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

FORM 10-K
(Mark One)

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

For the fiscal year ended December 31, 2025

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

For the transition period from ______________ to ______________

Commission File Number **001-35436**

TECNOGLASS INC.
(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands (State or Other Jurisdiction of Incorporation or Organization)	**98-1271120** (I.R.S. Employer Identification Number)
3550 NW 49th Street, Miami, Florida **Avenida Circunvalar a 100 mts de la Via 40, Barrio Las Flores** **Barranquilla, Colombia** (Address of Principal Executive Offices)	**33142** (Zip Code)

+1 305 638 5151
(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares	TGLS	The New York Stock Exchange

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

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

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐ Emerging growth company ☐

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

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of June 30, 2025 (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of the ordinary shares held by non-affiliates of the registrant was approximately $1,972,055,163 based on its last reported sales price of $77.36 on the NYSE.

As of February 20, 2026, there were **44,737,726** ordinary shares, $0.0001 par value per share, outstanding.

Documents Incorporated by Reference: None.

TECNOGLASS INC.
FORM 10-K
TABLE OF CONTENTS

FORWARD LOOKING STATEMENTS AND INTRODUCTION

All statements other than statements of historical fact included in this Annual Report on Form 10-K (this "Form 10-K") including, without limitation, statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding our financial position, business strategy and the plans and objectives of management for future operations, are forward looking statements. When used in this Form 10-K, words such as "anticipate," "believe," "estimate," "expect," "intend" and similar expressions, as they relate to us or our management, identify forward looking statements. Such forward looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, our management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in our filings with the Securities and Exchange Commission. You are urged to carefully review the disclosures we make concerning risks and uncertainties that may affect our business and future financial performance, including those made below under "Summary Risk Factors" and in "Item 1A, Risk Factors" in this Form 10-K. Except as required by law, we do not undertake, and hereby disclaim, any obligation to update any forward-looking statements, which speak only as of the date on which they are made. All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph.

Risk Factors Summary

Investors should consider the risks and uncertainties described below that may affect our business and future financial performance. These and other risks and uncertainties are more fully described below in section titled "Item 1A, Risk Factors" in this Form 10-K. Additional risks not presently known to us or that we currently deem immaterial may also affect us. If any of these risks occur, our business, financial condition or results of operations could be materially and adversely affected.

As more fully set forth below under the section titled "Item 1A, Risk Factors" in this Form 10-K, principal risks and uncertainties that may affect our business, financial condition or results of operations include the following risks:

Risks Related to Our Business Operations

- We operate in competitive markets, and our business could suffer if we are unable to adequately address potential downward pricing pressures and other factors that may reduce operating margins.
- Failure to maintain the performance, reliability and quality standards required by our customers could have a materially negative impact on our financial condition and results of operation.
- The volatility of the cost of raw materials used to produce our products could materially adversely affect our results of operations in the future.
- We rely on third-party suppliers for raw materials and third-party transportation, each of which subjects us to risks and costs that we cannot control, and which risks and costs may materially adversely affect our operations.
- We may not realize the anticipated benefit through our joint venture with Saint-Gobain and the planned construction of a new plant as part of the joint venture may not be completed as planned.
- Our success depends upon our ability to develop new products and services, integrate acquired products and services and enhance existing products and services through product development initiatives and technological advances; any failure to make such improvements could harm our future business and prospects.
- The home building industry and the home repair and remodeling sector are regulated and any increased regulatory restrictions or changes in building codes could negatively affect our sales and results of operations.
- Changes in building codes could lower the demand for our impact-resistant windows and doors.
- Equipment failures, delays in deliveries and catastrophic loss at our manufacturing facility could lead to production curtailments or shutdowns that prevent us from producing our products.
- Our reliance on a single facility subjects us to concentrated risks.
- Customer concentration and related credit, commercial and legal risk may adversely impact our future earnings and cash flows.
- If new construction levels and repair and remodeling markets decline, such market pressures could negatively affect our results of operations.
- Our business involves complex manufacturing processes that may cause personal injury or property damage, subjecting us to liabilities, possible losses, and other disruptions of our operations in the future, which may not be covered by insurance.
- The nature of our business exposes each of our subsidiaries to product liability and warranty claims that, if adversely determined, could negatively affect our financial condition and results of operations and the confidence of customers in our products.
- We are subject to potential exposure to environmental liabilities and are subject to environmental regulation and any such liabilities or regulation may negatively affect our costs and results of operations in the future.
- Weather can materially affect our business and we are subject to seasonality.
- Our results of operations could be significantly affected by foreign currency fluctuations and currency regulations.
- We are dependent on certain key personnel, the loss of whom could materially affect our financial performance and prospects in the future.
- Certain of our officers and directors have been involved in litigation, investigations or other proceedings and may be so again in the future, the defense or prosecution of such matters could be time-consuming and could divert our management's attention and may have an adverse effect on us.

- We have entered from time to time into significant transactions with affiliates or other related parties, which may result in conflicts of interest.
- The interests of our controlling shareholders could differ from the interests of our other shareholders.
- We conduct all of our operations through our subsidiaries and will rely on payments from our subsidiaries to meet all of our obligations and may fail to meet our obligations if our subsidiaries are unable to make payments to us.
- Our indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations.

Risks Related to Colombia and Other Countries Where We Operate

- Our operations are located in Colombia, which may make it more difficult for U.S. investors to understand and predict how changing market and economic conditions will affect our financial results. It also may be difficult or impossible to enforce judgments of courts of the United States and other jurisdictions against our Colombian subsidiaries or any of their directors, officers and controlling persons.
- Economic and political conditions in Colombia may have an adverse effect on our financial condition and results of operations.
- The Colombian Government and the Central Bank exercise significant influence on the Colombian economy.
- Factors such as Colombia's growing public debt and fluctuating exchange rates could adversely affect the Colombian economy.
- Economic instability in Colombia could negatively affect our ability to sell our products.
- Government policies and actions and judicial decisions in Colombia could significantly affect our results of operations and financial condition in the future.
- Our business could be negatively impacted by tariffs imposed by the U.S. government and trade tensions between the U.S. and Colombia.
- We are dependent on sales to customers outside Colombia and any failure to make these sales may adversely affect our operating results in the future.
- We are subject to trade investigations conducted by U.S. authorities over Colombian products that may result in additional duties for our products.

Risks Related to Us and Our Securities

- Because we are incorporated under the laws of the Cayman Islands, you may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. Federal courts may be limited.
- If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements could be impaired, which could adversely affect our business.
- Anti-takeover provisions in our organizational documents and Cayman Islands law may discourage or prevent a change of control, even if an acquisition would be beneficial to our shareholders, which could depress the price of our ordinary shares and prevent attempts by our shareholders to replace or remove our current management.
- We are a "controlled company," controlled by Energy Holding Corp., whose interest in our business may be different from ours or yours.
- We cannot assure you that we will continue to pay dividends on our ordinary shares, and our indebtedness, future investments or cashflow generation could limit our ability to continue to pay dividends on our ordinary shares.
- If a United States person is treated as owning at least 10% of the value or voting power of our shares, such holder may be subject to adverse U.S. federal income tax consequences.

Risks Related to Public Health Events, Epidemics, Pandemics and Similar Outbreaks

- We face various risks related to health epidemics, pandemics and other public health events, including the global outbreak of COVID-19, which may have material adverse effects on our business, financial position, results of operations and/or cash flows. These risks may include, among other things, workforce disruptions; constraints on travel and onsite activities; supply-chain interruptions; inflationary pressures and reduced availability of materials, components, or logistics capacity; changes in customer demand; and increased costs to implement health and safety measures. While the acute impacts of COVID-19 have generally moderated, resurgences of COVID-19 variants or other outbreaks could result in renewed governmental, regulatory, or voluntary measures, and could adversely affect our operations and those of our customers, suppliers, and other business partners.

Certain Frequently Used Terms

Unless the context otherwise requires:

- references to the "Company", "Tecnoglass", the "group" and to "we", "us" or "our" are to Tecnoglass Inc., a Cayman Islands exempted company, and its subsidiaries;
- references to "TG" are to Tecnoglass S.A.S;
- references to "ES" are to C.I. Energía Solar S.A.S E.S. Windows;
- references to "ESW" are to ES Windows LLC, our indirect wholly-owned subsidiary, based in Florida;
- References to "VS" are to Ventanas Solar S.A.;
- references to "ES Metals" are to ES Metals S.A.S.; and
- references to "GM&P" are to GM&P Consulting and Glazing Contractors Inc.

TRADEMARKS

We have proprietary rights to certain trademarks, service marks, and trade names used in this Form 10-K. Our registered trademarks in Colombia and United States include Energia Solar, ES, ES Imagine Extraordinary, Tecnoglass, Alutions, Eswindows, Tecnobend, Tecnoair, Tecnosmart, ECOMAX by ESWINDOWS, ESWINDOWS Interiors, ESW Windows and Walls, Solartec by Tecnoglass, Solar Windows, Prestige by ESWINDOWS, Eli by ESWINDOWS, Alessia by ESWINDOWS, Elite Line by ESWindows, ULTRAVIEW by Tecnoglass, MULTIMAX by ESWIDOWS, Componenti, ES Metals, and E-skin, among others. Solely for convenience, our trademarks, service marks, and trade names referred to in this Form 10-K may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks, service marks and trade names.

MARKET AND INDUSTRY DATA

In this Form 10-K, we refer to information and statistics regarding our industry, the size of certain markets and our position within the sectors in which we compete. Some of the market and industry data contained in this Form 10-K is based on independent industry and trade publications or other publicly available information, or information published by our customers, that we believe to be reliable sources, while other information is based on our good-faith estimates, which are derived from our review of internal surveys, as well as independent sources listed in this Form 10-K, and the knowledge and experience of our management in the markets in which we operate. The estimates contained in this Form 10-K have also been based on information obtained from our customers, suppliers and other contacts in the markets in which we operate. Although we believe that these independent sources and internal data are reliable as of their respective dates, the information contained in them has not been independently verified, nor have we sought consent to refer to their reports, and we cannot assure you as to the accuracy or completeness of this information. As a result, you should be aware that the market and industry data and the market share estimates set forth in this Form 10-K, and beliefs and estimates based thereon, may not be reliable. We have made rounding adjustments to reach some of the figures included in this Form 10-K for ease of presentation. As a result, amounts shown as totals in some tables may not be arithmetic aggregations of the amounts that precede them.

PART I

Item 1. Business.

Overview

Tecnoglass is a leading vertically integrated manufacturer, supplier and installer of high-end aluminum and vinyl windows and architectural glass for the global commercial and residential construction markets. Tecnoglass earned the #1 spot on Forbe's list of America's 100 most successful small-cap companies for 2024, and was ranked among the four largest glass fabricators in 2025 by Glass Magazine. Headquartered Miami, Florida,, the Company maintains its principal manufacturing operations in Colombia and operates out of aproximately 6.5 million square foot vertically-integrated, state-of-the-art manufacturing and operational footprint across Colombia and the United States that provides easy access to the Americas, the Caribbean, and the Pacific. Tecnoglass supplies over 1,000 customers in North, Central and South America, with the United States accounting for 96% of revenues. Tecnoglass's tailored, high-end products are found on some of the world's most distinctive properties, including the Aston Martin Residences (Miami), Miami World Tower (Miami), 3ELEVEN (New York), Raffles Hotel (Boston), Norwegian Cruise Line Terminal B (Miami), One Thousand Museum (Miami), Paramount Miami Worldcenter (Miami), Salesforce Tower (San Francisco) and AE'O Tower (Honolulu).

Our Business

General

We are experienced and highly skilled in the vertical integration of window and architectural glass manufacturing, distribution, and professional fitting. Our expertise extends to the production of top-quality windows, as well as the supply of aluminum, vinyl, and other components. Our dedicated and knowledgeable team serves a diverse range of commercial and residential construction projects worldwide, guaranteeing outstanding products and seamless installation services. With a focus on innovation, combined with providing highly specified products with the highest quality standards at competitive prices, we have earned #1 spot in the Forbe's list of America's 100 most successful small-cap companies for 2024, and developed a leadership position in each of our core markets. In the United States, which is our largest market, we were ranked among the four largest glass fabricators serving the United States in 2025 by Glass Magazine. In addition, we believe we are the leading glass transformation company in Colombia. Our customers, which include developers, general contractors or installers for hotels, office buildings, shopping centers, airports, universities, hospitals and multi-family and residential buildings, look to us as a value-added partner based on our product development capabilities, our high-quality products and our unwavering commitment to exceptional service.

With over 40 years of experience in architectural glass and aluminum assembly, we specialize in transforming various glass products. Our offerings include tempered safety glass, double thermo-acoustic glass, and laminated glass. Our wide range of finished glass products are utilized in diverse buildings for floating facades, curtain walls, windows, doors, handrails, as well as interior and bathroom spatial dividers. In addition to glass, we manufacture aluminum and vinyl products such as profiles, rods, bars, plates, and other hardware specifically designed for window manufacturing.

