouncements not yet adopted

Segments

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” which requires disclosure of incremental segment information on an interim and annual basis, primarily regarding significant segment expenses and information used to assess segment performance. This ASU is effective for fiscal years beginning after December 15, 2023 (2024 for TrueBlue), and interim periods beginning after December 15, 2024 (Q1 2025 for TrueBlue). Retrospective application is required for all periods presented. We are currently evaluating the impact of this ASU on our required disclosures.

Income Taxes

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740) - Improvements to Income Tax Disclosures,” which requires enhancements and further transparency to certain income tax disclosures, primarily to the tax rate reconciliation and income taxes paid. This ASU is effective for fiscal years beginning after December 15, 2024 (2025 for TrueBlue), on a prospective basis with retrospective application permitted. We are currently evaluating the impact of this ASU on our required disclosures.

There are no other new accounting pronouncements, issued or effective during the fiscal year, that are expected to have a significant impact on our financial statements and related disclosures.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: FAIR VALUE MEASUREMENT

Assets measured at fair value on a recurring basis

Our assets measured at fair value on a recurring basis consisted of the following:

<i>(in thousands)</i>	December 31, 2023			
	Total fair value	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)
Cash and cash equivalents	\$ 61,885	\$ 61,885	\$ —	\$ —
Restricted cash and cash equivalents	37,421	37,421	—	—
Cash, cash equivalents and restricted cash (1)	\$ 99,306	\$ 99,306	\$ —	\$ —
Municipal debt securities	\$ 31,804	\$ —	\$ 31,804	\$ —
Corporate debt securities	74,912	—	74,912	—
Agency mortgage-backed securities	13,235	—	13,235	—
U.S. government and agency securities	962	—	962	—
Restricted investments classified as held-to-maturity (2)	\$ 120,913	\$ —	\$ 120,913	\$ —

<i>(in thousands)</i>	December 25, 2022			
	Total fair value	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)
Cash and cash equivalents	\$ 72,054	\$ 72,054	\$ —	\$ —
Restricted cash and cash equivalents	63,577	63,577	—	—
Cash, cash equivalents and restricted cash (1)	\$ 135,631	\$ 135,631	\$ —	\$ —
Municipal debt securities	\$ 42,431	\$ —	\$ 42,431	\$ —
Corporate debt securities	76,097	—	76,097	—
Agency mortgage-backed securities	48	—	48	—
U.S. government and agency securities	949	—	949	—
Restricted investments classified as held-to-maturity (2)	\$ 119,525	\$ —	\$ 119,525	\$ —

(1) Cash, cash equivalents and restricted cash include money market funds and deposits.

(2) Refer to Note 3: *Restricted Cash and Investments* for additional details on our held-to-maturity debt securities.

Assets measured at fair value on a nonrecurring basis

In addition to assets that are recorded at fair value on a recurring basis, annual and interim impairment tests may subject our reporting units with goodwill and other intangible assets to nonrecurring fair value measurement. We performed our annual impairment tests for goodwill and indefinite-lived intangible assets as of the first day of our fiscal second quarter of 2023. Refer to Note 5: *Goodwill and Intangible Assets* for additional details on the impairment charges, valuation methodologies, and inputs used in the fair value measurements.

For our 2023 annual goodwill impairment test, the fair value of each reporting unit was estimated using a weighting of the income and market approaches, except for PeopleScout MSP, which relied only on the income approach. The various inputs to these fair value models are considered Level 3. As a result of the test, goodwill with a carrying value of \$9.7 million associated with the PeopleScout MSP reporting unit was impaired, and an impairment charge of \$8.9 million was recognized on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal year ended December 31, 2023.

For our 2023 annual indefinite-lived intangible asset impairment test, the fair value of our trade names/trademarks were estimated utilizing the relief from royalty method. The various inputs to this fair value model are considered Level 3. As a result of the test, one of our trade names/trademarks with a carrying value of \$3.9 million was written down to its fair value, and an impairment charge of \$0.6 million was recognized on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal year ended December 31, 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

There were no goodwill or intangible asset impairment charges recorded during fiscal 2022 or 2021. Refer to Note 5: *Goodwill and Intangible Assets* for additional details on the impairment charge and valuation methodologies.

NOTE 3: RESTRICTED CASH AND INVESTMENTS

The following is a summary of the carrying value of our restricted cash and investments:

<i>(in thousands)</i>	December 31, 2023	December 25, 2022
Cash collateral held by insurance carriers	\$ 23,598	\$ 29,567
Cash and cash equivalents held in Trust	12,703	30,857
Investments held in Trust	122,659	123,678
Company-owned life insurance policies	32,905	26,479
Other restricted cash and cash equivalents	1,120	3,153
Total restricted cash and investments	\$ 192,985	\$ 213,734

Held-to-maturity

Restricted cash and investments include collateral that has been provided or pledged to insurance carriers for workers' compensation and state workers' compensation programs. Our insurance carriers and certain state workers' compensation programs require us to collateralize a portion of our workers' compensation obligation. The collateral typically takes the form of cash and cash equivalents and highly rated investment grade securities, primarily in debt and asset-backed securities. The majority of our collateral obligations are held in a Trust.

The amortized cost and estimated fair value of our held-to-maturity investments held in Trust, aggregated by investment category as of December 31, 2023 and December 25, 2022, were as follows:

<i>(in thousands)</i>	December 31, 2023			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Municipal debt securities	\$ 32,042	\$ 4	\$ (242)	\$ 31,804
Corporate debt securities	76,578	333	(1,999)	74,912
Agency mortgage-backed securities	13,039	196	—	13,235
U.S. government and agency securities	1,000	—	(38)	962
Total held-to-maturity investments	\$ 122,659	\$ 533	\$ (2,279)	\$ 120,913

<i>(in thousands)</i>	December 25, 2022			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Municipal debt securities	\$ 42,892	\$ 2	\$ (463)	\$ 42,431
Corporate debt securities	79,736	4	(3,643)	76,097
Agency mortgage-backed securities	50	—	(2)	48
U.S. government and agency securities	1,000	—	(51)	949
Total held-to-maturity investments	\$ 123,678	\$ 6	\$ (4,159)	\$ 119,525

The amortized cost and fair value by contractual maturity of our held-to-maturity investments are as follows:

<i>(in thousands)</i>	December 31, 2023	
	Amortized cost	Fair value
Due in one year or less	\$ 27,414	\$ 27,118
Due after one year through five years	82,847	81,146
Due after five years through ten years	5,818	5,922
Due after ten years	6,580	6,727
Total held-to-maturity investments	\$ 122,659	\$ 120,913

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Actual maturities may differ from contractual maturities because the issuers of certain debt securities have the right to call or prepay their obligations without penalty. We have no significant concentrations of counterparties in our held-to-maturity investment portfolio.