The majority of our products are manufactured in a 6.1 million square foot, state-of-the-art manufacturing complex in Barranquilla, Colombia that provides easy access to North, Central and South America, the Caribbean and the Pacific. Our products can be found on some of the most distinctive buildings in these regions, including 100 Hood Park Drive (Boston), 601 West 29th St (New York). Norwegian Cruise Line Terminal B (Miami), Paramount Miami Worldcenter (Miami), Via 57 West (New York), One65 Main (Cambridge), AE'O Tower (Honolulu), Salesforce Tower (San Francisco), and One Thousand Museum (Miami). Our track record of successfully delivering high profile projects has earned us an increasing number of opportunities across the United States, evidenced by our expanding backlog and overall revenue growth.

Our structural competitive advantage is underpinned by our low-cost manufacturing footprint, vertically integrated business model and geographic location. Our integrated facilities in Colombia and distribution and services operations in Florida provide us with a significant cost advantage in both manufacturing and distribution, and we continue to invest in these operations to expand our operational capabilities. We also leverage automation and process digitalization across our operations to improve throughput, consistency and scalability, supporting cost efficiency and service reliability. Our lower cost manufacturing footprint allows us to offer competitive prices for our customers, while also providing innovative, high quality and high value-added products, together with consistent and reliable service. We have historically generated high margin organic growth based on our position as a value-added solutions provider for our customers.

We have a strong presence in the Florida market, which represents a substantial portion of our revenue stream and backlog. Our success in Florida has primarily been achieved through sustained organic growth, with further penetration now taking place into other highly populated areas of the United States. As part of our strategy to become a fully vertically integrated company, we have supplemented our organic growth with some acquisitions that have allowed us added control over our supply chain allowed for further vertical integration of our business and will act as a platform for our future expansion in the United States. Earlier acquisitions in 2016 and 2017, of ESW and GM&P respectively, helped establish our U.S. distribution and installation capabilities, while more recent transactions—including our minority interest in Vidrio Andino, our full ownership of ESMetals, and the 2025 acquisition of certain assets of Continental Glass Systems, LLC—have enhanced our vertical integration, capacity, customer reach, and backlog.

On April 3, 2025, we completed the acquisition of certain assets and assume certain liabilities of Continental Glass Systems, LLC, a leading provider of architectural glass and glazing solutions in the Southeast U.S., that included manufacturing equipment, intangibles, and a strong project backlog, enhancing our U.S. presence, customer reach, and supply chain efficiency.

The continued diversification of the group's presence and product portfolio is a core component of our strategy. In particular, we are actively seeking to expand our presence in United States outside of Florida. We also launched a residential window offering which, we believe, will help us expand our presence in the United States and generate additional organic growth. We believe that the quality of our products, coupled with our ability to price competitively given our structural advantages on cost, will allow us to generate further growth in the future.

We have focused on working with *The Power of Quality*, always making sure that our vision of sustainability is immersed into every aspect of our business, including social, environmental, economic and governance variables, that help us make decisions and create value for our stakeholders. We carry out a series of initiatives based on our global sustainability strategy, which is supported on three fundamental pillars: promoting an ethical and responsible continuous growth, leading eco-efficiency and innovation, and empowering our environment. As part of this strategy, we have voluntarily adhered to UN Global Compact Principles since 2017 and in pursuit of our cooperation with the attainment of the SDGs joined in 2021 a program to dynamize, strengthen and make visible the management of greenhouse gas emissions as a carbon neutral strategy set out by the Colombian government for 2050. Additionally, we are advancing initiatives in circular economy and implementing comprehensive water management and treatment strategies aimed at improving efficiency, reuse and replenishment, in order to maintain our water-positive operations.

Competitive Strengths

Our success has been grounded in our ability to offer high quality products at competitive prices and with efficient lead times. We are able to competitively price our products, while still achieving strong margins, due to a number of unique cost advantages. In addition to our vertically integrated business model, we benefit from structural cost advantages in manufacturing and distribution due to our geographic location. Alongside these structural advantages, we are committed to quality, product innovation and customer service. We believe these competitive strengths create a significant barrier to entry, which is underpinned and sustained by the experience of our senior management team and the loyalty of our highly motivated employees.

Vertical Integration

We believe we are unique within the industry in vertically integrating the purchasing of raw materials and the manufacturing, distribution, and installation of our products. This model allows us to transform raw glass into high-performance architectural glass, extruding our own aluminum frames and assembling windows in a highly streamlined process from our main campus in Colombia. By integrating each of these functions, we eliminate inefficiencies throughout the supply chain, generate strong margins and maintain strict quality control from the sourcing of input materials to final installation, enabling us to provide consistent, high-quality products with significantly shorter lead times. These efficiencies are only enhanced as our business grows and we benefit from operating leverage and economies of scale.

Our vertical integration is supported by a 25.8% minority ownership interest in Vidrio Andino Holdings S.A.S., a Colombia-based subsidiary of Compagnie de Saint-Gobain S.A., which secures a reliable supply of raw glass for our production needs.

In 2025, our vertically integrated business model remains a decisive factor in navigating global trade dynamics. The benefits of this integration coupled with our decisive actions to adapt our supply chain structure, currently outweigh the challenges posed by trade barriers, such as tariffs. Through strategic modifications to our supply chain, we have effectively mitigated the impact of these costs, while continuing to expand our manufacturing footprint and product portfolio through increased capacity in the U.S. and the acquisition of Continental Glass Systems ("CGS"). Ownership of the entire process continues to reduce our dependence on third parties, allowing us to respond quickly to customer needs and ensuring we remain well-prepared against material shortages, logistic slowdowns, and cost inflation.

Cost of Production Advantages

We enjoy significant cost advantages because of our location in Colombia, which provides cost efficiencies in terms of labor for the less automated processes, and other expenses. We believe we are able to offer competitive prices, in part, as a result of our low labor and energy costswhile maintaining efficient transportation costs into the markets we serve. Employees at our manufacturing facilities in Colombia earn above the local minimum wage, yet these wages are typically much less than the cost of a comparable employee located within the United States. Over time, we may add manufacturing capacity in other locations, and intend to manage our footprint to preserve competitive economics and reliable service. Since 2017, we have the capacity to generate approximately five megawatts of eco-friendly energy on-site at our manufacturing facilities through solar panels. This investment has allowed us to reduce energy costs, while also having a positive tax effect due to our ability to deduct the investment from our taxable income in compliance with applicable Colombian tax regulations. To date, more than 15,000 solar panels have been installed on the roofs of Colombian manufacturing plants to generate reliable and clean energy. While enhancing production cost efficiencies, along with ESG initiatives, we entered into a long-term power purchase agreement to cogenerate 9MW through two gas engines with a heat recovery system.

Low-Cost Distribution

Our principal manufacturing facility is located in Barranquilla, Colombia, which is strategically located near three of the country's major ports: Barranquilla, Cartagena and Santa Marta. These ports provide us with maritime access to all major global markets. The Barranquilla port is just 16 kilometers away from our production facility. From there, our products can be shipped to Miami in three days and New York in one week. In addition, for short lead-time projects, our products can be transported by air from Barranquilla to Houston or Miami within a few hours.

As a result of the significant trade imbalance between Colombia and the United States for goods transported in container ships, we are able to transport our products to the United States in containers that would otherwise return empty to the United States. We are therefore able to distribute our products to the eastern, southern and western regions of the United States at very attractive rates, which are often lower than a comparable domestic land shipment within the United States. Demand for high-specification architectural glass is typically highest in large coastal cities, which we are able to ship directly, while most of our competitors must utilize relatively expensive land transportation services to deliver finished goods to these sites.

Commitment to Quality and Innovation

Our commitment to quality is evidenced by our significant investments in land, warehousing space, machinery and equipment. Since 2023, we have invested nearly $230 million in the latest technologies to enhance the efficiency and accuracy of our production lines, and ultimately to improve the quality of the products that we deliver to our customers. We believe these significant investments position us to meet our growth objectives over the next several years. We operate state-of-the-art glass making equipment, glass laminating lines, aluminum presses, vinyl assembling lines, and high-volume insulating equipment which facilitate more precise manufacturing, enabling us to offer a broader selection of and higher quality products and remain agile in responding to customer demands, while generating less raw material waste.

We believe our investments in technology have positioned us well for continued growth in the years ahead given the flexibility afforded by our current installed capacity, improved profitability, and enhanced cash generation. Recent examples of our high return investments within the last three years include:

- Automation of window assembly production lines, increasing efficiencies, labor and material waste costs with an estimated reduction of on-site damage by 30%;

- Additional aluminum expansion project to increase capacity by approximately 400 tons/month;

- Further automation of additional glass lines, increasing efficiencies on an end-to-end basis reducing lead times, headcount and on-site damage by approximately 40%;

- Automation of three centralized aluminum warehouses for storing, sorting and delivering extrusion matrices and aluminum profiles to our internal production processes that reduce lead times for the assembly of architectural systems and reduce on-site damage to materials; plus one additional warehouse under construction;

- Acquiring 2.1 million square feet of land adjacent to our existing facilities for future expansion and for our sport facility complex available to factory employees;

- Establishing new vinyl window assembly lines with annualized capacity of approximately $300 million; and

- Completed expansion of our architectural metal facade plant, which specializes in engineering, designing, and manufacturing tailor-made facades.

Our quality assurance department maintains rigorous oversight over the production process to ensure the consistent production of high-quality products. In addition, we adhere to quality standards that meet all guidelines and requirements for the Insulating Glass Certification Council (“IGCC”) and Safety Glazing Certification Council (“SGCC”) certification programs.

Finally, our commitment to quality also extends to our partnerships and alliances. Most notably, for certain products, we offer Kuraray Sentryglass®. These laminated glass interlayers are five times stronger than conventional laminating materials.

Superior Customer Service

In addition to manufacturing high quality products at competitive prices, our customer value proposition to *Imagine the Extraordinary* is supplemented by short lead-times, on-time delivery and after-sale support. Through the coordinated efforts of our sales teams, product specialists and field service teams, we deliver high quality service to our customers, from the initial order to the delivery and installation of our products, when applicable. We believe our ability to accompany our clients throughout every phase of their projects’ design, engineering, consulting, manufacturing and installation along with our ability to coordinate these efforts as a one-stop-shop is a key differentiator from our competition.

High Barriers to Entry

The ability of new competitors to enter the markets that we serve is limited due to the technical certifications required on high specification building projects, such as IGCC, IqNet Icontec 14001 and ISO9001. We attribute our success, in large part, to our ability to produce a broad range of sophisticated products, as well as our reputation for delivering high quality, made-to-order architectural glass and building enclosures on time. Our employees have extensive training, knowledge and experience at manufacturing high specification products. We believe the vertically-integrated nature of our operations means that there are high barriers to successfully entering our markets and competing with us on price, quality and agility. In addition, the equipment needed to operate in the glass and window industry is expensive, therefore requiring significant upfront capital investment.

Loyal and Highly Motivated Employees

Capitalizing on our various competitive advantages also requires a skilled and dedicated workforce. We actively encourage and facilitate the development of our employees through rolling training programs, with multiple training sessions held every week. These programs increase the skills of our employees and are designed to allow our employees to keep pace with the new technologies being installed at our manufacturing facilities. We are committed to developing our employees and remaining at the forefront of technology in our industry. These investments have also contributed to workplace safety, with our Lost Time Injury Frequency Rate (LTIFR), which measures the number of lost-time injuries per million hours worked during the financial year, of 2.0% which is substantially lower than the average for manufacturing companies in Colombia which stood at approximately 8.3% for 2025.

We value our employees and invest in them and our local communities. For several decades, our Tecnoglass ES Windows Foundation has committed resources to create projects to assist and contribute to the region's development. For many years, we have allocated resources from the foundation to initiate and support various regional development projects. In 2025, our scholarship program allowed over 500 students in their pursuit of higher education across different universities in Colombia. We actively partner with local educational institutions and organizations to foster societal change and community enhancement. Our multiple programs also include collaboration with partners to promote sports and encourage healthy lifestyles among the youth. Our goal at the Tecnoglass ES Windows Foundation is to create positive and lasting impacts on our employees and the communities we serve. Through our home improvement program, we acknowledge the commitment and dedication of the Tecnoglass group employees by supporting them to enhance their homes or purchase their own, ensuring the well-being of their families. During 2025, we delivered more than 110 housing improvements.

These and other initiatives have allowed us to maintain a strong relationship with the communities and our employees. We continuously strive to make a difference for our people, contributing to building a better future for the region and our country.

Strategy

We have identified the following strategic priorities that we believe are important in advancing our business:

Further Geographic Penetration in the United States

We have successfully established a leading reputation in the Florida construction market by providing high value, impact-resistant architectural glass products. Our products have become widely regarded in Florida for their quality and are certified in compliance with all U.S. regulations.

Given advantageous secular and demographic trends, sales in Florida comprised more than 90% of United States revenue in the year ended December 31, 2025. In recent years, we have successfully grown our geographic presence in the United States outside of Florida, particularly into markets along the east coast, and as a result, nearly 13.1% of our U.S. backlog is for projects outside of Florida. Coastal markets are particularly attractive to us, as they can be directly accessed by ship, resulting in transportation costs from our manufacturing facilities that are similar to our transportation costs to Florida. These regions are also affected by hurricanes, significant temperature fluctuations and other extreme forms of weather that foster demand for our products. We are actively expanding our sales presence in these costal markets and have already successfully completed several projects in large U.S. markets in the East Coast, Texas and the South West, where we have expanded our sales force and entered into leases for several showrooms designed to showcase or products throughout these geographies

We intend to continue growing the business organically outside of Florida. As we explore growth opportunities in new U.S. markets, we intend to leverage the strong reputation we have developed with national commercial construction contractors, architects, and designers for providing high quality products at the most competitive prices.