Deferred compensation investments and company-owned life insurance policies

We hold company-owned life insurance policies to support our deferred compensation liability. During 2021, we also held mutual funds and money market funds, which were converted into company-owned life insurance policies by the end of fiscal 2021. During the fiscal year ended December 31, 2023, we received proceeds from company-owned life insurance policies of \$1.7 million, of which \$1.4 million was in excess of the cash surrender value of the related policies and recognized in SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss). The unrealized gains and losses related to investments still held at December 31, 2023, December 25, 2022 and December 26, 2021, included in SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss), were as follows:

<i>(in thousands)</i>	2023	2022	2021
Unrealized gains (losses)	\$ 4,383	\$ (5,841)	\$ 1,061

NOTE 4: SUPPLEMENTAL BALANCE SHEET INFORMATION

Accounts receivable allowance for credit losses

<i>(in thousands)</i>	2023	2022	2021
Beginning balance	\$ 3,212	\$ 6,687	\$ 2,921
Current period provision	4,972	4,462	6,493
Write-offs	(6,184)	(7,917)	(2,713)
Foreign currency translation	5	(20)	(14)
Ending balance	\$ 2,005	\$ 3,212	\$ 6,687

Prepaid expenses and other current assets

<i>(in thousands)</i>	December 31, 2023	December 25, 2022
Prepaid software agreements	\$ 8,435	\$ 9,994
Other prepaid expenses	9,355	9,455
Assets held-for-sale	4,845	—
Other current assets	6,259	13,081
Prepaid expenses and other current assets	\$ 28,894	\$ 32,530

Other current liabilities

<i>(in thousands)</i>	December 31, 2023	December 25, 2022
Contract liabilities	\$ 1,844	\$ 3,812
Liabilities held-for-sale	1,998	—
Other current liabilities	6,529	7,077
Other current liabilities	\$ 10,371	\$ 10,889

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Property and equipment

<i>(in thousands)</i>	December 31, 2023	December 25, 2022
Buildings and land	\$ 46,818	\$ 49,359
Software	201,235	150,198
Computers, furniture and equipment	38,706	48,670
Construction in progress	2,670	31,958
Gross property and equipment	289,429	280,185
Less accumulated depreciation	(184,523)	(184,362)
Property and equipment, net	\$ 104,906	\$ 95,823

Capitalized software costs, net of accumulated depreciation, were \$73.3 million and \$28.1 million as of December 31, 2023 and December 25, 2022, respectively, excluding amounts in construction in progress. Construction in progress consists primarily of purchased and internally-developed software.

Depreciation expense of property and equipment totaled \$20.6 million, \$23.5 million and \$20.9 million for the fiscal years ended December 31, 2023, December 25, 2022 and December 26, 2021, respectively.

Assets and liabilities held-for-sale

During fiscal 2023, as part of our strategic initiative to simplify our organizational structure and sharpen our focus on core operations, management, with approval from the Board, began actively marketing Labour Ready Temporary Services, Ltd. (“LRTS”). LRTS is a wholly-owned subsidiary of the company, and provides contingent staffing solutions to clients in Canada under the PeopleReady brand. The operational results of LRTS are included as part of our PeopleReady operating segment and reportable segment for all years presented. LRTS is not an individually significant component of the company.

As of December 31, 2023, all criteria for classifying this entity as held-for-sale were met, and did not result in recognition of a loss on our Consolidated Statements of Operations and Comprehensive Income (Loss) for fiscal 2023. The assets and liabilities classified as held-for-sale as of December 31, 2023 are presented within other current assets and other current liabilities, respectively, on our Consolidated Balance Sheets. The following represents the carrying amounts of the major classes of assets and liabilities included as part of the disposal group classified as held-for-sale:

<i>(in thousands)</i>	December 31, 2023
Current assets held-for-sale:	
Cash and cash equivalents	\$ 300
Accounts receivable, net	1,919
Prepaid expenses and other current assets	80
Income tax receivable	201
Property and equipment, net	156
Deferred income taxes, net	23
Goodwill (1)	1,020
Operating lease right-of-use assets, net	1,146
Total current assets held-for-sale	\$ 4,845
Current liabilities held-for-sale:	
Accounts payable and other accrued expenses	\$ 289
Accrued wages and benefits	427
Operating lease liabilities	1,180
Other current liabilities	102
Total current liabilities held-for-sale	\$ 1,998

(1) Goodwill was allocated based on the relative fair value of LRTS to the total PeopleReady reporting unit prior to being reclassified as held-for-sale.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The expected divestiture of our PeopleReady operations in Canada does not represent a strategic shift, nor do we expect it to have a major effect on the company's operations and financial results and, therefore will not be reported as discontinued operations in our Consolidated Balance Sheets or Consolidated Statements of Operations and Comprehensive Income (Loss). A sale is expected to be finalized during the fiscal first quarter of 2024.

Subsequent event

On February 20, 2024, the company entered into a definitive share purchase agreement to sell LRTS to Vertical Staffing Resources. The transaction is expected to close during the fiscal first quarter of 2024, subject to customary closing conditions.

NOTE 5: GOODWILL AND INTANGIBLE ASSETS

Goodwill

The following table reflects changes in the carrying amount of goodwill during the period by reportable segments:

<i>(in thousands)</i>	PeopleReady	PeopleScout	PeopleManagement	Total company
Balance at December 26, 2021				
Goodwill before impairment	\$ 106,304	\$ 142,710	\$ 81,092	\$ 330,106
Accumulated impairment charge	(46,210)	(109,757)	(79,601)	(235,568)
Goodwill, net	60,094	32,953	1,491	94,538
Foreign currency translation	—	(754)	—	(754)
Balance at December 25, 2022				
Goodwill before impairment	106,304	141,956	81,092	329,352
Accumulated impairment charge	(46,210)	(109,757)	(79,601)	(235,568)
Goodwill, net	60,094	32,199	1,491	93,784
Goodwill reclassified as held-for-sale (1)	(1,020)	—	—	(1,020)
Impairment charge	—	(8,885)	—	(8,885)
Foreign currency translation	—	235	—	235
Balance at December 31, 2023				
Goodwill before impairment	105,284	142,191	81,092	328,567
Accumulated impairment charge	(46,210)	(118,642)	(79,601)	(244,453)
Goodwill, net	\$ 59,074	\$ 23,549	\$ 1,491	\$ 84,114

(1) Refer to Note 4: *Supplemental Balance Sheet Information* for further discussion.

We performed our annual impairment test as of the first day of our fiscal second quarter of 2023, for our reporting segments with remaining goodwill: PeopleReady; PeopleManagement Centerline; PeopleScout RPO; and PeopleScout MSP. The fair value of each reporting unit was estimated using a weighting of the income and market valuation approaches. The income approach applied a fair value methodology to each reporting unit based on discounted cash flows. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internally-developed forecasts of revenue and profitability, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital, which is risk-adjusted to reflect the specific risk profile of the reporting unit being tested. The weighted average cost of capital used in our most recent impairment test ranged from 13.0% to 13.5%. We also applied a market approach, which develops a value correlation based on the market capitalization of similar publicly traded companies, referred to as a multiple, to apply to the operating results of the reporting units. The primary market multiples to which we compare are revenue and earnings before interest, taxes, depreciation, and amortization. The income and market approaches were equally weighted in our most recent annual impairment test, except for PeopleScout MSP which relied only on the income approach.

The combined fair values for all reporting units were then reconciled to our aggregate market value of our shares of common stock on the date of valuation, while considering a reasonable control premium. We consider a reporting unit's fair value to be substantially in excess of its carrying value at a 20% premium or greater. Based on our most recent impairment test, all of our reporting units' fair values were substantially in excess of their respective carrying values, except for PeopleScout MSP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

As a result of our 2023 annual impairment test, we concluded that the carrying amount of the PeopleScout MSP reporting unit exceeded its fair value and we recorded a non-cash goodwill impairment charge of \$8.9 million, which was included in goodwill and intangible asset impairment charge on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal year ended December 31, 2023. The PeopleScout MSP goodwill impairment was related to our revised internal revenue projections, which anticipated the current year declining trends would continue into future periods. These projections were updated based on our then-current outlook and recent industry analysis, which indicated that our business would underperform due to a strategic lack of investment in technology within an increasingly competitive market. The remaining goodwill balance for the PeopleScout MSP reporting unit was \$0.8 million as of December 31, 2023.

Additionally, following performance of the annual impairment test, we did not identify any events or conditions that make it more likely than not that an additional impairment may have occurred. Accordingly, no further impairment loss was recognized during the fiscal year ended December 31, 2023.

Intangible assets

Finite-lived intangible assets

The following table presents our purchased finite-lived intangible assets:

	December 31, 2023			December 25, 2022		
	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
<i>(in thousands)</i>						
Finite-lived intangible assets (1):						
Customer relationships	\$ 94,270	\$ (90,149)	\$ 4,121	\$ 94,134	\$ (84,994)	\$ 9,140
Trade names/trademarks	1,653	(649)	1,004	1,569	(504)	1,065
Total finite-lived intangible assets	\$ 95,923	\$ (90,798)	\$ 5,125	\$ 95,703	\$ (85,498)	\$ 10,205

(1) Excludes assets that are fully amortized.

Amortization expense of our finite-lived intangible assets was \$5.2 million, \$5.7 million and \$6.7 million for the fiscal years ended December 31, 2023, December 25, 2022 and December 26, 2021, respectively.

The following table provides the estimated future amortization of finite-lived intangible assets as of December 31, 2023:

<i>(in thousands)</i>	
2024	\$ 4,049
2025	309
2026	118
2027	118
2028	118
Thereafter	413
Total future amortization	\$ 5,125

We did not identify any events or conditions that make it more likely than not that an impairment of our finite-lived intangible assets may have occurred for the fiscal year ended December 31, 2023.

Indefinite-lived intangible assets

We held indefinite-lived trade names/trademarks of \$5.4 million and \$6.0 million as of December 31, 2023 and December 25, 2022, respectively, related to businesses within our PeopleScout and PeopleManagement segments.

As a result of our 2023 annual impairment test, we concluded that the carrying amount of a trade name/trademark related to the PeopleManagement segment exceeded its estimated fair value and recorded a non-cash impairment charge of \$0.6 million, which was included in goodwill and intangible asset impairment charge on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal year ended December 31, 2023. The charge was primarily the result of an increase in the discount rate, as well as lower projected revenues given our then-current outlook. The remaining balance for this trade name/trademark was \$3.3 million as of December 31, 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Additionally, following performance of the annual impairment test, we did not identify any additional events or conditions that make it more likely than not that an additional impairment may have occurred. Accordingly, no further impairment loss was recognized during the fiscal year ended December 31, 2023.

There were no goodwill or intangible asset impairment charges recorded during fiscal 2022 or 2021.

NOTE 6: WORKERS' COMPENSATION INSURANCE AND RESERVES

We provide workers' compensation insurance for our associates and permanent employees. The majority of our current workers' compensation insurance policies cover claims for a particular event above our \$5.0 million deductible limit, on a "per occurrence" basis. This results in our being substantially self-insured.

Our workers' compensation reserve for claims below the deductible limit is discounted to its estimated net present value. The discount rates used to estimate net present value are based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred and the weighted average duration of the payments against the self-insured claims. Payments made against self-insured claims are made over a weighted average period of approximately 5.5 years as of December 31, 2023. The weighted average discount rate was 2.4% and 2.0% at December 31, 2023 and December 25, 2022, respectively.

The following table presents a reconciliation of the undiscounted workers' compensation reserve to the discounted workers' compensation reserve for the periods presented:

<i>(in thousands)</i>	December 31, 2023	December 25, 2022
Undiscounted workers' compensation reserve	\$ 214,611	\$ 270,468
Less discount on workers' compensation reserve	18,096	19,458
Workers' compensation reserve, net of discount	196,515	251,010
Less current portion	44,866	50,005
Long-term portion	\$ 151,649	\$ 201,005

Payments made against self-insured claims were \$45.0 million, \$39.4 million and \$41.9 million for the fiscal years ended December 31, 2023, December 25, 2022 and December 26, 2021, respectively.

Our workers' compensation reserve includes estimated expenses related to claims above our self-insured limits ("excess claims"), and we record a corresponding receivable for the insurance coverage on excess claims based on the contractual policy agreements we have with insurance carriers. We discount this reserve and corresponding receivable to its estimated net present value using the discount rates based on average returns of "risk-free" U.S. Treasury instruments available during the year in which the liability was incurred and the weighted average duration of the payments against the excess claims. The claim payments are made and the corresponding reimbursements from our insurance carriers are received over an estimated weighted average period of approximately 18 years. The rates used to discount excess claims incurred during the fiscal years ended December 31, 2023 and December 25, 2022 were 4.1% and 3.0%, respectively. The discounted workers' compensation reserve for excess claims were \$54.9 million and \$76.7 million, as of December 31, 2023 and December 25, 2022, respectively. The discounted receivables from insurance companies, net of valuation allowance, were \$53.8 million and \$75.2 million as of December 31, 2023 and December 25, 2022, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The table below presents the estimated future payout of our discounted workers' compensation claims reserve for the next five years and thereafter as of December 31, 2023:

(in thousands)

2024	\$	44,866
2025		23,494
2026		13,764
2027		9,193
2028		6,705
Thereafter		43,566
Sub-total		141,588
Excess claims (1)		54,927
Total	\$	196,515

(1) Estimated expenses related to claims above our self-insured limits for which we have a corresponding receivable for the insurance coverage based on contractual policy agreements.

Workers' compensation cost consists primarily of changes in self-insurance reserves net of changes in discount, monopolistic jurisdictions' premiums, insurance premiums and other miscellaneous expenses. Workers' compensation cost of \$20.1 million, \$29.8 million and \$39.8 million was recorded in cost of services on our Consolidated Statements of Operations and Comprehensive Income (Loss) for the fiscal years ended December 31, 2023, December 25, 2022 and December 26, 2021, respectively.

NOTE 7: LONG-TERM DEBT

We have a revolving credit agreement with Bank of America, N.A., Wells Fargo Bank, N.A., PNC Bank, N.A., KeyBank, N.A. and HSBC Bank USA, N.A., which provides for a revolving line of credit of up to \$300.0 million, and matures on March 16, 2025 ("Revolving Credit Facility"). We have an option to increase the amount to \$450.0 million, subject to lender approval. Included in the Revolving Credit Facility is a \$30.0 million sub-limit for "Swingline" loans and a \$125.0 million sub-limit for letters of credit. At December 31, 2023, \$6.2 million was utilized by outstanding standby letters of credit, leaving \$293.8 million unused under the Revolving Credit Facility, which is constrained by our most restrictive covenant making \$85.9 million available for additional borrowing. At December 25, 2022, \$7.2 million was utilized by outstanding standby letters of credit.

Under the terms of the Revolving Credit Facility, we pay a variable rate of interest on funds borrowed under the revolving line of credit in excess of the Swingline loans, based on the Secured Overnight Financing Rate ("SOFR"), plus an adjustment of 0.10%, plus an applicable spread between 1.25% and 3.50%. Alternatively, at our option, we may pay interest based on a base rate plus an applicable spread between 0.25% and 1.50%. The base rate is the greater of the prime rate (as announced by Bank of America), or the federal funds rate plus 0.50%. The applicable spread is determined by the consolidated leverage ratio, as defined under the Revolving Credit Facility.

Under the terms of the Revolving Credit Facility, we are required to pay a variable rate of interest on funds borrowed under the Swingline loan based on the base rate plus applicable spread between 0.25% and 1.50%, as described above.

A commitment fee between 0.25% and 0.50% is applied against the Revolving Credit Facility's unused borrowing capacity, with the specific rate determined by the consolidated leverage ratio, as defined in the second amendment to our credit agreement. Letters of credit are priced at a margin between 1.00% and 3.25%, plus a fronting fee of 0.50%.

Obligations under the Revolving Credit Facility are guaranteed by TrueBlue and material U.S. domestic subsidiaries, and are secured by substantially all of the assets of TrueBlue and material U.S. domestic subsidiaries. The second amendment to our credit agreement contains customary representations and warranties, events of default, and affirmative and negative covenants, including, among others, financial covenants.