In late 2023, we strategically entered into the vinyl window market, a move that we estimate to more than double our addressable market, while offering customers a wider selection of solutions to meet their project needs. We are capitalizing on our existing distribution base for our aluminum products, achieving significant synergies given the significant number of dealers and distributors that already sell both aluminum and vinyl windows. Additionally, we expect to benefit from a wider product offering in markets where vinyl frames and windows are more prevalent. As of 2025, we are actively broadening our vinyl product portfolio and securing the necessary building code certifications required for diverse jurisdictions. While we continue to refine our market penetration, this business line represents a strategic growth pillar. We expect our focus on meeting stringent regulatory standards and onboarding new clients to provide a solid foundation for increasing order flow as we expand our geographic reach.

In the interest of satisfying our clients, we have expanded our product portfolio offer our customers a wider selection of solutions to meet their project needs, including vinyl windows. We expect to capitalize the existing distribution base for our aluminum products to obtain significant synergies given the number of dealers and distributors that already sell our products.

Penetrate the U.S. Residential Market

In addition to increasing our penetration in the U.S., we continue to seek to further expand our offerings in the U.S. To this end, in April 2017, we launched “ES Windows: Elite Collection” and “ES Windows: Prestige Collection” to target the U.S. residential new and replacement sectors. We have received significant interest for the new products within these categories to date and positive reactions from our customers. Currently, residential sales represent a considerable portion of our total sales, and we believe we will continue growing into this end market in the U.S through share gains, new products and a commitment to execution. We had a significant demand in the U.S. residential market, representing 41.0% of our total sales for the year ended December 31, 2025, compared to less than 5% for the year ended December 31, 2017, and 41.9% for the year ended December 31, 2024. Despite the current strong demand for housing in the U.S., during 2025, the residential market faced challenges related to affordability, high interest rates, and tariff uncertainties. However, according to FMI’s 2025 Building Products Market Overview, annual spending for the residential window and door market is expected to grow at a Compound Annual Growth rate of 6.2%, to $340 billion from 2025 to 2029. This growth is anticipated to accelerate in 2027 and remain strong through 2029, mainly driven by high demand for energy efficient products such as vinyl. We believe that our core strengths that have facilitated our success to date, namely the quality of our products and the structural cost advantages that allows us to price our products competitively, will similarly contribute to our ongoing success and continued penetration into the U.S. residential end market in order to target several other geographies. In line with the geographic penetration strategy, we have started expanding our presence to other markets by opening product showrooms in other states. As of the date of this Annual Report, showrooms in New York City, Charleston, SC, Houston, TX, Bonita Springs, FL and Phoenix, AZ, have been opened to service its respective regions. Additionally, showrooms in Los Angeles, CA and Honolulu, HI are in the lease negotiating stages and we expect such showrooms to open in late 2026.

Continued Investment in Technology to Meet Evolving Demands

We have a track record of developing innovative new products, and we intend to continue our focus on new product opportunities in the future. We are constantly identifying shifts in global trends and customer needs and designing new products to meet those changes in demand. In order to continue this success, it is critical that we invest in the latest technologies available in our industry. For example, with the installation of our soft-coating facility, we became able to manufacture low emissivity glass that is energy efficient allowing us to meet growing demand for “green” products.

We operate state-of-the-art architectural glass transformation equipment, glass laminating lines, aluminum presses, vinyl assembling lines, and high-volume insulating equipment, which facilitate more precise manufacturing and generate less raw material waste. We seek to leverage this platform of cutting-edge equipment to adapt our products to evolving demands in both current and new markets. We expect that our focus on innovation, which is founded upon our investments in technology, will position us well to take advantage of new opportunities.

We have carried out enhancements at our glass and aluminum facilities to increase production capacity and automate operations. We anticipate that these high return investments will continue generating efficiencies in the production processes. We improved efficiency in our glass production during 2024 and 2025 by further automating certain key manufacturing processes to increase capacity, while reducing material waste and overall lead times. In 2023, we made investments in our newly installed vinyl assembling lines to manufacture and distribute cutting-edge vinyl windows for new and existing customers starting in November 2023. During 2024 and 2025, we completed the second phase of expanding our architectural metal facade plant, which specializes in engineering, designing, and manufacturing tailor-made façade; and automated another centralized aluminum warehouse for storing, sorting and delivering extrusion matrices and aluminum profiles to our internal production processes that reduce lead times for the assembly of architectural systems and reduce on-site damage to materials.

Rigorous Adherence to Quality Standards

Maintaining the high-quality standards for which we have become known is essential to the execution of our strategy. All of our internal processes are continually and independently supervised by Tecnoglass’s Quality Assurance department. The Quality Assurance department maintains rigorous oversight of optimization indicators covering energy, water, recyclable waste and other facets of the production process. Constant monitoring of these indicators is integral to ensuring that we consistently produce high quality products. Approximately 5% of our production is randomly selected to verify compliance with a variety of quality standards, such as water leaks, functionality, manufacturing, and accessories, according to ASTM International (“ASTM”) and American Architectural Manufacturers Association (“AAMA”) rules.

Our quality assurance department maintains rigorous oversight over the production process to ensure the consistent production of high-quality products. In addition, we adhere to quality standards that meet all guidelines and requirements for the Insulating Glass Certification Council (“IGCC”) and Safety Glazing Certification Council (“SGCC”) certification programs.

These measures allow us to effectively detect issues and take specific actions to mitigate their reoccurrence. As we grow and our use of technology evolves, our Quality Assurance team must also evolve its tests, controls and remedies. We believe this rigorous adherence to quality control will ensure that we will continue to provide the highest quality products and, ultimately, promote customer satisfaction.

Finally, our commitment to quality also extends to our partnerships and alliances. Most notably, for certain products, we offer Kuraray Sentryglass®. These laminated glass interlayers are five times stronger than conventional laminating materials.

Products

We manufacture and sell the following products:

- *Low-e Glass* – low emissivity glass manufactured by depositing metal particles on the surface of the glass inside a vacuum chamber. This product offers excellent thermal insulation designed to improve energy efficiency of buildings.

- *Laminated/Thermo-Laminated Glass* - produced by bonding two glass sheets with an intermediate film in-between. As a safety feature, this product fractures into small pieces if it breaks.

- *Thermo-Acoustic Glass* - manufactured with two or more glass sheets separated by an aluminum or micro-perforated steel profile. This product has a double-seal system that ensures the unit's tightness, buffering noise and improving thermal control. This product serves as an excellent noise barrier, which is used especially in zones close to airports, traffic or wherever there are unpleasant sounds.

- *Tempered Glass* - glass subject to a tempering process through elevated temperatures resulting in greater superficial elasticity and resistance than conventional glass.

- *Silk-Screened Glass* - special paint is applied to glass using automatic machinery and numerical control, which ensures paint homogeneity and an excellent finish.

- *Curved Glass* - produced by bending a flat glass sheet over a mold, using an automated heat process, which maintains the glass' physical properties.

- *Digital Print Glass* - digital printing allows any kind of appearance required by the client, offering versatility to projects.

- *Aluminum products* - sold through our Alutions brand, includes bars, plates, profiles, rods and tubes used primarily in the manufacture of architectural glass settings including windows, doors, spatial separators and similar products.

- *Curtain Wall / Floating facades* - a non-structural window screen suspended outside a building and are available in many technical specifications for high performance required in high-rise buildings, resistant to strong winds and ensuring high quality standards.

- *Stick facade systems* – glass and aluminum facade elements are fixed to the structure of the building and the glass and spandrel are inserted in the grid on site available in many combinations to define colors, thickness, glass types and finishes, and types of ventilation and design complements.

- *Windows and Doors* - line of window and door products defined by the different types of glass finish, such as normal, impact resistant, hurricane-proof, safety, soundproof and thermal. Additionally, they are available in numerous structures made of aluminum and vinyl, including fixed body, sliding windows, casement windows, hung windows, sliding doors and swinging doors.

- *Interior dividers and Commercial display windows* - commercial and interior display windows with a broad range of profiles, colors and crystal finishes, as well as bathroom stall dividers, office cubicle separators and closets. Products combine functionality, aesthetics and elegance and are available in a broad range of structures and materials.

- *Hurricane-proof windows* - combine heavy-duty aluminum or vinyl frames with special laminated glass to provide protection from hurricane-force winds up to 180 mph and wind-borne debris by maintaining their structural integrity and preventing penetration by impacting objects.

- *StormArmour* – attachments for sliding doors that minimize water intrusion during severe weather events such as hurricanes, torrential rains, and winds.

- *Other* – awnings, structures, automatic doors and other components of architectural systems.

Brands and Trademarks

Our main brands are Tecnoglass, ESWindows and Alutions. Our registered trademarks in Colombia and United States include Energia Solar S.A, ES, ES Imagine Extraordinary, Tecnoglass, Alutions, Eswindows, Tecnobend, Tecnoair, Tecnosmart, ECOMAX by ESWINDOWS, ESWINDOWS Interiors, ESW Windows and Walls, Solartec by Tecnoglass, Solar Windows, Prestige by ESWINDOWS, Eli by ESWINDOWS, Alessia by ESWINDOWS, Elite Line by ESWindows, ULTRAVIEW by Tecnoglass, MULTIMAX by ESWIDOWS, Componenti, ES Metals, and E-skin, among others. We rely on a combination of patent, trademark, unfair competition and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish, maintain and protect our proprietary rights.

Sales, Marketing and Customer Service

Sales and Marketing

Our sales strategy primarily focuses on attracting and retaining customers by consistently providing exceptional customer service, leading product quality, and competitive pricing. Our customers also value our shorter lead times, knowledge of building code requirements and technical expertise, which collectively generate significant customer loyalty. We primarily market our products based on product quality, outstanding service, shorter lead times and on-time delivery.

Our products are marketed using a combination of internal sales representatives, independent sales representatives and directly to distributors. We believe this strategy is highly efficient for our business. Our internal sales representatives receive a portion of their performance-based compensation based on sales and profitability metrics. Additionally, some of our sales and marketing efforts are handled by area sales representatives who work on a commission basis.

We do not rely on significant traditional advertising expenditures to drive net sales. We have established and maintain credibility primarily through the strength of our products, our customer service and quality assurance, the speed at which we deliver finished products and the attractiveness of our pricing. Our advertising expenditures consist primarily of new showrooms opening, provisions for events, and maintaining our subsidiaries' websites.

Customer Service

We believe that our ability to provide customers with outstanding service is a strong competitive differentiator. Our customer relationships are established and maintained through the coordinated efforts of our sales and production teams. We employ a highly responsive and efficient team of professionals devoted to addressing customer support with the goal of resolving any issue in a timely manner. In order to promote customer loyalty and employee development, we developed an employee training program with the primary objectives of educating our staff to be aware of client and supplier needs and familiarizing them with our strategic goals in order to improve the competitiveness, productivity and quality of all products offered.

Working Capital Requirements and Debt Facilities

During the year ended December 31, 2025, we generated $135.7 million of cash from operating activities. We anticipate that working capital will continue to be a net benefit to cash flow in the near future, which in addition to our current liquidity position, provides ample flexibility to service our obligations through the next twelve months.

Our debt is comprised primarily of a Senior Secured Credit Facility which consists of a Committed line of Credit for up to $500 million. The term loan had a balance of $174 million as of December 31, 2025, matures in late 2030 and bears interest at SOFR plus a spread of 1.25%.

Customers

Our customers include architects, building owners, general contractors and glazing contractors in the commercial construction market. We currently have approximately 1,000 customers. Of our 100 largest customers, which represent over 81% of our sales during the twelve months ended December 31, 2025, approximately 98% are located in North America and 2% in Latin America. No single customer accounted for more than 10% of our revenues during the years ended December 31, 2025, and 2024.

Materials and Suppliers

Our primary manufacturing materials include glass, ionoplast, polyvinyl butyral, and aluminum and vinyl extrusions. Although in some instances we have agreements with our suppliers, these agreements are generally terminable by us or the supplier counterparties on limited notice. Typically, all of our materials are readily available from a number of sources, and no supplier delays or shortages are anticipated.

We source raw materials and glass necessary to manufacture our products from a variety of domestic and foreign suppliers. During the year ended December 31, 2025, two suppliers accounted for more than 10% of total raw material purchases, and in aggregate both account for 37.3% of total raw material purchases. During the year ended December 31, 2024, two suppliers accounted for more than 10% of total raw material purchases, and in aggregate both account for 25.1% of total raw material purchases.

Warranties

We offer product warranties, which we believe are competitive for the markets in which our products are sold. The nature and extent of these warranties depend upon the product. Our standard warranties are generally from five to ten years for architectural glass, curtain wall, laminated and tempered glass, window and door products. Warranties are not priced or sold separately and do not provide the customer with services or coverages in addition to the assurance that the product complies with original agreed-upon specifications. In the event of a claim against a product for which we have received a warranty from the supplier, we transfer the claim back to the supplier.

The cost associated with product warranties was $1.4 million and $2.6 million during the years ended December 31, 2025 and 2024, respectively.