The following financial covenants, as defined in the second amendment to our credit agreement, were in effect as of December 31, 2023:

- Consolidated leverage ratio less than 3.00, defined as our funded indebtedness divided by trailing twelve months consolidated EBITDA, as defined in the second amendment to our credit agreement. As of December 31, 2023, our consolidated leverage ratio was 0.20.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- Consolidated fixed charge coverage ratio greater than 1.25, defined as the trailing twelve months bank-adjusted cash flow divided by cash interest expense. As of December 31, 2023, our consolidated fixed charge coverage ratio was 15.16.

As of December 31, 2023, and throughout fiscal 2023, we were in compliance with all effective covenants related to the Revolving Credit Facility.

Subsequent event

On February 9, 2024, we entered into an amended and restated revolving credit agreement with Bank of America, N.A., PNC Bank, N.A., HSBC Bank USA, N.A., Wells Fargo Bank, N.A., and Key Bank, N.A. dated as of February 9, 2024 (the “2024 Revolving Credit Facility”). The 2024 Revolving Credit Facility provides for a revolving line of credit of up to \$255.0 million, and matures on February 9, 2029. We have an option to increase the amount to \$405.0 million, subject to lender approval. Included in the 2024 Revolving Credit Facility is a \$25.0 million sub-limit for “Swingline” loans and a \$25.0 million sub-limit for letters of credit.

NOTE 8: COMMITMENTS AND CONTINGENCIES

Workers’ compensation commitments

We have provided our insurance carriers and certain states with commitments in the form and amounts listed below:

<i>(in thousands)</i>	December 31, 2023	December 25, 2022
Cash collateral held by workers’ compensation insurance carriers	\$ 17,737	\$ 23,716
Cash and cash equivalents held in Trust	12,703	30,857
Investments held in Trust	122,659	123,678
Letters of credit (1)	6,077	6,077
Surety bonds (2)	20,725	20,806
Total collateral commitments	\$ 179,901	\$ 205,134

- (1) We have agreements with certain financial institutions to issue letters of credit as collateral.
- (2) Our surety bonds are issued by independent insurance companies on our behalf and bear annual fees based on a percentage of the bond, which are determined by each independent surety carrier. These fees do not exceed 2.0% of the bond amount, subject to a minimum charge. The terms of these bonds are subject to review and renewal every one to four years and most bonds can be canceled by the sureties with as little as 60 days’ notice.

Operating leases

We have contractual commitments in the form of operating leases related to office space, vehicles and equipment. Our leases have remaining terms of up to 13 years. Most leases include one or more options to renew, which can extend the lease term up to 10 years. The exercise of lease renewal options is at our sole discretion. Typically, at the commencement of a lease, we are not reasonably certain we will exercise renewal options, and accordingly they are not considered in determining the initial lease term. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. We rent or sublease real estate to third parties in limited circumstances.

Operating lease costs were comprised of the following:

<i>(in thousands)</i>	2023	2022
Operating lease costs	\$ 14,710	\$ 14,994
Short-term lease costs (1)	6,915	7,487
Other lease costs, net (2)	3,748	4,501
Total lease costs	\$ 25,373	\$ 26,982

- (1) Excludes expenses related to leases with a lease term of less than one month.
- (2) Other lease costs include variable lease costs, net of rental and sublease income.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Other information related to our operating leases was as follows:

	December 31, 2023	December 25, 2022
Weighted average remaining lease term in years	7.6	8.3
Weighted average discount rate	4.9%	4.9%

Future non-cancelable minimum lease payments under our operating lease commitments as of December 31, 2023, are as follows for each of the next five years and thereafter:

(in thousands)

2024	\$	14,961
2025		12,465
2026		9,639
2027		7,558
2028		5,882
Thereafter		24,589
Total undiscounted future non-cancelable minimum lease payments (1)		75,094
Less: Imputed interest (2)		12,578
Less: Present value of operating lease liabilities held-for-sale		1,180
Present value of lease liabilities		\$ 61,336

- (1) Operating lease payments exclude approximately \$0.2 million of legally binding minimum lease payments for leases signed but not yet commenced.
- (2) Amount necessary to reduce net minimum lease payments to present value calculated using our incremental borrowing rates, which are consistent with the lease terms at adoption date (for those leases in existence as of the adoption date of the new lease standard) or lease inception (for those leases entered into after the adoption date).

Purchase obligations

Purchase obligations include agreements to purchase goods and services in the ordinary course of business that are enforceable, legally binding and specify all significant terms. Purchase obligations do not include agreements that are cancellable without significant penalty. We had \$37.4 million of purchase obligations as of December 31, 2023, of which \$17.7 million are expected to be paid in 2024, \$16.1 million in 2025, and the remaining \$3.6 million in 2026.

Legal contingencies and developments

We are involved in various proceedings arising in the normal course of conducting business. We believe the liabilities included in our financial statements reflect the probable loss that can be reasonably estimated and are immaterial. We also believe that the aggregate range of reasonably possible losses for the Company's exposure in excess of the amount accrued is expected to be immaterial to the Company. It remains possible that despite our current belief, material differences in actual outcomes or changes in management's evaluation or predictions could arise that could have a material effect on the Company's financial condition, results of operations or cash flows.

NOTE 9: SHAREHOLDERS' EQUITY

Common stock

Shares of common stock outstanding include shares of unvested restricted stock. Unvested restricted stock included in reportable shares outstanding was 0.1 million and 0.2 million shares as of December 31, 2023 and December 25, 2022, respectively.

On October 16, 2019, our Board authorized a \$100.0 million addition to our share repurchase program for our outstanding common stock ("2019 authorization"). On January 31, 2022, our Board authorized a \$100.0 million addition to our share repurchase program for our outstanding common stock ("2022 authorization"). The share repurchase program does not obligate us to acquire any particular amount of common stock and does not have an expiration date. We may choose to purchase shares in the open market, from individual holders, through an accelerated share repurchase agreement or otherwise.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Under the 2019 authorization, we repurchased shares during fiscal 2021 using \$16.7 million, and during fiscal 2022 using the remaining \$50.0 million. The 2019 authorization was fully utilized as of April 2022. Under the 2019 authorization, we repurchased and retired a total of 4.7 million shares of our common stock over three fiscal years, at an average share price of \$21.09. Under the 2022 authorization we repurchased shares using \$33.9 million during fiscal 2023 and \$11.0 million during fiscal 2022.

The details of shares repurchased in the open market as part of the authorizations described above are as follows:

Authorization	Amount authorized (in millions)	Remaining available (in millions)	Shares repurchased (in thousands)		
			2023	2022	2021
2019 Authorization	\$ 100.0	\$ —	—	1,800	620
2022 Authorization	\$ 100.0	\$ 55.1	1,877	434	—
			1,877	2,234	620

Preferred stock

We have authorized 20.0 million shares of blank check preferred stock. The blank check preferred stock is issuable in one or more series, each with such designations, preferences, rights, qualifications, limitations and restrictions as our Board may determine and set forth in supplemental resolutions at the time of issuance, without further shareholder action. The initial series of blank check preferred stock authorized by the Board was designated as Series A Preferred Stock. We had no outstanding shares of preferred stock in any of the years presented.

NOTE 10: STOCK-BASED COMPENSATION

We record stock-based compensation expense for restricted stock awards, restricted stock units, performance share units (collectively, “stock-based awards”), and shares purchased under an employee stock purchase plan (“ESPP”).

Our 2016 Omnibus Incentive Plan (“Incentive Plan”), effective May 11, 2016, applies to directors, officers, employees and consultants of the Company and permits the granting of nonqualified and incentive stock options, restricted stock awards, performance share units, restricted stock units and stock appreciation rights. At the time of adoption, there were 1.5 million shares available for issuance. Effective May 9, 2018, an additional 1.8 million shares were authorized under the Incentive Plan. Additionally, effective May 11, 2023, an additional 0.7 million shares were authorized under the Incentive Plan.