Certifications

Among our many designations and certifications, Tecnoglass has earned the Miami-Dade County Notice of Acceptance (“NOA”), one of the most demanding certificates in the industry and a requirement to market hurricane-resistant glass in Florida. Tecnoglass’s products comply with Miami-Dade county’s safety code standards as its laminated anti-hurricane glass resists impact, pressure, water and wind. Tecnoglass is also the only company in Latin America authorized by PPG Industries and Guardian Industries to manufacture floating glass facades.

Our subsidiaries have received a number of other certifications from other national and international standard-setting bodies.

TG certifications include:

- ISO 9001:2015 Certificate of Quality Assurance
- ISO 14001:2015 Certificate of Environmental Management
- ISO 45001:2018. Occupational Health and Safety management System
- Exporter Authorized Economic Operator (AEO).
- NTC 1578:2011: Product seal for safety glass used in construction, approved by ICONTEC.
- NTC 2409:1994: Product seal for extruded aluminum alloy profiles, approved by ICONTEC.
- ANSI Z97.1-2015, CPSC 16 CFR 1201, CAN/CGSB 12.1-2017: Laminated and tempered safety glass, approved by Safety Glazing Certification Council “SGCC”.
- ASTM E2190: Insulating glass meeting all guidelines and requirements for IGCC® / IGMA® certification approved by the Insulating Glass Certification Council and the Insulating Glass Manufactures Alliance “IGCC”.
- Vitro Certified International Manufacturer Trademark license granted by Vitro for pre-selected projects and to produce certain MSVD coated products at the Solartec plant.
- Good handling of SentryGlas, Butacite and Trosifol products awarded by Kuraray for compliance with all requirements.
- Certified Authorization for Saflex™ Interlayer Lamination in Compliance with Dade County Requirements
- Member of ACOLVISE (Colombia Association of Safety Glass Transformers)

ES certifications include:

- ISO 9001:2015 Certificate of Quality Assurance
- ISO 14001:2015 Certificate of Environmental Management
- ISO 45001:2018. Occupational Health and Safety management System
- Exporter and Importer Authorized Economic Operator (AEO)
- CAP (Certified applicator program) PPG Industries certifies the highest level of coating application.
- Complies with NFRC (National Fenestration Rating Council) Energy Efficient Products
- Complies with NOA (Notice of Acceptance) Fenestration products for all areas of Florida, including hurricane zones.
- Complies with FBC (Florida Building Code) Hurricane protection products
- CAP (Certified applicator program) PPG Industries certifies the highest level of coating application
- Member of the American Architectural Manufacturers Association (AAMA)
- Member of the Colombian Council for Sustainable Construction (CCCS)

ESW certifications include:

Complies with minimum security criteria for U.S. Importer of Customs Trade Partnership Against Terrorism (CTPAT) Tier 3 Category.

ES Metals certification:

ISO 9001:2015 Certificate of Quality Assurance

Tecnoglass Inc:

Verification of the Greenhouse Gas Inventory in Compliance with the GHG Protocol and the ISO 14064-3 Standard, certified by ICONTEC.

Competitors

We have local and international competitors that also focus on glass and aluminum transformation, window ensemble and installation and designing in the commercial and residential construction markets. The market in the United States in which we compete is mainly comprised of manufacturers, distributors and installers of glass curtain walls, windows and doors for commercial and residential buildings. Based on our analysis of the IBIS World Report, we estimate that we capture between 1% and 2% of the U.S. consolidated market by revenue (manufacturing and services), which represents an attractive opportunity for further penetration. In Colombia, we believe we are the leading producer of high-end windows, with over 40 years of experience in the glass and aluminum structure assembly market. The industry has a few well-known players and is mostly fragmented and comprised of small competitors. We currently compete with companies such as Viracon (a subsidiary within the Apogee Enterprises Inc. Group), PGT, Cardinal Glass and Oldcastle Glass among others in the United States and companies such as Vitro, Vitelco and others in the Colombia and Latin America.

The key factors on which we and our competitors compete for business include quality, price, reputation, breadth of products and service offerings, and production speed leading to shorter lead times. We face intense competition from both smaller and larger market players who compete against us in our various markets including glass, window and aluminum manufacturing.

The principal methods of competition in the window and door industry are the development of long-term relationships with window and door distributors and dealers, and the retention of customers by delivering a full range of high-quality customized products on demand with short turnaround times while offering competitive pricing. The vertical integration of our operations, our geographic scope, low labor costs and economies of scale have helped our subsidiaries consolidate their leading position in Colombia and bolstered their expansion in the United States and other foreign markets.

Government Regulations

We are subject to extensive and varied federal, state, and local government regulation in the jurisdictions in which we operate, including laws and regulations relating to zoning and density, building design and safety, hurricane and floods, construction, and similar matters. In particular, the market for our impact-resistant windows and doors depends in large part on our ability to satisfy state and local building codes that require protection from wind-borne debris. Additionally, certain of the jurisdictions in which we operate require that installation of doors and windows be approved by competent authorities that grant distribution licenses. We have invested significantly in our quality assurance department in order to maintain rigorous oversight over the production process to ensure the consistent production of high-quality products. We have been certified in compliance with rigorous safety standards, as described in more detail in the section titled "*—Certifications*."

We are subject to laws and regulations relating to our relationships with our employees, public health and safety and fire codes. Although our business and facilities are subject to federal, state and local environmental regulation, environmental regulation does not have a material impact on our operations.

Research and Development

During the years ended December 31, 2025, 2024 and 2023, we spent approximately $3.1 million, $2.1 million, and $0.9 million, respectively, in research and development. The Company incurs costs related to the development of new products and pays for external tests that need to be performed on our products in order to comply with strict building codes.

Human Capital

As of December 31, 2025, we had a total of 9,601 employees, none of whom is represented by a union. As of December 31, 2024, we had a total of 9,837 employees. We actively encourage and facilitate the development of our employees through rolling training programs, with multiple training sessions held on a weekly basis. These programs increase the skills of our employees and are designed to allow our employees to keep pace with the new technologies being installed at our manufacturing facilities. We are committed to developing our employees and remaining at the forefront of technology in our industry. These investments have also helped us manage workplace injuries, with a Lost Time Injury Frequency Rate of 2.0%, which is considerably lower than the average rate of approximately 8.3% for glass and metal manufacturing companies in Colombia for 2025. We have remained union-free since ES's incorporation in 1983. The Company considers itself an equal opportunity employer and has constantly sought to seek the best talent irrespective of gender or ethnicity. While the jobs associated to the core manufacturing operations are predominantly filled by males, our sales and administrative staff is comprised of approximately 38% females and 62% males. From an ethnicity perspective, our labor force is diverse but predominantly Latino based on our geographic location.

Company History

We are an exempted company incorporated under the laws of the Cayman Islands. We were incorporated in 2013 in connection with a business combination between Tecnoglass subsidiaries TG and ES, and Andina Acquisition Corporation. TG and ES are corporations formed under the laws of Colombia and founded in 1994 and 1983, respectively, by José M. Daes, our Chief Executive Officer, and Christian T. Daes, our Chief Operating Officer.

Additional Information About the Company

We maintain websites for our subsidiaries, TG, ESW, GM&P, Componenti, and ES Metals, which can be found at https://www.tecnoglass.com/es/, https://eswindows.com, https://wwwgmpglazing.com, https://componenti.com/es/, https://es-metals.com, respectively. The corporate filings of Tecnoglass Inc., including our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, our proxy statements and reports filed by our executive officers and directors under Section 16(a) of the Securities Exchange Act, and any amendments to those filings, are available free of charge on the Investor Relations page at investors.tecnoglass.com, which are uploaded as soon as reasonably practicable after we electronically file (or furnish in certain cases) such material with the Securities and Exchange Commission, and can also be found at the SEC's website at http://sec.gov. We do not intend for information contained in any of our websites, including the Investor Relations pages, to be a part of this Form 10-K.

Item 1A. Risk Factors.

You should carefully consider the risks and uncertainties described below, together with the financial and other information contained in this Annual Report on Form 10-K. Our business may also be adversely affected by risks and uncertainties not presently known to us or that we currently believe to be immaterial. If any of the following risks, such other risks or the risks described elsewhere in this Annual Report on Form 10-K, including in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" actually occur, our business, financial condition, operating results, cash flow and prospects could be materially adversely affected. This could cause the trading price of our ordinary shares to decline.

Risks Related to Our Business Operations

We operate in competitive markets, and our business could suffer if we are unable to adequately address potential downward pricing pressures and other factors that may reduce operating margins.

The principal markets that we serve are highly competitive. Competition is based primarily on the precision and range of achievable tolerances, quality, price and the ability to meet delivery schedules dictated by customers. Our competition comes from companies of various sizes, some of which have greater financial and other resources than we do and some of which have more established brand names in the markets that we serve. We currently compete with companies such as Viracon (a subsidiary within the Apogee Enterprises Inc. Group), PGT, Cardinal Glass and Oldcastle Glass among others in the United States and companies such as Vitro, Vitelco and others in the Colombia and Latin America. Any of these competitors may foresee the course of market development more accurately than we will, develop products that are superior to ours, have the ability to produce similar products at a lower cost than us or adapt more quickly than we can to new technologies or evolving customer requirements. Increased competition could force us to lower our prices or to offer additional services at a higher cost to us, which could reduce gross profit and net income. Accordingly, we may not be able to adequately address potential downward pricing pressures and other factors, which may adversely affect our financial condition and results of operations.

Failure to maintain the performance, reliability and quality standards required by our customers could have a materially negative impact on our financial condition and results of operation.

If our products or services have performance, reliability or quality problems, or products are installed with incompatible glazing materials, we may experience additional warranty and service expenses, reduced or canceled orders, diminished pricing power, higher manufacturing or installation costs or delays in the collection of accounts receivable. Additionally, performance, reliability, or quality claims from our customers, with or without merit, could result in costly and time-consuming litigation that could require significant time and attention of management and involve significant monetary damages that could negatively affect our financial results.

The volatility of the cost of raw materials used to produce our products could materially adversely affect our results of operations in the future.

The cost of raw materials included in our products, including aluminum extrusion and polyvinyl butyral, are subject to significant fluctuations derived from changes in price or volume. A variety of factors over which we have no control, including global demand for aluminum, fluctuations in oil prices, speculation in commodities futures and the creation of new laminates or other products based on new technologies, impact the cost of raw materials which we purchase for the manufacture of our products.

We quote our prices of aluminum products based on the price of aluminum in the London Metal Exchange plus a premium, and our suppliers of glass and polyvinyl butyral provide us with price lists that are updated annually, thus reducing the risk of changing prices for orders in the short term. While we may attempt to minimize the risk from severe price fluctuations by entering into aluminum forward contracts to hedge these fluctuations in the purchase price of aluminum extrusion we use in production, substantial, prolonged upward trends in aluminum prices could significantly increase the cost of our aluminum needs and have an adverse impact on our results of operations. If we are not able to pass on significant cost increases to our customers, our results in the future may be negatively affected by a delay between the cost increases and price increases in our products. Accordingly, the price volatility of raw materials could adversely affect our financial condition and results of operations in the future.

We depend on third-party suppliers for our raw materials and any failure of such third-party suppliers in providing raw materials could negatively affect our ability to manufacture our products.

Our ability to offer a wide variety of products to our customers depends on receipt of adequate material supplies from manufacturers and other suppliers. It is possible in the future that our competitors or other suppliers may create products based on new technologies that are not available to us or are more effective than our products at surviving hurricane-force winds and wind-borne debris or that they may have access to products of a similar quality at lower prices. Although in some instances we have agreements with our suppliers, these agreements are generally terminable by us or the supplier counterparties on limited notice. We have a fixed set of maximum price rates, and from those prices we negotiate with the supplier of the material depending on the project. We source raw materials and glass necessary to manufacture our products from a variety of domestic and foreign suppliers. During the year ended December 31, 2025, two suppliers accounted for more than 10% of total raw material purchases, and in aggregate both account for 37.3% of total raw material purchases. Failures of third-party suppliers to provide raw materials to us in the future could have an adverse impact on our operating results or our ability to manufacture our products.

We rely on third-party transportation, which subjects us to risks and costs that we cannot control, and which risks and costs may materially adversely affect our operations.

We rely on third party trucking companies to transport raw materials to the manufacturing facilities used by each of our businesses and, to a lesser degree, to ship finished products to customers. These transport operations are subject to various hazards and risks, including extreme weather conditions, work stoppages and operating hazards, as well as interstate transportation regulations. In addition, the methods of transportation we utilize may be subject to additional, more stringent and more costly regulations in the future. If we are delayed or unable to ship finished products or unable to obtain raw materials as a result of any such new regulations or public policy changes related to transportation safety, or these transportation companies fail to operate properly, or if there were significant changes in the cost of these services due to new or additional regulations, or otherwise, we may not be able to arrange efficient alternatives and timely means to obtain raw materials or ship goods, which could result in a material adverse effect on our revenues and costs of operations. Transportation costs represent a significant part of our cost structure. If our transportation costs increased substantially, due to prolonged increases in fuel prices or otherwise, we may not be able to control them or pass the increased costs onto customers, and our profitability would be negatively impacted.

We may not realize the anticipated benefit through our joint venture with Saint-Gobain as the construction of a new plant as part of the joint venture may not be completed as planned.