Stock-based awards

Under the Incentive Plan, stock-based awards are granted to the Board, executive officers and key employees. Stock-based awards granted to executive officers and key employees generally vest annually over three or four years. Restricted stock units granted to members of our Board vest in the fourth quarter of the same fiscal year in which the shares are granted. Receipt of the vested shares may be deferred until after a director leaves the Board. Compensation expense related to these grants is calculated based on the grant-date fair value. We recognize compensation expense on a straight-line basis over the vesting period, net of forfeitures.

Performance share units are only granted to certain executive officers. Vesting of performance share units is contingent upon the achievement of return on equity, profitability, or individual performance goals at the end of each performance period, which is generally three years. Each performance share unit is equivalent to one share of common stock. Compensation expense for these grants is calculated based on the grant-date market value of our stock and is recognized ratably over the performance period only for the performance share units expected to vest. Our estimate of the performance units expected to vest is reviewed and adjusted as appropriate each quarter.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Stock-based award activity for the fiscal year ended December 31, 2023, was as follows:

<i>(shares in thousands)</i>	Shares	Weighted-average grant-date fair value
Non-vested at beginning of period	1,436	\$ 21.93
Granted	1,137	\$ 17.77
Vested	(761)	\$ 20.70
Forfeited	(236)	\$ 19.59
Non-vested at the end of the period	1,576	\$ 19.88

The following table summarizes the weighted-average grant-date fair value per share for stock-based awards granted:

	2023	2022	2021
Weighted-average grant-date fair value	\$17.77	\$25.51	\$20.21

As of December 31, 2023, total estimated unrecognized stock-based compensation expense was \$14.2 million. We expect to recognize this expense over a weighted average remaining period of 1.7 years. The total fair value of stock-based awards that vested during fiscal 2023, 2022 and 2021 was \$12.2 million, \$13.9 million and \$20.6 million, respectively.

Employee Stock Purchase Plan

At the time of adoption in 2010, there was 1.0 million shares of common stock authorized for purchase under our ESPP. Effective May 11, 2023, an additional 1.0 million shares of common stock were authorized for purchase under our ESPP. The plan allows eligible employees to contribute up to 10% of their earnings toward the monthly purchase of the company’s common stock. The employee’s purchase price is 85% of the lesser of the company’s common stock price on either the first day or the last day of each calendar month. We consider our ESPP to be a component of stock-based compensation and accordingly we recognize compensation expense over the requisite service period for stock purchases made under the plan. The requisite service period begins on the enrollment date and ends on the purchase date, the duration of which is one month.

The following table summarizes transactions under our ESPP:

<i>(shares in thousands)</i>	2023	2022	2021
Shares issued	63	52	44
Average price per share	\$ 13.58	\$ 18.85	\$ 19.77

Stock-based compensation expense

Total stock-based compensation expense for fiscal 2023, 2022 and 2021, which is included in SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss), was \$13.9 million, \$9.7 million and \$13.9 million, respectively. The related tax benefit was \$2.9 million, \$2.0 million and \$2.9 million for fiscal 2023, 2022 and 2021, respectively.

NOTE 11: DEFINED CONTRIBUTION PLANS

We offer both qualified and non-qualified defined contribution plans to eligible employees. Participating employees may elect to defer and contribute a portion of their eligible compensation. The plans offer discretionary matching contributions. The liability for the non-qualified plan was \$41.0 million and \$31.3 million as of December 31, 2023 and December 25, 2022, respectively, of which \$5.8 million and \$5.1 million have been included in accrued wages and benefits on our Consolidated Balance Sheets. The net expense related to our qualified and non-qualified deferred compensation plans totaled \$4.1 million, \$5.1 million and \$6.5 million for fiscal 2023, 2022 and 2021, respectively, and is recorded in SG&A expense on our Consolidated Statements of Operations and Comprehensive Income (Loss). The net expense includes changes in cash surrender value of the company-owned life insurance policies held to support the deferred compensation liability, premiums incurred for and proceeds received from company-owned life insurance, unrealized gains (losses) on deferred compensation liabilities, as well as our discretionary matching contributions. Refer to Note 3: *Restricted Cash and Investments* for additional details on deferred compensation assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 12: INCOME TAXES

The provision for income taxes is comprised of the following:

<i>(in thousands)</i>	2023	2022	2021
Current taxes:			
Federal	\$ 329	\$ 1,360	\$ 4,925
State	582	1,397	4,067
Foreign	2,817	4,635	2,393
Total current taxes	3,728	7,392	11,385
Deferred taxes:			
Federal	(8,109)	3,434	617
State	(1,383)	345	88
Foreign	(708)	(28)	126
Total deferred taxes	(10,200)	3,751	831
Provision for income taxes	\$ (6,472)	\$ 11,143	\$ 12,216

The items accounting for the difference between income taxes computed at the statutory federal income tax rate and income taxes reported on the Consolidated Statements of Operations and Comprehensive Income (Loss) are as follows:

<i>(in thousands, except percentages)</i>	2023	%	2022	%	2021	%
Income tax expense (benefit) based on statutory rate	\$ (4,335)	21.0 %	\$ 15,417	21.0 %	\$ 15,508	21.0 %
Increase (decrease) resulting from:						
State income taxes, net of federal benefit	(1,384)	6.7	3,008	4.1	3,548	4.8
Hiring tax credits, net	(4,997)	24.2	(7,911)	(10.8)	(7,582)	(10.3)
CARES Act	—	—	—	—	(468)	(0.6)
Uncertain tax positions	(206)	1.0	(1,336)	(1.8)	(391)	(0.5)
Non-deductible goodwill impairment charge	2,287	(11.1)	—	—	—	—
Non-deductible and non-taxable items	1,178	(5.7)	1,377	1.9	589	0.8
Foreign taxes	587	(2.9)	654	0.9	211	0.3
Other, net	398	(1.9)	(66)	(0.1)	801	1.0
Total income tax expense (benefit)	\$ (6,472)	31.3 %	\$ 11,143	15.2 %	\$ 12,216	16.5 %

Our effective tax rate for fiscal 2023 was 31.3%. The difference between the statutory federal income tax rate of 21.0% and our effective income tax rate results primarily from tax benefits from hiring tax credits and state income taxes, partially offset by the non-deductible goodwill impairment charge and other non-deductible and non-taxable items.

Of the total goodwill and intangible asset impairment charge of \$9.5 million recorded during fiscal 2023, \$8.9 million (tax effect of \$2.3 million) related to goodwill from a stock acquisition, and accordingly was not deductible for tax purposes.

U.S. and foreign components of income (loss) before tax expense (benefit) was as follows:

<i>(in thousands)</i>	2023	2022	2021
U.S.	\$ (27,773)	\$ 56,964	\$ 61,433
Foreign	7,128	16,452	12,417
Income (loss) before tax expense (benefit)	\$ (20,645)	\$ 73,416	\$ 73,850

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The components of deferred tax assets and liabilities were as follows:

<i>(in thousands)</i>	December 31, 2023	December 25, 2022
Deferred tax assets:		
Allowance for credit losses	\$ 590	\$ 869
Accounts payable and other accrued expenses	11,242	9,641
Net operating loss carryforwards	7,535	1,243
Tax credit carryforwards	16,030	9,801
Accrued wages and benefits	7,311	8,877
Deferred compensation	12,356	8,641
Lease liabilities	17,378	16,025
Other	371	368
Total	72,813	55,465
Valuation allowance	(834)	(2,152)
Total deferred tax asset, net of valuation allowance	71,979	53,313
Deferred tax liabilities:		
Prepaid expenses, deposits and other current assets	(655)	(583)
Lease right-of-use assets	(14,052)	(12,909)
Depreciation and amortization	(21,958)	(14,100)
Workers' compensation	(192)	(347)
Total deferred tax liabilities	(36,857)	(27,939)
Deferred income taxes, net	\$ 35,122	\$ 25,374

Since deferred tax assets and liabilities attributable to different jurisdictions cannot be offset, a deferred tax liability of \$0.3 million is included in other long-term liabilities on our Consolidated Balance Sheets as of December 31, 2023.

Based on our deferred tax asset realizability analysis, we have determined that a valuation allowance is appropriate for certain tax credits and net operating losses (“NOLs”) that we expect will not be utilized within the permitted carryforward periods as of December 31, 2023 and December 25, 2022. Changes to deferred taxes related to foreign currency translation were immaterial for fiscal 2023, 2022 and 2021. The following table summarizes our credit carryforwards and NOLs along with their respective valuation allowance as of December 31, 2023:

<i>(in thousands)</i>	Carryover tax benefit	Valuation allowance	Expected benefit	Year expiration begins
Year-end tax attributes:				
Federal WOTCs	\$ 16,030	\$ —	\$ 16,030	2039
State NOLs	2,808	(834)	1,974	Various
Federal NOLs	4,727	—	4,727	Indefinite
Foreign alternative minimum tax credits	287	—	287	2033
Total	\$ 23,852	\$ (834)	\$ 23,018	

The activity related to the income tax valuation allowance was as follows:

<i>(in thousands)</i>	2023	2022	2021
Beginning balance	\$ 2,152	\$ 2,368	\$ 3,072
Charged to expense	(58)	(216)	26
Release of allowance	(1,260)	—	(730)
Ending balance	\$ 834	\$ 2,152	\$ 2,368

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes the activity related to our unrecognized tax benefits:

<i>(in thousands)</i>	2023	2022	2021
Beginning balance	\$ 830	\$ 1,881	\$ 1,930
Increases for tax positions related to the current year	124	53	188
Decreases for tax positions related to prior years	—	—	(52)
Reductions due to lapsed statute of limitations	(362)	(1,104)	(185)
Ending balance	\$ 592	\$ 830	\$ 1,881

As of December 31, 2023, our liability for unrecognized tax benefits was \$0.6 million. If recognized, \$0.5 million would impact our effective tax rate. We do not believe the amounts of unrecognized tax benefits will significantly increase or decrease within 12 months of the fiscal year ended December 31, 2023. In general, the tax years 2020 through 2022 remain open to examination by the major taxing jurisdictions where we conduct business.

Interest and penalties accrued related to the unrecognized tax benefits noted above were immaterial as of December 31, 2023.

NOTE 13: NET INCOME (LOSS) PER SHARE

Diluted common shares were calculated as follows:

<i>(in thousands, except per share data)</i>	2023	2022	2021
Net income (loss)	\$ (14,173)	\$ 62,273	\$ 61,634
Weighted average number of common shares used in basic net income (loss) per common share	31,317	32,889	34,798
Dilutive effect of non-vested stock-based awards	—	558	636
Weighted average number of common shares used in diluted net income (loss) per common share	31,317	33,447	35,434
Net income (loss) per common share:			
Basic	\$ (0.45)	\$ 1.89	\$ 1.77
Diluted	\$ (0.45)	\$ 1.86	\$ 1.74
Anti-dilutive shares	1,343	394	36

As we reported a loss for the fiscal year ended December 31, 2023, all potentially dilutive securities were antidilutive and accordingly, basic net loss per share and diluted net loss per share were equal.

NOTE 14: SEGMENT INFORMATION

Segment information

Our operating segments and reportable segments are described below:

Our **PeopleReady** reportable segment provides blue-collar, contingent staffing through the PeopleReady operating segment. PeopleReady provides on-demand and skilled labor in a broad range of industries that include construction, transportation, manufacturing, retail, hospitality and renewable energy.

Our **PeopleScout** reportable segment provides high-volume, permanent employee recruitment process outsourcing, employer branding services and management of outsourced labor service providers through the following operating segments, which we have aggregated into one reportable segment in accordance with U.S. GAAP:

- *PeopleScout RPO*: Outsourced recruitment of permanent employees on behalf of clients and employer branding services; and
- *PeopleScout MSP*: Management of multiple third-party staffing vendors on behalf of clients.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Our **PeopleManagement** reportable segment provides contingent labor and outsourced industrial workforce solutions, primarily on-site at the client's facility, through the following operating segments, which we have aggregated into one reportable segment in accordance with U.S. GAAP:

- *PeopleManagement On-Site*: On-site management and recruitment for the contingent industrial workforce of manufacturing, warehousing and distribution facilities; and
- *PeopleManagement Centerline*: Recruitment and management of contingent and dedicated commercial drivers to the transportation and distribution industries.

The following table presents our revenue disaggregated by major source and segment and a reconciliation of segment revenue from services to total company revenue:

<i>(in thousands)</i>	2023	2022	2021
Revenue from services:			
<i>Contingent staffing</i>			
PeopleReady	\$ 1,096,318	\$ 1,272,852	\$ 1,270,928
PeopleManagement	580,591	663,814	639,741
<i>Human resource outsourcing</i>			
PeopleScout	229,334	317,518	262,953
Total company	\$ 1,906,243	\$ 2,254,184	\$ 2,173,622

The following table presents a reconciliation of segment profit to income (loss) before tax expense (benefit):

<i>(in thousands)</i>	2023	2022	2021
Segment profit:			
PeopleReady	\$ 26,606	\$ 87,743	\$ 82,398
PeopleManagement	6,963	15,811	13,196
PeopleScout	26,922	44,771	36,163
Total segment profit	60,491	148,325	131,757
Corporate unallocated	(31,507)	(31,326)	(27,937)
Third-party processing fees for hiring tax credits	(253)	(594)	(734)
Amortization of software as a service assets	(4,117)	(2,985)	(2,709)
Goodwill and intangible asset impairment charge	(9,485)	—	—
Gain on deferred compensation assets	—	—	(2,897)
PeopleReady technology upgrade costs	(1,342)	(7,935)	(1,300)
Executive leadership transition costs	(5,788)	1,422	(232)
COVID-19 government assistance, net	(525)	—	4,222
Other benefits (costs)	(5,503)	(5,449)	(4,172)
Depreciation and amortization	(25,821)	(29,273)	(27,556)
Income (loss) from operations	(23,850)	72,185	68,442
Interest and other income (expense), net	3,205	1,231	5,408
Income (loss) before tax expense (benefit)	\$ (20,645)	\$ 73,416	\$ 73,850

Asset information by reportable segment is not presented since we do not manage our segments on a balance sheet basis.

Domestic and international revenue

Our international operations are primarily in Canada, the United Kingdom, and Australia. Revenue by region was as follows:

<i>(in thousands, except percentages)</i>	2023	%	2022	%	2021	%
United States	\$ 1,750,427	91.8 %	\$ 2,073,596	92.0 %	\$ 2,017,529	92.8 %
International operations	155,816	8.2	180,588	8.0	156,093	7.2
Total revenue from services	\$ 1,906,243	100.0 %	\$ 2,254,184	100.0 %	\$ 2,173,622	100.0 %

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Concentrations of client risk

No single client represented more than 10.0% of total company revenue for fiscal 2023, 2022 or 2021. Client concentration for our reportable segments was as follows:

- No single client represented 10.0% or more of our PeopleReady reportable segment revenue for fiscal 2023, 2022, or 2021.
- One client represented 11.8%, 13.1% and 10.9% of our PeopleScout reportable segment revenue for fiscal 2023, 2022 and 2021, respectively.
- One client represented 12.3% and 10.6% of our PeopleManagement reportable segment revenue for fiscal 2023 and 2022, respectively. No single client represented 10.0% or more of our PeopleManagement reportable segment revenue for fiscal 2021.

Property and equipment located in international operations was approximately 3.5% and 4.6% of total property and equipment, net as of December 31, 2023 and December 25, 2022, respectively.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

Item 9A. CONTROLS AND PROCEDURES

Disclosure controls and procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective as of December 31, 2023.