On May 3, 2019, we acquired an approximately 25.8% minority interest in Vidrio Andino's float glass plant in the outskirts of Bogota, Colombia in connection with our joint venture agreement with Saint-Gobain. We believe this joint venture has solidified our vertical integration strategy by providing us with an interest in the first stage of our production chain, while securing ample glass supply for our expected production needs. Although our glass supply ran smoothly during 2023, we may be unable to fully realize the planned synergies and fail to integrate some aspects of the facility's production capacity into our manufacturing process, which may have a negative impact on our financial condition in the future. Additionally, the joint venture agreement includes plans to build a new plant in Galapa, Colombia that will be located approximately 20 miles from our primary manufacturing facility in which we will also have a 25.8% interest. The new plant will be funded with the original cash contribution made by the Company, operating cash flows from the Bogota plant, and debt incurred at the joint venture level that will not consolidate into the Company.

There can be no assurance that the anticipated joint venture cost synergies, increases in capacity or production and optimization of certain manufacturing processes associated with the reduction of raw material waste, and supply chain synergies, including purchasing raw materials at more advantageous prices, will be achieved, or that they might not be significantly and materially less than anticipated, or that the completion of the joint venture with Saint-Gobain will be timely or effectively accomplished. In addition, our ability to realize the anticipated cost synergies and production capacity increases are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control, such as changes to government regulation governing or otherwise impacting our industry, operating difficulties, client preferences, changes in competition and general economic or industry condition.

Constructing a new manufacturing facility involves risks, including financial, construction and governmental approval risks. If Vidrio Andino's plant fails to produce the anticipated cash flow, if we are unable to allocate the required capital to the new plant, if we are unable to secure the necessary permits, approvals or consents or if we are unable to enter into a contract for the construction of the plant on suitable terms, we will fail to realize the expected benefits of the joint venture.

The success of our business depends, in part, on our ability to execute on our acquisition strategy, to successfully integrate acquisitions and to retain key employees of our acquired businesses.

A portion of our historical growth has occurred through acquisitions, and we may enter into additional acquisitions in the future. We may at any time be engaged in discussions or negotiations with respect to possible acquisitions, including transactions that would be significant to us. We regularly make, and we expect to continue to make, acquisition proposals, and we may enter into letters of intent for acquisitions. We cannot predict the timing of any contemplated transactions. To successfully finance such acquisitions, we may need to raise additional equity capital and indebtedness, which could increase our leverage level. We cannot assure you that we will enter into definitive agreements with respect to any contemplated transactions or that transactions contemplated by any definitive agreements will be completed on time or at all. Our growth has placed, and will continue to place, significant demands on our management and operational and financial resources. Acquisitions involve risks that the businesses acquired will not perform as expected and that business judgments concerning the value, strengths and weaknesses of acquired businesses will prove incorrect.

Acquisitions may require integration of acquired companies' sales and marketing, distribution, purchasing, finance and administrative organizations, as well as exposure to different legal and regulatory regimes in jurisdictions in which we have not previously operated. We may not be able to successfully integrate any business we may acquire or have acquired into our existing business, and any acquired businesses may not be profitable or as profitable as we had expected. Our inability to complete the integration of new businesses in a timely and orderly manner could increase costs and lower profits. Factors affecting the successful integration of acquired businesses include, but are not limited to, the following:

- We may become liable for certain liabilities of any acquired business, whether or not known to us. These risks could include, among others, tax liabilities, product liabilities, asbestos liabilities, environmental liabilities, pension liabilities and liabilities for employment practices and they could be significant.

- Substantial attention from our senior management and the management of the acquired business may be required, which could decrease the time that they have to service and attract customers.

- The complete integration of acquired companies depends, to a certain extent, on the full implementation of our financial systems and policies.

- We may actively pursue a number of opportunities simultaneously and we may encounter unforeseen expenses, complications and delays, including difficulties in employing sufficient staff and maintaining operational and management oversight.

We may not be able to realize the expected return on our growth and efficiency capital expenditure plan.

In recent years, we have made significant capital expenditures which include:

- Automation of window assembly production lines, increasing efficiencies, labor and material waste costs with an estimated reduction of on-site damage by 30%;

- Additional aluminum expansion project to increase capacity by approximately 400 tons/month;

- Further automation of additional glass lines, increasing efficiencies on an end-to-end basis reducing lead times, headcount and on-site damage by approximately 40%;

- Automation of three centralized aluminum warehouses for storing, sorting and delivering extrusion matrices and aluminum profiles to our internal production processes that reduce lead times for the assembly of architectural systems and reduce on-site damage to materials; plus one additional warehouse under construction;

- Acquiring 2.1 million square feet of land adjacent to our existing facilities for future expansion and for our sport facility complex available to factory employees;

- Establishing new vinyl window assembly lines with annualized capacity of approximately $300 million; and

- Completed expansion of our architectural metal facade plant, which specializes in engineering, designing, and manufacturing tailor-made facades.

There can be no assurance that the anticipated cost saving initiatives will be achieved, or that they will not be significantly and materially less than anticipated, or that the completion of such cost savings initiatives will be effectively accomplished. In addition, our ability to realize the anticipated cost savings are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control, such as changes to government regulation governing or otherwise impacting our industry, operating difficulties, client preferences, changes in competition and general economic or industry condition. If we fail to realize the anticipated cost savings it could have a negative impact on our financial position.

Our success depends upon our ability to develop new products and services, integrate acquired products and services and enhance existing products and services through product development initiatives and technological advances. Any failure to make such improvements could harm our future business and prospects.

We have continuing programs designed to develop new products and to enhance and improve our existing products. We are expending resources for the development of new products in all aspects of our business, including products that can reach a broader customer base. Some of these new products must be developed due to changes in legislative, regulatory or industry requirements or in competitive technologies that render certain of our existing products obsolete or less competitive. The successful development of our products and product enhancements are subject to numerous risks, both known and unknown, including unanticipated delays, access to significant capital, budget overruns, technical problems and other difficulties that could result in the abandonment or substantial change in the design, development and commercialization of these new products. The events could have a materially adverse impact on our results of operations.

Given the uncertainties inherent with product development and introduction, including lack of market acceptance, we cannot provide assurance that any of our product development efforts will be successful on a timely basis or within budget, if at all. Failure to develop new products and product enhancements on a timely basis or within budget could harm our business and prospects. In addition, we may not be able to achieve the technological advances necessary for us to remain competitive, which could have a materially negative impact on our financial condition.

The home building industry and the home repair and remodeling sector are regulated, and any increased regulatory restrictions could negatively affect our sales and results of operations.

The home building industry and the home repair and remodeling sector are subject to various local, state, and federal statutes, ordinances, rules and regulations concerning zoning, building design and safety, hurricane and floods, construction, and similar matters, including regulations that impose restrictive zoning and density requirements in order to limit the number of homes that can be built within the boundaries of a particular area. Increased regulatory restrictions could limit demand for new homes and home repair and remodeling products, which could negatively affect our sales and results of operations. We may not be able to satisfy any future regulations, which consequently could have a negative effect on our sales and results of operations.

Changes in building codes could lower the demand for our impact-resistant windows and doors.

The market for our impact-resistant windows and doors depends in large part on our ability to satisfy state and local building codes that require protection from wind-borne debris. If the standards in such building codes are raised, we may not be able to meet such requirements, and demand for our products could decline. Conversely, if the standards in such building codes are lowered or are not enforced in certain areas, demand for impact-resistant products may decrease. If we are unable to satisfy future regulations, including building code standards, it could negatively affect our sales and results of operations. Further, if states and regions that are affected by hurricanes but do not currently have such building codes fail to adopt and enforce hurricane protection building codes, our ability to expand our business in such markets may be limited.

We are subject to labor, and health and safety regulations, and may be exposed to liabilities and potential costs for lack of compliance.

We are subject to labor and health and safety laws and regulations that govern, among other things, the relationship between us and our employees and the health and safety of our employees. If we are found to have violated any labor or health and safety laws, we may be exposed to penalties and sanctions, including the payment of fines. In particular, most of our employees are hired through temporary staffing companies and are employed under one-year fixed-term employment contracts. According to applicable labor law regarding temporary staffing companies, if we exceed the limits for hiring temporary employees and the Colombian Ministry of Labor identifies the existence of illegal outsourcing, sanctions may be imposed along with probable lawsuits by employees claiming the existence of a labor relationship. Our subsidiaries could also be subject to work stoppages or closure of operations.

The above could result in cancellation or suspension of governmental registrations, authorizations and licenses issued by other authorities, any one of which may result in interruption or discontinuity of business, and could, consequently, materially and adversely affect our business, financial condition or results of operation.

Equipment failures, delays in deliveries and catastrophic loss at our manufacturing facility could lead to production curtailments or shutdowns that prevent us from producing our products.

An interruption in production capabilities at any of our facilities because of equipment failure or other reasons could result in our inability to produce our products, which would reduce our sales and earnings for the affected period. In addition, we generally manufacture our products only after receiving the order from the customer and thus do not hold large inventories. If there is a stoppage in production at our manufacturing facilities, even if only temporarily, or if they experience delays because of events that are beyond our control, delivery times could be severely affected. Any significant delay in deliveries to our customers could lead to increased product returns or cancellations and cause us to lose future sales. Our manufacturing facilities are also subject to the risk of catastrophic loss due to unanticipated events such as fires, explosions, or violent weather conditions. If we experience plant shutdowns or periods of reduced production because of equipment failure, delays in deliveries or catastrophic loss, it could have a material adverse effect on our results of operations or financial condition. Further, we may not have adequate insurance to compensate for all losses that result from any of these events.

Our reliance for a majority of our business on a single facility subjects us to concentrated risks.

We currently operate the vast majority of our business from a single production facility in Barranquilla, Colombia. Due to the lack of diversification in our assets and geographic location, an adverse development at or impacting our facility or in local or regional economic or political conditions could have a significantly greater impact on our results of operations and financial condition than if we maintained more diverse assets and locations. While we implement preventative and proactive maintenance at our facility, it is possible that we could experience prolonged periods of reduced production and increased maintenance and repair costs due to equipment failures. In addition, because of our single facility and location, in certain cases we rely on limited or single suppliers for significant inputs, such as electricity. We are also reliant on the adequacy of the local skilled labor force to support our operations. Supply interruptions to or labor shortages or stoppages at our facility could be caused by any of the aforementioned factors, many of which are beyond our control, and would adversely affect our operations and we would not have any ability to offset this concentrated impact with activities at any alternative facilities or locations.

Customer concentration and related credit, commercial and legal risk may adversely impact our future earnings and cash flows.

Our ten largest third-party customers worldwide collectively accounted for 33.9% of our total sales revenue for the year ended December 31, 2025, though no single customer accounted for more than 10% of annual revenues. We also do not have any long-term requirements contracts pursuant to which we would be required to fulfill customer orders on an as-needed basis.

Although the customary terms of our arrangements with customers in Latin America and the Caribbean typically require a significant upfront payment ranging from between 30% and 50% of the cost of an order, if a large customer were to experience financial difficulty, or file for bankruptcy or similar protection, or if we were unable to collect amounts due from customers that are currently under bankruptcy or similar protection, it could adversely impact our results of operations, cash flows and asset valuations. Therefore, the risk we face in doing business with these customers may increase. Financial problems experienced by our customers could result in the impairment of our assets, a decrease in our operating cash flows and may also reduce or curtail our customers' future use of our products and services, which may have an adverse effect on our revenues.

Disagreements between the parties can arise as a result of the scope and nature of the relationship and ongoing negotiations. Although we do not have any disputes with any major customers as of the date hereof that are expected to have a material adverse effect on our financial position, results of operations or cash flows, we cannot predict whether such disputes will arise in the future.

Our results may not match our provided guidance or the expectations of securities analysts or investors, which likely would have an adverse effect on the market price of our securities.

Our results may fall below provided guidance and the expectations of securities analysts or investors in future periods. Our results may vary depending on a number of factors, including, but not limited to, fluctuating customer demand, delay or timing of shipments, construction delays or cancellations due to lack of financing for construction projects or market acceptance of new products. Manufacturing or operational difficulties that may arise due to quality control, capacity utilization of our production equipment or staffing requirements may also adversely affect annual net sales and operating results. Moreover, where we participate in fixed-price contracts for installation services, changes in timing of construction projects or difficulties or errors in their execution caused by us or other parties, could result in a failure to achieve expected results. In addition, competition, including new entrants into our markets, the introduction of new products by competitors, adoption of improved technologies by competitors and competitive pressures on prices of products and services, could adversely affect our results. Finally, our results may vary depending on raw material pricing, the potential for disruption of supply and changes in legislation that could have an adverse impact on labor or other costs. Our failure to meet our provided guidance or the expectations of securities analysts or investors would likely adversely affect the market price of our securities.

If new construction levels and repair and remodeling markets decline, such market pressures could negatively affect our results of operations.

The architectural glass industry is subject to the cyclical market pressures of the larger new construction and repair and remodeling markets. In turn, these larger markets may be affected by adverse changes in economic conditions such as demographic trends, employment levels, interest rates, commodity prices, availability of credit and consumer confidence, as well as by changing needs and trends in the markets, such as shifts in customers' preferences and architectural trends. Any future downturn or any other negative market pressures could negatively affect our results of operations in the future, as margins may decrease as a direct result of an overall decrease in demand for our products. Additionally, we may have idle capacity which may have a negative effect on our cost structure.

We may be adversely affected by disruptions to our manufacturing facilities or disruptions to our customer, supplier or employee base.

Any disruption to our facilities resulting from weather-related events, fire, an act of terrorism or any other cause could damage a significant portion of our inventory, affect our distribution of products and materially impair our ability to distribute products to customers. We could incur significantly higher costs and longer lead times associated with distributing our products to customers during the time that it takes for us to reopen or replace a damaged facility. In addition, if there are disruptions to our customer and supplier base or to our employees caused by weather-related events, acts of terrorism, pandemics, or any other cause, our business could be temporarily adversely affected by higher costs for materials, increased shipping and storage costs, increased labor costs, increased absentee rates and scheduling issues. Any interruption in the production or delivery of our supplies could reduce sales of our products and increase costs.

Our business involves complex manufacturing processes that may cause personal injury or property damage, subjecting us to liabilities, possible losses, and other disruptions of our operations in the future, which may not be covered by insurance.

Our business involves complex manufacturing processes. Some of these processes involve high pressures, temperatures, hot metal and other hazards that present certain safety risks to workers employed at our manufacturing facilities. The potential exists for accidents involving death or serious injury. Although our management is highly committed to health and safety, since January 2014, two fatalities have occurred at our operations. The potential liability resulting from any such accident to the extent not covered by insurance could result in unexpected cash expenditures, thereby reducing the cash available to operate our business. Such an accident could disrupt operations at any of our facilities, which could adversely affect our ability to deliver products to our customers on a timely basis and to retain our current business.

Operating hazards inherent in our business, some of which may be outside of our control, can cause personal injury and loss of life, damage to or destruction of property, plant and equipment and environmental damage. We maintain insurance coverage in amounts and against the risks we believe are consistent with industry practice, but this insurance may not be adequate or available to cover all losses or liabilities we may incur in our operations. Our insurance policies are subject to varying levels of deductibles. Losses up to our deductible amounts accrue based upon our estimates of the ultimate liability for claims incurred and an estimate of claims incurred but not reported. However, liabilities subject to insurance are difficult to estimate due to unknown factors, including the severity of an injury, the determination of our liability in proportion to other parties, the number of incidents not reported and the effectiveness of our safety programs. If we were to experience insurance claims or costs above our estimates, we might also be required to use working capital to satisfy these claims.

The nature of our business exposes each of our subsidiaries to product liability and warranty claims that, if adversely determined, could negatively affect our financial condition and results of operations and the confidence of customers in our products.

Our subsidiaries are, from time to time, involved in product liability and product warranty claims relating to the products they manufacture and distribute that, if adversely determined, could adversely affect our financial condition, results of operations and cash flows. In addition, they may be exposed to potential claims arising from the conduct of homebuilders and home remodelers and their sub-contractors. We may not be able to maintain insurance on acceptable terms or insurance may not provide adequate protection against potential liabilities in the future. Product liability claims can be expensive to defend and can divert the attention of management and other personnel for significant periods, regardless of the ultimate outcome. Claims of this nature could also have a negative impact on customer confidence in our products and us.

We are subject to potential exposure to environmental liabilities and are subject to environmental regulation and any such liabilities or regulation may negatively affect our costs and results of operations in the future.

Our subsidiaries are subject to various national, state and local environmental laws, ordinances and regulations that are frequently changing and becoming more stringent. Although we believe that our facilities are materially in compliance with such laws, ordinances and regulations, we cannot be certain that we will, at all times, be able to maintain compliance. Furthermore, as owners of real property, our subsidiaries can be held liable for the investigation or remediation of contamination on such properties, in some circumstances, without regard to whether we knew of or were responsible for such contamination. Remediation may be required in the future because of spills or releases of petroleum products or hazardous substances, the discovery of unknown environmental conditions, or more stringent standards regarding existing residual contamination. Environmental regulatory requirements may become more burdensome, increase our general and administrative costs, the availability of construction materials, raw materials and energy, and increase the risk that our subsidiaries incur fines or penalties or be held liable for violations of such regulatory requirements. New regulations regarding climate change may also increase our expenses and eventually reduce our sales.

Weather can materially affect our business and we are subject to seasonality.

Seasonal changes and other weather-related conditions can adversely affect our business and operations through a decline in both the use and production of our products and demand for our services. Adverse weather conditions, such as extended rainy and cold weather in the spring and fall, can reduce demand for our products and reduce sales or render our distribution operations less efficient. Major weather events such as hurricanes, tornadoes, tropical storms and heavy snows with quick rainy melts could adversely affect sales in the near term.

Construction materials production and shipment levels follow activity in the construction industry, which typically occurs in the spring, summer and fall. Warmer and drier weather during the second and third quarters typically result in higher activity and revenue levels during those quarters. The first quarter typically has lower levels of activity partially due to inclement weather conditions. The activity level during the second quarter varies greatly with variations in temperature and precipitation.

Our results of operations could be significantly affected by foreign currency fluctuations and currency regulations.

We are subject to risks relating to fluctuations in currency exchange rates that may affect our sales, cost of sales, operating margins and cash flows. During the year ended December 31, 2025, approximately 3.2% of our revenues and 25% of our expenses were in Colombian pesos. The remainder of our expenses and revenues were denominated, priced and realized in U.S. Dollars. In the future, and especially as we further expand our sales in other markets, our customers may increasingly make payments in non-U.S. currencies. In addition, currency devaluation can result in a loss to us if we hold monetary assets in that currency. Hedging foreign currencies can be difficult and costly, especially if the currency is not actively traded. We cannot predict the effect of future exchange rate fluctuations on our operating results.

In addition, we are subject to risks relating to governmental regulation of foreign currency, which may limit our ability to:

- transfer funds from or convert currencies in certain countries;
- repatriate foreign currency received in excess of local currency requirements; and
- repatriate funds held by foreign subsidiaries to the United States at favorable tax rates.

Furthermore, the Colombian government and the Colombian Central Bank intervene in the country's economy and occasionally make significant changes in monetary, fiscal and regulatory policy, which may include the following measures:

- controls on capital flows; or
- international investments and exchange regime.

For a more detailed description of foreign exchange regulations in Colombia, see "Risk factors – Risks Related to Colombia and Other Countries Where We Operate – The Colombian government and the Central Bank exercise significant influence on the Colombian economy".

As we continue to increase our operations in foreign countries, there is an increased risk that foreign currency controls may create difficulty in repatriating profits from foreign countries in the form of taxes or other restrictions, which could restrict our cash flow.

We are dependent on certain key personnel, the loss of whom could materially affect our financial performance and prospects in the future.

Our continued success depends largely upon the continued services of our senior management and certain key employees. Each member of our senior management teams has substantial experience and expertise in his or her industry and has made significant contributions to our growth and success. However, we do not have employment agreements in place for any of our executive officers. Accordingly, we face the risk that members of our senior management may not continue in their current positions and the loss of the services of any of these individuals could cause us to lose customers and reduce our net sales, lead to employee morale problems and the loss of other key employees or cause disruptions to production. In addition, we may be unable to find qualified individuals to replace any senior executive officers who leave our employ or that of our subsidiaries.

Members of our management team have been, may be, or may become, involved in litigation, investigations or other proceedings. The defense or prosecution of these matters could be time-consuming and could divert our management's attention, and may have an adverse effect on us.

During the course of their careers, our officers and directors have been, may be or may in the future become involved in litigation, investigations or other proceedings. Our officers and directors also may become involved in litigation, investigations or other proceedings involving claims or allegations related to or as a result of their personal conduct, either in their capacity as a corporate officer or director or otherwise, and may be personally named in such actions and potentially subject to personal liability. Any such liability may or may not be covered by insurance and/or indemnification, depending on the facts and circumstances. The defense or prosecution of these matters could be time-consuming. Any litigation, investigations or other proceedings and the potential outcomes of such actions may divert the attention and resources of our officers and directors away from our operations and may negatively affect our reputation, which may adversely impact our operations and profitability.

We have entered into significant transactions with affiliates or other related parties, which may result in conflicts of interest.

We have entered into transactions with affiliates or other related parties in the past and may do so again in the future. While we believe such transactions have been and will continue to be negotiated on an arm's length basis, giving us a competitive advantage with vertical integration, there can be no assurance that such transactions could not give rise to conflicts of interest that could adversely affect our financial condition and results of operations.

The interests of our controlling shareholders could differ from the interests of our other shareholders.

Energy Holding Corporation exercises significant influence over us as a result of its majority shareholder position and voting rights. As of the date of this Form 10-K, Energy Holding Corporation beneficially owned approximately 44.1% of our outstanding ordinary shares. Energy Holding Corporation, in turn, is controlled by members of the Daes family, who together own 100% of the shares of Energy Holding Corporation. See "Principal Securityholders". Accordingly, our controlling shareholders would have considerable influence regarding the outcome of any transaction that requires shareholder approval. In addition, if we are unable to obtain requisite approvals from Energy Holding Corporation, we may be prevented from executing critical elements of our business strategy.

We conduct all of our operations through our subsidiaries and will rely on payments from our subsidiaries to meet all of our obligations and may fail to meet our obligations if our subsidiaries are unable to make payments to us.

We are a holding company and derive substantially all of our operating income from our subsidiaries. All of our assets are held by our subsidiaries, and we rely on the earnings and cash flows of our subsidiaries to meet our debt service obligations or dividend payments. The ability of our subsidiaries to make payments to us will depend on their respective operating results and may be restricted by, among other things, the laws of their jurisdiction of organization including Colombian foreign exchange regulations (which may limit the amount of funds available for distributions to us), the terms of existing and future indebtedness and other agreements of our subsidiaries, including their credit facilities, and the covenants of any future outstanding indebtedness we or our subsidiaries incur. See "Risk Factors – Risks Related to Colombia and Other Countries Where We Operate – The Colombian government and the Central Bank exercise significant influence on the Colombian economy." If our subsidiaries are unable to declare dividends, our ability to meet debt service or dividend payments may be impacted. The ability of our subsidiaries in Colombia to declare dividends up to the total amount of their capital is not restricted by current laws, covenants in debt agreements or other agreements but could be restricted pursuant to applicable law in the future or if our Colombian subsidiaries undergo a transformation to other types of corporate entities.

Increasing interest rates could materially adversely affect our ability to generate positive cashflows and secure financing required to carry out our strategic plans.

Historically, portions of our debt have been indexed to variable interest rates. A variety of factors impact prevailing interest rates of which we have no control over. A rise in interest rates could negatively impact the cost of financing for a portion of our debt with variable interest rates which could negatively impact our cash flow generation. Furthermore, a rise in interest rates could limit our ability to obtain financing required to support our growth through our continuing programs designed to develop new products, the expand of the installed capacity of our manufacturing facilities and execute our acquisition strategy. While we may mitigate the risk derived from interest rate fluctuations by entering into derivative contracts or by obtaining fixed rate financing, general increases in interest rates would still have an impact on the cost of financing and our ability to obtain appropriate funding.

Furthermore, the architectural glass industry is directly impacted by general construction activity trends. In turn, these markets may be affected by adverse changes in economic conditions such as interest rates, and availability of credit. Any future downturn or any other negative market pressures could negatively affect our results of operations in the future, as margins may decrease as a direct result of an overall decrease in demand for our products.

Our indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations.

As of December 31, 2025, we and our subsidiaries on a consolidated basis had $174.4 million principal amount of debt outstanding. Our indebtedness could have negative consequences to our financial health. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to the notes of our other debt;
- increase our vulnerability to general adverse economic and industry conditions or a downturn in our business;
- require us to dedicate a portion of our cash flow from operations to debt service, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that are not as highly leveraged;
- limit, along with the financial and other restrictive covenants in our indebtedness, among other things, our ability to borrow additional funds; and
- result in an event of default if we fail to satisfy our obligations under the notes or our other debt or fail to comply with the financial and other restrictive covenants contained in the indenture or our other debt instruments, which event of default could result in all of our debt becoming immediately due and payable and could permit certain of our lenders to foreclose on our assets securing such debt.

Any of the above listed factors could have a material adverse effect on our business, financial condition and results of operations. Further, the terms of our existing debt agreements do not, and any future debt may not, fully prohibit us from incurring additional debt. If new debt is added to our current debt levels, the related risks that we now face could intensify.

Risks Related to Colombia and Other Countries Where We Operate

Our operations are located in Colombia, which may make it more difficult for U.S. investors to understand and predict how changing market and economic conditions will affect our financial results.

Our operations are located in Colombia and, consequently, are subject to the economic, political and tax conditions prevalent in that country. The economic conditions in Colombia are subject to different growth expectations, market weaknesses and business practices than economic conditions in the U.S. market. We may not be able to predict how changing market conditions in Colombia will affect our financial results.