Report of management on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions and disposition of assets; providing reasonable assurance that transactions are recorded as necessary to permit preparation of our financial statements in accordance with accounting principles generally accepted in the United States of America; providing reasonable assurance that receipts and expenditures are made only in accordance with management and director authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in *Internal Control - Integrated Framework* (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2023. Our internal control over financial reporting as of December 31, 2023 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included herein.

There were no material changes in our internal control over financial reporting during the quarter ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of TrueBlue, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of TrueBlue, Inc. and subsidiaries (the “Company”) as of December 31, 2023, 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 Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2023, of the Company and our report dated February 21, 2024, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Report of Management on Internal Control over Financial Reporting*. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

/s/ Deloitte & Touche, LLP

Seattle, Washington
February 21, 2024

Item 9B. OTHER INFORMATION

Trading plans

During the fiscal fourth quarter ended December 31, 2023, none of our directors or executive officers adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” as such terms are defined in paragraphs (a) and (c), respectively, of Item 408 of Regulation S-K.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information regarding our directors and nominees for directorship is presented under the heading “Proposal 1. Election of Directors” in our definitive proxy statement for use in connection with the 2024 Annual Meeting of Shareholders (the “Proxy Statement”) to be filed within 120 days after our fiscal year ended December 31, 2023, and is incorporated herein by this reference thereto. Information concerning our executive officers is set forth under the heading “Executive Officers” in our Proxy Statement, and is incorporated herein by reference thereto. Information regarding compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, our Code of Conduct and Business Ethics and certain information related to the company’s Audit Committee and Corporate Governance and Nominating Committee, including any material changes to the procedures by which shareholders may recommend nominees to the Board of Directors, is set forth under the heading “Corporate Governance” in our Proxy Statement, and is incorporated herein by reference thereto.

Item 11. EXECUTIVE COMPENSATION

Information regarding the compensation of our directors and executive officers and certain information related to the company’s Compensation Committee is set forth under the headings “Executive Compensation Tables,” “Compensation of Directors,” “Compensation Discussion and Analysis,” “CEO Pay Ratio,” “Pay Versus Performance,” “Compensation Committee Report” and “Compensation Committee Interlocks and Insider Participation” in our Proxy Statement, and is incorporated herein by this reference thereto.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information with respect to security ownership of certain beneficial owners and management and related stockholder matters is set forth under the headings “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in our Proxy Statement, and is incorporated herein by this reference thereto.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information regarding certain relationships and related transactions and director independence is presented under the heading “Corporate Governance” in our Proxy Statement, and is incorporated herein by this reference thereto.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information concerning principal accounting fees billed to us by our principal accountant, Deloitte & Touche LLP (PCAOB ID No. 34), is presented under the heading “Fees Paid to Independent Registered Public Accountant for Fiscal Years 2022 and 2023” in our Proxy Statement, and is incorporated herein by this reference thereto. Information concerning the Audit Committee’s pre-approval policies and procedures is presented under the heading “Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm” in our Proxy Statement, and is incorporated herein by this reference thereto.

PART IV

Item 15. EXHIBITS

a) The following documents are filed as a part of this 10-K:

1. Financial statements

Financial statements can be found under Item 8 of Part II of this Form 10-K.

2. Financial statement schedules

All schedules have been omitted because the required information is presented in the financial statements or notes thereto, the amounts involved are not significant or the schedules are not applicable.

3. Exhibits

The exhibits are listed in the Index to Exhibits, which can be found on the following page.

INDEX TO EXHIBITS

Exhibit number	Exhibit description	Filed herewith	Incorporated by reference		
			Form	File no.	Date of first filing
3.1	Amended and Restated Articles of Incorporation.		8-K	001-14543	05/12/2016
3.2	Amended and Restated Bylaws.		10-Q	001-14543	10/30/2017
4.1	Description of Securities.	X	—	—	—
10.1	Assumption and Novation Agreement among TrueBlue, Inc. and Lumbermen’s Mutual Casualty Company, American Motorist Insurance Company, American Protection Insurance Company and American Manufacturers Mutual Insurance Company and National Union Fire Insurance Company of Pittsburgh, PA, dated December 29, 2004.		10-K	001-14543	03/11/2005
10.2	Indemnification Agreement between TrueBlue, Inc. and National Union Fire Insurance Company of Pittsburgh, PA dated December 29, 2004.		10-K	001-14543	03/11/2005
10.3	Amended and Restated Credit Agreement, effective February 9, 2024.		8-K	001-14543	02/12/2024
10.4*	Employment Agreement between TrueBlue, Inc. and Taryn Owen, dated August 11, 2023.		8-K	001-14543	08/15/2023
10.5*	Change-In-Control Agreement between TrueBlue, Inc. and Taryn Owen, dated August 11, 2023.		8-K	001-14543	08/15/2023
10.6*	Form Non-Competition Agreement between TrueBlue, Inc. and Taryn Owen, effective September 27, 2022.		8-K	001-14543	09/27/2022
10.7*	Executive Employment Agreement between TrueBlue, Inc and Steven C. Cooper, effective July 8, 2022.		8-K/A	001-14543	07/14/2022
10.8*	Executive Change in Control Agreement between TrueBlue, Inc and Steven C. Cooper effective July 8, 2022.		8-K/A	001-14543	07/14/2022
10.9*	Non-Competition Agreement between TrueBlue, Inc. and Steven C. Cooper, effective July 8, 2022.		8-K/A	001-14543	07/14/2022
10.10*	Executive Employment Agreement between TrueBlue, Inc. and Carl R. Schweihs, dated October 9, 2023.		8-K	001-14543	10/10/2023
10.11*	Executive Non-Competition Agreement between TrueBlue, Inc. and Carl R. Schweihs, dated October 9, 2023.		8-K	001-14543	10/10/2023
10.12*	Executive Employment Agreement between TrueBlue, Inc. and Derrek L. Gafford, dated December 31, 2006.		10-Q	001-14543	05/04/2007
10.13*	First Amendment to Executive Employment Agreement between TrueBlue, Inc. and Derrek L. Gafford, dated February 13, 2023.		10-K	001-14543	02/15/2023
10.14*	Form Executive Non-Competition Agreement between TrueBlue, Inc. and Derrek L. Gafford.		10-Q	001-14543	05/04/2007
10.15*	Form Executive Change in Control Agreement between TrueBlue, Inc. and Derrek L. Gafford, Carl Schweihs, and Garrett Ferencz.		10-Q	001-14543	05/04/2007
10.16*	Form Non-Competition Agreement between TrueBlue, Inc. and Garrett Ferencz.		10-K	001-14543	02/24/2020
10.17*	Form Executive Indemnification Agreement between TrueBlue, Inc. and Steven C. Cooper, Derrek L. Gafford, Taryn R. Owen, Carl Schweihs, and Garrett Ferencz.		10-K	001-14543	02/24/2020
10.18*	Executive Employment Agreement between TrueBlue, Inc. and Garrett Ferencz, as amended July 1, 2020.		10-Q	001-14543	07/27/2020
10.19*	Equity Retainer and Deferred Compensation Plan For Non-Employee Directors, effective January 1, 2010.		S-8	333-164614	02/01/2010
10.20*	2010 Employee Stock Purchase Plan.		S-8	333-167770	06/25/2010
10.21*	TrueBlue, Inc. Nonqualified Deferred Compensation Plan.		10-K	001-14543	02/22/2012