During 2025, Moody's, S&P and Fitch, three of the main rating agencies worldwide, downgraded Colombia's credit profile due to weakening public finances, with Moody's lowering its rating to “Baa3” while keeping a stable outlook as fiscal metrics deteriorated beyond original plans, S&P cutting its sovereign rating to “BB” with a negative look, and Fitch also downgrading the long-term foreign currency rating to “BB” amid persistently large fiscal deficits, rising public debt and challenges in fiscal consolidation, mirroring market concerns over the country's fiscal trajectory even as moderate growth continued and inflation pressures eased during the year. Colombia's macroeconomic performance in 2025 showed a moderation in growth and inflation dynamics. Official data and projections indicate the country's GDP is expected to increase around 2%-3%, while inflation closed at 5.1%, above the central bank's 3% target, and similar to the 5.2% inflation rate of 2024. In addition, Colombia's central bank (Banco de la República) is maintaining a restrictive monetary stance, raising its monetary policy interest rate 100 basis points to 10.25%, largely due to strong internal demand and cost pressures including significant labor cost increases from a higher minimum wage declared for 2026.

Colombia's economy, just like most of Latin-American countries, continues suffering from the effects of high volatility in commodity prices, mainly oil, reflected in its elevated level of external debt. Even though the country has taken measures to stabilize the economy, it is uncertain how will these measures be perceived and if the intended goal of increasing investor's confidence will be achieved.

Economic and political conditions in Colombia may have an adverse effect on our financial condition and results of operations.

Our financial condition and results of operations depend significantly on macroeconomic and political conditions prevailing in Colombia. Decreases in the growth rate, periods of negative growth, increases in inflation, changes in law, regulation, policy, or future judicial rulings and interpretations of policies involving exchange controls and other matters such as (but not limited to) currency depreciation, foreign exchange regulations, inflation, interest rates, taxation, employment and labor laws, banking laws and regulations and other political or economic developments in or affecting Colombia may affect the overall business environment and may, in turn, adversely impact our financial condition and results of operations in the future. Colombia's fiscal deficit and growing public debt could adversely affect the Colombian economy. See "Disclosure Regarding Foreign Exchange Rates in Colombia" and "Risk Factors – Risks Related to Colombia and Other Countries Where We Operate – The Colombian government and the Central Bank exercise significant influence on the Colombian economy".

The Colombian government frequently intervenes in Colombia's economy and from time to time makes significant changes in monetary, fiscal and regulatory policy. Our business and results of operations or financial condition may be adversely affected by changes in government or fiscal policies, and other political, diplomatic, social, and economic developments that may affect Colombia. We cannot predict what policies the Colombian government will adopt and whether those policies would have a negative impact on the Colombian economy or on our business and financial performance in the future. We cannot assure you as to whether current stability in the Colombian economy will be sustained. If the conditions of the Colombian economy were to deteriorate, our financial conditions and results of operations would be adversely affected.

The Colombian government has historically exercised substantial influence on the local economy, and governmental policies are likely to continue to have an important effect on companies operating in Colombia like our Colombian subsidiaries, market conditions and the prices of the securities of local issuers. The President of Colombia has considerable power to determine governmental policies and actions relating to the economy and may adopt policies that may negatively affect us. We cannot predict which policies will be adopted by the new government and whether those policies would have a negative impact on the Colombian economy in which we operate or our business and financial performance.

In 2026, Colombia will hold national elections, including Congressional elections on March 8, 2026 and the first round of presidential elections on May 31, 2026. We cannot assure you that measures adopted by the Colombian government under its new regime continue to be consistent with former policy and will not affect the country's overall economic outlook and performance. The new leadership may have negative effects on macroeconomic stability and therefore on the construction industry as a whole and finally, on the company's operations and future prospects. Recent events also underscore the potential for policy volatility and legal uncertainty: in January 2026, Colombia's Constitutional Court provisionally suspended Decree 1390 of December 22, 2025, which declared a state of economic and social emergency, pending a final decision on its constitutionality, and any similar measures—whether adopted, modified, suspended or invalidated—could create uncertainty and impact economic conditions relevant to our business. Although we don't estimate a significant effect in the short term based on current backlog and ongoing activity, it is uncertain as to how a new regime could affect our business in the longer term. In addition, we cannot predict the effects that such policies will have on the Colombian economy. Furthermore, we cannot assure you that the Colombian peso will not depreciate relative to the US dollar or other currencies in the future, which could have a materially adverse effect on our financial condition.

The Colombian Government and the Central Bank exercise significant influence on the Colombian economy.

Although the Colombian government has not imposed foreign exchange restrictions since 1990, Colombia's foreign currency markets have historically been extremely regulated. Colombian law permits the Central Bank to impose foreign exchange controls to regulate the remittance of dividends and/or foreign investments in the event that the foreign currency reserves of the Central Bank fall below a level equal to the value of three months of imports of goods and services into Colombia. An intervention that precludes our Colombian subsidiaries from possessing, utilizing or remitting U.S. Dollars would impair our financial condition and results of operations, and would impair the Colombian subsidiary's ability to convert any dividend payments to U.S. Dollars.

The Colombian government and the Central Bank may also seek to implement new policies aimed at controlling further fluctuation of the Colombian peso against the U.S. Dollar and fostering domestic price stability. The Central Bank may impose certain mandatory deposit requirements in connection with foreign-currency denominated loans obtained by Colombian residents, including TG and ES. We cannot predict or control future actions by the Central Bank in respect of such deposit requirements, which may involve the establishment of a different mandatory deposit percentage. The U.S. Dollar/Colombian peso exchange rate has shown some instability in recent years. Please see "Disclosure Regarding Foreign Exchange Controls and Exchange Rates in Colombia" for actions the Central Bank could take to intervene in the exchange market.

The Colombian Government has considerable power to shape the Colombian economy and, consequently, affect the operations and financial performance of businesses. The Colombian Government may seek to implement new policies aimed at controlling further fluctuation of the Colombian peso against the U.S. Dollar and fostering domestic price stability. The president of Colombia has considerable power to determine governmental policies and actions relating to the economy and may adopt policies that are inconsistent with those of the prior government or that negatively affect us.

Factors such as Colombia's growing public debt and fluctuating exchange rates could adversely affect the Colombian economy.

Colombia's fiscal deficit and growing public debt could adversely affect the Colombian economy. During 2024, Colombia's fiscal deficit represented 6.8% of its GDP, related to increased government spending to fund new social and environmental reforms, and lower expected tax collections during the year. in 2025 the deficit widened even further, driven by sustained high spending and weaker revenues, with estimates suggesting Colombia's fiscal deficit could reach around 7.1% of GDP, its highest level outside the pandemic era, even as tax revenue projections were revised and the statutory fiscal rule was suspended to accommodate larger deficits. This persistent and growing fiscal gap has added pressure on sovereign credit profiles, contributed to credit rating downgrades and could lead to higher interest rates on new Colombian sovereign debt issuances.

In recent years, the Colombian currency had shown some short-term volatility vis-à-vis the U.S. Dollar. The Colombian Peso appreciated 14.8% in 2025, after a 15.4% depreciation during 2024. Any international conflicts or related events have the potential to create an exchange mismatch, given the vulnerability and dependence of the Colombian economy on external financing and its vulnerability to any disruption in its external capital flows and its trade balance.

We cannot assure you that any measures taken by the Colombian government and the Central Bank would be sufficient to control any resulting fiscal or exchange imbalances. Any further disruption in Colombia's fiscal and trade balance may therefore cause Colombia's economy to deteriorate and adversely affect our business, financial condition and results of operations.

Economic instability in Colombia could negatively affect our ability to sell our products.

A significant decline in economic growth of any of Colombia's major trading partners - in particular, the United States, China, and Mexico - could have a material adverse effect on each country's balance of trade and economic growth. In addition, a "contagion" effect, where an entire region or class of investments becomes less attractive to, or subject to outflows of funds by, international investors could negatively affect the Colombian economy.

Even though exports from Colombia, principally petroleum and petroleum products, and gold, have grown in recent years, fluctuations in commodity prices pose a significant challenge to their contribution to the country's balance of payments and fiscal revenues. Unemployment continues to be high in Colombia compared to other economies in Latin America. Furthermore, recent political and economic actions in the Latin American region, including actions taken by United States in relation to the Venezuelan government, may negatively affect international investor perception of the region. We cannot assure you that growth achieved over the past decade by the Colombian economy will continue in future periods. The long-term effects of the global economic and financial crisis on the international financial system remain uncertain. In addition, the effect on consumer confidence of any actual or perceived deterioration of household incomes in the Colombian economy may have a material adverse effect on our results of operations and financial condition.

We are dependent on sales to customers outside Colombia and any failure to make these sales may adversely affect our operating results in the future.

In the year ended December 31, 2025, 96.8% of our sales were to customers outside Colombia, including to the United States and Panama, and we expect sales into the United States and other foreign markets to continue to represent a significant portion of our net sales. Foreign sales and operations are subject to changes in local government regulations and policies, including those related to tariffs and trade barriers, investments, property ownership rights, taxation, exchange controls and repatriation of earnings. An increase in tariffs on products shipped to countries like the United States, or changes in the relative values of currencies occur from time to time and could affect our operating results. This risk and the other risks inherent in foreign sales and operations could adversely affect our operating results in the future.

Our business could be negatively impacted by potential tariffs imposed by the U.S government and trade tensions between the U.S. and Colombia.

The United States has imposed import tariffs on certain steel and aluminum articles under Section 232 of the Trade Expansion Act of 1962, and these measures have been adjusted over time through proclamations and related administrative actions (including changes to product coverage, rates, exclusions and enforcement). In addition, on April 2, 2025, the President issued Executive Order 14257, which directed that imported articles be subject to an additional 10% ad valorem duty pursuant to a declared national emergency under the International Emergency Economic Powers Act (IEEPA), with specified effective dates. Multiple lawsuits have challenged the President's authority to impose tariffs under IEEPA and stays and ongoing appeals have contributed to uncertainty regarding the ultimate outcome and any related changes to scope, duration, or potential refunds. The adoption, modification or escalation of these or other tariff regimes, as well as retaliatory measures by other countries, could materially and adversely affect our business, financial condition and results of operations.

Given that our primary manufacturing facilities are located in Colombia and approximately 94.8% of our sales for the fiscal year ended December 31, 2025, were generated in the United States, these tariffs directly increase our costs and may pressure our profit margins.

In response to these trade barriers, we have strategically shifted our supply chain to source U.S.-casted aluminum, which has allowed us to mitigate a portion of the financial impact. However, despite these mitigation efforts, any further escalation in tariff rates, the potential removal of U.S.-Colombia Trade Promotion Agreement benefits, or retaliatory measures by the Colombian government could still disrupt our supply chain and reduce our price competitiveness. Such developments could have a material adverse effect on our financial condition and results of operations.

We are subject to trade investigations conducted by U.S. authorities over Colombian products that may result in additional duties for our products.

In 2024 a coalition of U.S. producers of aluminum extrusions filed a petition with U.S. trade authorities requesting the imposition of anti-dumping duties against imports of aluminum extrusions from Colombia. As we are the main extruder of aluminum in Colombia, we volunteered as a mandatory respondent in the investigation and provided certain requested information. As a result of this investigation, imports of some of our goods which are considered subject merchandise were subject to anti-dumping duties, until the International Trade Commission concluded in October 21, 2024 that American Aluminum producers were not being harmed and revoked said anti-dumping duty which as of today remain in zero.

If such an anti-dumping measure were to be imposed, it might adversely impact our results of operations

We are subject to regional and national economic conditions in the United States.

The economy in Florida and throughout the United States could negatively impact demand for our products as it has in the past, and macroeconomic forces such as employment rates and the availability of credit could have an adverse effect on our sales and results of operations. Our U.S. business is concentrated geographically in Florida, which optimizes manufacturing efficiencies and logistics, but further concentrates our business, and another prolonged decline in the economy of the state of Florida or of nearby coastal regions, a change in state and local building code requirements for hurricane protection, or any other adverse condition in the state or certain coastal regions, could cause a decline in the demand for our products, which could have an adverse impact on our sales and results of operations. Our strategy of continued geographic diversification seeks to reduce our exposure to such region-specific risks.

Armed conflicts around the globe, including sanctions and tensions between United States, NATO allies and several eastern countries, may adversely affect the results of our operations.

Armed conflicts around the globe, including sanctions and heightened geopolitical tensions involving the United States, NATO allies and other countries, may adversely affect the results of our operations.

The Russian invasion of Ukraine starting in February 2022 has contributed to elevated global tensions and the imposition of economic sanctions and trade restrictions between the United States, the European Union and other countries.

In addition, attacks and security threats in and around the Red Sea associated with Yemen's Houthi group, and related military tensions involving the United States and certain allies, have disrupted maritime trade and affected shipping patterns for certain carriers, including through the Suez Canal corridor, resulting in rerouting, longer transit times and increased freight costs in certain periods.

These measures, together with broader conflict-related uncertainty, can lead to severe constraints on global supply chains, raw material price increases and shortages, and higher energy costs. Disruptions in global supply chains can adversely affect our ability to manufacture and deliver products to our customers. Additionally, fluctuating foreign currency exchange rates could impact on the profitability of our foreign subsidiaries which are at the core of our business.

Geopolitical instability in the Americas may also increase regional volatility. On January 3, 2026, U.S. forces captured Venezuelan President Nicolás Maduro in a military operation, which has heightened uncertainty regarding regional stability, diplomatic relations and sanctions policy.

Colombia has experienced and continues to experience internal security issues that have had or could have a negative effect on the Colombian economy and our financial condition.