Exhibit number	Exhibit description	Filed herewith	Incorporated by reference		
			Form	File no.	Date of first filing
10.22*	2016 TrueBlue Omnibus Incentive Plan.		S-8	333-211737	06/01/2016
10.23*	2016 TrueBlue Omnibus Incentive Plan, as amended and restated, effective May 9, 2018.		S-8	333-238093	05/08/2020
10.24*	2010 Employee Stock Purchase Plan, as amended and restated, effective May 11, 2023.		10-Q	001-14543	07/24/2023
10.25*	2016 Omnibus Incentive Plan, as amended and restated, effective May 11, 2023.		10-Q	001-14543	07/24/2023
10.26*	Form 2021 Restricted Share Unit Award Notice between TrueBlue, Inc. and Steven C. Cooper, Derrek L. Gafford, Taryn R. Owen, Carl Schweihs, and Garrett Ferencz.	X	—	—	—
10.27*	Form 2021 Performance Share Unit Award Notice between TrueBlue, Inc. and Derrek L. Gafford, Taryn R. Owen, Carl Schweihs, and Garrett Ferencz.	X	—	—	—
10.28*	Form 2022 Restricted Share Unit Award Notice between TrueBlue, Inc. and Derrek L. Gafford, Taryn R. Owen, Carl Schweihs, and Garrett Ferencz.	X	—	—	—
10.29*	Form 2022 Performance Share Unit Grant Notice between Derrek L. Gafford, Taryn R. Owen, Carl Schweihs, and Garrett Ferencz.	X	—	—	—
10.30*	Form 2023 Restricted Share Unit Award Notice between TrueBlue, Inc. and Steven C. Cooper, Derrek L. Gafford, Taryn R. Owen, Carl Schweihs, and Garrett Ferencz.	X	—	—	—
10.31*	Form 2023 Performance Share Unit Grant Notice between Steven C. Cooper, Derrek L. Gafford, Taryn R. Owen, Carl Schweihs, and Garrett Ferencz.	X	—	—	—
10.32*	Letter of Separation and Resignation between TrueBlue, Inc. and Derrek L. Gafford.	X	—	—	—
21.1	Subsidiaries of TrueBlue, Inc.	X	—	—	—
23.1	Consent of Deloitte & Touche LLP - Independent Registered Public Accounting Firm.	X	—	—	—
31.1	Certification of Taryn R. Owen, Chief Executive Officer of TrueBlue, Inc., Pursuant to Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X	—	—	—
31.2	Certification of Carl R. Schweihs, Chief Financial Officer of TrueBlue, Inc., Pursuant to Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X	—	—	—
32.1	Certification of Taryn R. Owen, Chief Executive Officer of TrueBlue, Inc. and Carl R. Schweihs, Chief Financial Officer of TrueBlue, Inc., Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X	—	—	—
97.1	Incentive Compensation Recovery Policy, dated September 14, 2023.	X	—	—	—
101	The following financial statements from the Company's 10-K, formatted as Inline XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations and Comprehensive Income (Loss), (iii) Consolidated Statements of Shareholders' Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to consolidated financial statements.	X	—	—	—
104	Cover page interactive data file - The cover page from this Annual Report on Form 10-K is formatted as Inline XBRL	X	—	—	—

* *Indicates a management contract or compensatory plan or arrangement*

Copies of Exhibits may be obtained upon request directed to Mr. Garrett Ferencz, TrueBlue, Inc., PO Box 2910, Tacoma, Washington, 98401 and many are available at the SEC's website found at www.sec.gov.

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 to be signed on its behalf by the undersigned, thereunto duly authorized.

TrueBlue, Inc.

<u><i>/s/ Taryn R. Owen</i></u>	<u>2/21/2024</u>
Signature	Date

By: Taryn R. Owen, Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u><i>/s/ Taryn R. Owen</i></u>	<u>2/21/2024</u>	<u><i>/s/ Carl R. Schweih</i></u>	<u>2/21/2024</u>
Signature	Date	Signature	Date
Taryn R. Owen, Chief Executive Officer and President		Carl R. Schweih, Chief Financial Officer and Executive Vice President	

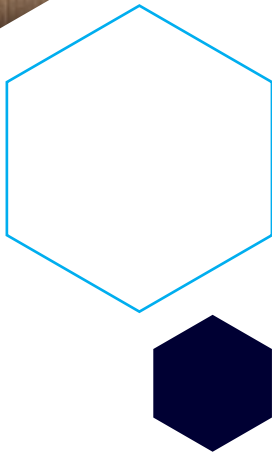
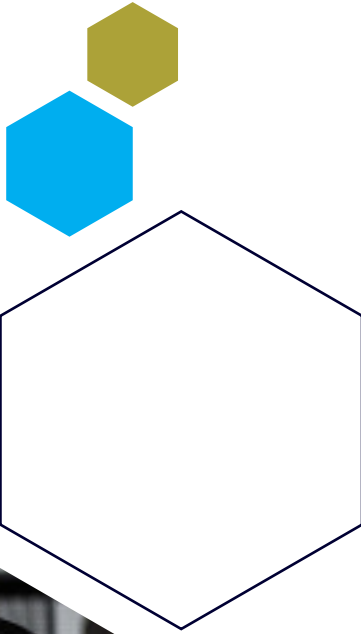
<u><i>/s/ Richard B. Christensen</i></u>	<u>2/21/2024</u>	<u><i>/s/ Jeffrey B. Sakaguchi</i></u>	<u>2/21/2024</u>
Signature	Date	Signature	Date
Richard B. Christensen, Chief Accounting Officer, Treasurer and Senior Vice President		Jeffrey B. Sakaguchi, Chairman of the Board	

<u><i>/s/ Colleen B. Brown</i></u>	<u>2/21/2024</u>	<u><i>/s/ William C. Goings</i></u>	<u>2/21/2024</u>
Signature	Date	Signature	Date
Colleen B. Brown, Director		William C. Goings, Director	

<u><i>/s/ Kim Harris Jones</i></u>	<u>2/21/2024</u>	<u><i>/s/ Robert C. Kreidler</i></u>	<u>2/21/2024</u>
Signature	Date	Signature	Date
Kim Harris Jones, Director		Robert C. Kreidler, Director	

<u><i>/s/ Sonita F. Lontoh</i></u>	<u>2/21/2024</u>	<u><i>/s/ Paul G. Reitz</i></u>	<u>2/21/2024</u>
Signature	Date	Signature	Date
Sonita F. Lontoh, Director		Paul G. Reitz, Director	

<u><i>/s/ Kristi A. Savacool</i></u>	<u>2/21/2024</u>
Signature	Date
Kristi A. Savacool, Director	



FORWARD-LOOKING STATEMENTS

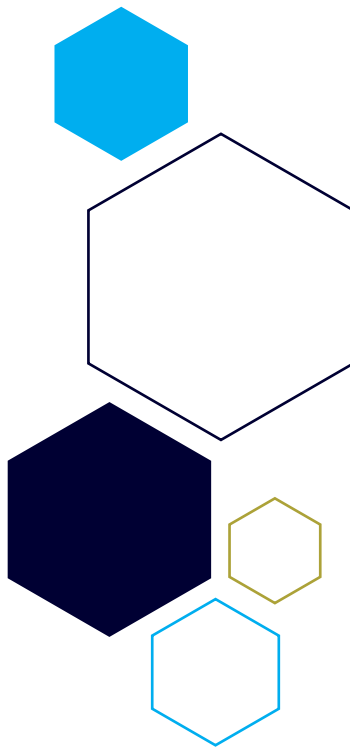
This document contains forward-looking statements, which speak only as of the date thereof.

These statements relate to our expectation for future events and our future financial performance.

Generally, you can identify forward-looking statements by terminology such as: may, should, expect, plan, intend, anticipate, believe, estimate, predict, potential, or continue, the negative of such terms or other comparable terminology. These statements are only predictions.

Actual events or results may differ materially.

Factors that could affect our financial results are described in the Form 10-K. Readers are cautioned not to place undue reliance on these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we nor any other person assume responsibility for the accuracy and completeness of the forward-looking statements. We undertake no duty to update any of the forward-looking statements after the date of this report to conform such statements to actual results or to changes in our expectations.



WWW.TRUEBLUE.COM