Colombia has experienced, and continues to experience, internal security challenges that could adversely affect the Colombian economy and our business, results of operations and financial condition. These challenges include the activities of illegal armed groups—including the National Liberation Army (ELN), dissident factions formerly associated with the Revolutionary Armed Forces of Colombia (FARC), paramilitary successor groups and criminal organizations involved in narcotrafficking—which in certain regions engage in intimidation, extortion, and attacks that can disrupt commerce, transportation and governmental presence. Although Colombia has implemented peace and related security initiatives over time, violence and criminal activity persist and may escalate, and the government's evolving security strategy may affect operating conditions for businesses in Colombia. Any deterioration in security conditions could negatively affect demand in the construction industry, the safety and availability of our employees and contractors, our logistics and supply chain, and overall economic and foreign-exchange stability in Colombia.

Despite efforts by the Colombian government, drug-related crime, guerrilla paramilitary activity and criminal bands continue to exist in Colombia, and allegations have surfaced regarding members of the Colombian congress and other government officials having ties to guerilla and paramilitary groups. Although the Colombian government and ELN have been in talks since February 2017 to end a five-decade war, the Colombian government has suspended the negotiations after a series of rebel attacks. This situation could result in escalated violence by the ELN and may have a negative impact on the credibility of the Colombian government which could in turn have a negative impact on the Colombian economy.

Tensions with neighboring countries, including Venezuela and other Latin American countries, may affect the Colombian economy and, consequently, our results of operations and financial condition in the future.

Diplomatic relations with Venezuela and other neighboring countries have from time to time been tense, including due to developments along Colombia's border with Venezuela. Political and diplomatic uncertainty in Venezuela increased following the country's presidential election held on July 28, 2024, which produced disputed results and mixed international recognition. In addition, on January 3, 2026, U.S. forces captured Venezuelan President Nicolás Maduro in a military operation, which has contributed to heightened regional uncertainty and could affect diplomatic relations, sanctions policy, cross-border commerce, and overall economic conditions in the region. Moreover, in November 2012, the International Court of Justice placed a sizeable area of the Caribbean Sea within Nicaragua's exclusive economic zone. As of the date of this Annual Report, Colombia continues to deem this area as part of its own exclusive economic zone. Any future deterioration in relations with Venezuela and Nicaragua may result in the closing of borders, risk of financial condition.

Government policies and actions and judicial decisions in Colombia could significantly affect the local economy and, as a result, our results of operations and financial condition in the future.

Our results of operations and financial condition may be adversely affected by changes in Colombian governmental policies and actions and judicial decisions involving a broad range of matters, including interest rates, exchange rates, exchange controls, inflation rates, taxation, banking and pension fund regulations and other political or economic developments affecting Colombia. The Colombian government has historically exercised substantial influence over the economy, and its policies are likely to continue to have a significant effect on Colombian companies, including our subsidiaries. The President of Colombia has considerable power to determine governmental policies and actions relating to the economy and may adopt policies that negatively affect our subsidiaries. Future governmental policies and actions, or judicial decisions, could adversely affect our results of operations or financial condition.

We are subject to money laundering and terrorism financing risks.

Third parties may use us as a conduit for money laundering or terrorism financing. If we were to be associated with money laundering (including illegal cash operations) or terrorism financing, our reputation could suffer, or we could be subject to legal enforcement (including being added to "blacklists" that would prohibit certain parties from engaging in transactions with us). Our Colombian subsidiaries could also be sanctioned pursuant to criminal anti-money laundering rules in Colombia.

We have adopted a Code of Conduct, Compliance Manual which includes policies and procedures and help surveil and control our activities and a hotline to receive anonymous reports. However, such measures, procedures and compliance may not be completely effective in preventing third parties from using us as a conduit for money laundering or terrorism financing without our knowledge, which could have a material adverse effect on our business, financial condition and results of operations.

Changes in Colombia's customs, import and export laws and foreign policy, may have an adverse effect on our financial condition and results of operations.

Our business depends significantly on Colombia's customs and foreign exchange laws and regulations, including import and export laws, as well as on fiscal and foreign policies. In the past we have benefited from, and now currently benefit from, certain customs and tax benefits granted by Colombian laws, such as free trade zones and Plan Vallejo which incentivizes the import of machinery and equipment by providing tax breaks, as well as from Colombian foreign policy, such as free trade agreements with countries like the United States. As a result, our business and results of operations or financial condition may be adversely affected by changes in government or fiscal policies, foreign policy or customs and foreign exchange laws and regulations. We cannot predict what policies the Colombian government will adopt and whether those policies would have a negative impact on the Colombian economy or on our business and financial performance in the future.

It may be difficult or impossible to enforce judgments of courts of the United States and other jurisdictions against our Colombian subsidiaries or any of their directors, officers and controlling persons.

Most of our assets are located in Colombia. As such, it may be difficult or impossible for you to effect service of process on, or to enforce judgments of United States courts against our Colombian subsidiaries and/or against their directors and officers based on the civil liability provisions of the U.S. federal securities laws.

Colombian courts will enforce a U.S. judgment predicated on the U.S. securities laws through a procedural system known under Colombian law as *exequatur*. Colombian courts will enforce a foreign judgment, without reconsideration of the merits, only if the judgment satisfies the requirements set out in Articles 605 through 607 of Law 1564 of 2012, or the Colombian General Code of Procedure (*Código General del Proceso*), which provides that the foreign judgment will be enforced if certain conditions are met.

New or higher taxes resulting from changes in tax regulations or the interpretation thereof in Colombia could adversely affect our results of operations and financial condition in the future.

New tax laws and regulations, and uncertainties with respect to future tax policies pose risks to us. In recent years, the Colombian Congress approved different tax reforms imposing additional taxes and enacted modifications to existing taxes related to financial transactions, dividends, income, value added tax (VAT), and taxes on net worth.

On December 13, 2022, a tax reform was enacted by means of Law 2277, which maintained corporate income tax rate at 35%, and increased income taxes to Free Trade Zones with single enterprise users and non-exporters, from 20% to 35%. We cannot predict whether Colombia will adopt additional tax reforms, surcharges, or other fiscal measures in the future, or how any such measures may be interpreted or applied to us, any of which could materially adversely affect our business, results of operations and financial condition.

Changes in tax-related laws and regulations, and interpretations thereof, can create additional tax burdens on us and our businesses by increasing tax rates and fees, creating new taxes, limiting tax deductions, and/or eliminating tax-based incentives and non-taxed income. In addition, tax authorities and competent courts may interpret tax regulations differently than us, which could result in tax litigation and associated costs and penalties in part due to the novelty and complexity of new regulation.

Beyond taxation, regulatory changes to labor laws in Colombia may also impact our cost structure. A new labor reform, passed on October 17, 2024, introduced changes to night and weekend pay, including an earlier start for nightly surcharges and increased extra pay for these shifts. Additionally, the ongoing phased reduction of the workweek, which is set to reach 42 hours by 2026, may further impact labor costs. These changes could increase our operational expenses and affect profitability and workforce management.

As regulatory environments evolve, new or heightened financial and operational obligations could materially and adversely affect our business.

We are subject to various U.S. export controls and trade and economic sanctions laws and regulations that could impair our ability to compete in international markets and subject us to liability if we are not in full compliance with applicable laws.

Our business activities are subject to various U.S. export controls and trade and economic sanctions laws and regulations, including, without limitation, the U.S. Commerce Department's Export Administration Regulations and the U.S. Treasury Department's Office of Foreign Assets Control's ("OFAC") trade and economic sanctions programs (collectively, "Trade Controls"). Such Trade Controls may prohibit or restrict our ability to, directly or indirectly, conduct activities or dealings in or with certain countries that are the subject of comprehensive embargoes (presently, Cuba, Iran, North Korea, Syria, and the Crimea region of Ukraine (collectively, "Sanctioned Countries")), as well as with individuals or entities that are the target of Trade Controls-related prohibitions and restrictions (collectively, "Sanctioned Parties").

Although we have implemented compliance measures designed to prevent transactions with Sanctioned Countries and Sanctioned Parties, our failure to successfully comply with applicable Trade Controls may expose us to negative legal and business consequences, including civil or criminal penalties, government investigations, and reputational harm.

Natural disasters in Colombia could disrupt our business and affect our results of operations and financial condition in the future.

Our operations are exposed to natural disasters and extreme weather events in Colombia, such as earthquakes, volcanic eruptions, floods, landslides, tornadoes, tropical storms and hurricanes. Climate variability, including El Niño and La Niña conditions, can contribute to higher temperatures and reduced rainfall (or, in La Niña periods, heavier rainfall), which may increase the risk of droughts, water restrictions, floods, landslides, wildfires, or other natural disasters on an equal or greater scale in the future. Because Colombia's electricity generation relies heavily on hydropower, drought conditions may increase the risk of higher electricity costs or supply constraints. In the event of a natural disaster, our disaster recovery plans may prove to be ineffective, which could have a material adverse effect on our ability to conduct our businesses. In addition, if a significant number of our employees and senior managers were unavailable because of a natural disaster, our ability to conduct our businesses could be compromised. Natural disasters or similar events could also result in substantial volatility in our results of operations for any fiscal quarter or year.

Risks Related to Us and Our Securities

Because we are incorporated under the laws of the Cayman Islands, you may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. Federal courts may be limited.

We are a company incorporated under the laws of the Cayman Islands, and substantially all of our assets are located outside the United States. In addition, a majority of our directors and officers are nationals or residents of jurisdictions other than the United States and all or substantial portions of their assets are located outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon our directors or executive officers, or enforce judgments obtained in the United States courts against our directors or officers.

Our corporate affairs are governed by our third amended and restated memorandum and articles of association, the Companies Law (2018 Revision) of the Cayman Islands (as the same may be supplemented or amended from time to time) and the common law of the Cayman Islands. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are largely governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, the decisions of whose courts are of persuasive authority, but are not binding on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are different from what they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a different body of securities laws as compared to the United States, and certain states, such as Delaware, may have more fully developed and judicially interpreted bodies of corporate law. In addition, Cayman Islands companies may not have standing to initiate a shareholder's derivative action in a Federal court of the United States.

We have been advised that the courts of the Cayman Islands are unlikely (i) to recognize or enforce against us judgments of courts of the United States predicated upon the civil liability provisions of the securities laws of the United States or any State; and (ii) in original actions brought in the Cayman Islands, to impose liabilities against us predicated upon the civil liability provisions of the securities laws of the United States or any State, so far as the liabilities imposed by those provisions are penal in nature. In those circumstances, although there is no statutory enforcement in the Cayman Islands of judgments obtained in the United States, the courts of the Cayman Islands will recognize and enforce a foreign money judgment of a foreign court of competent jurisdiction without retrial on the merits based on the principle that a judgment of a competent foreign court imposes upon the judgment debtor an obligation to pay the sum for which judgment has been given provided certain conditions are met. For a foreign judgment to be enforced in the Cayman Islands, such judgment must be final and conclusive and for a liquidated sum, and must not be in respect of taxes or a fine or penalty, inconsistent with a Cayman Islands judgment in respect of the same matter, impeachable on the grounds of fraud or obtained in a manner, and or be of a kind the enforcement of which is, contrary to natural justice or the public policy of the Cayman Islands (awards of punitive or multiple damages may well be held to be contrary to public policy). A Cayman Islands Court may stay enforcement proceedings if concurrent proceedings are being brought elsewhere. There is recent Privy Council authority (which is binding on the Cayman Islands Court) in the context of a reorganization plan approved by the New York Bankruptcy Court which suggests that due to the universal nature of bankruptcy/insolvency proceedings, foreign money judgments obtained in foreign bankruptcy/insolvency proceedings may be enforced without applying the principles outlined above. However, a more recent English Supreme Court authority (which is highly persuasive but not binding on the Cayman Islands Court), has expressly rejected that approach in the context of a default judgment obtained in an adversary proceeding brought in the New York Bankruptcy Court by the receivers of the bankruptcy debtor against a third party, and which would not have been enforceable upon the application of the traditional common law principles summarized above and held that foreign money judgments obtained in bankruptcy/insolvency proceedings should be enforced by applying the principles set out above, and not by the simple exercise of the Courts' discretion. Those cases have now been considered by the Cayman Islands Court. The Cayman Islands Court was not asked to consider the specific question of whether a judgment of a bankruptcy court in an adversary proceeding would be enforceable in the Cayman Islands, but it did endorse the need for active assistance of overseas bankruptcy proceedings. We understand that the Cayman Islands Court's decision in that case has been appealed and it remains the case that the law regarding the enforcement of bankruptcy/insolvency related judgments is still in a state of uncertainty.

If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements could be impaired, which could adversely affect our business.

Our financial reporting obligations as a public company place a significant strain on our management, operational and financial resources, and systems. We may not be able to implement effective internal controls and procedures to detect and prevent errors in our financial reports, file our financial reports on a timely basis in compliance with SEC requirements, or prevent and detect fraud. Our management may not be able to respond adequately to changing regulatory compliance and reporting requirements. If we are not able to adequately implement the requirements of Section 404, we may not be able to assess whether internal controls over financial reporting are effective, which may subject us to adverse regulatory consequences and could harm investor confidence, the market price of our ordinary shares and our ability to raise additional capital.

Anti-takeover provisions in our organizational documents and Cayman Islands law may discourage or prevent a change of control, even if an acquisition would be beneficial to our shareholders, which could depress the price of our ordinary shares and prevent attempts by our shareholders to replace or remove our current management.

Our memorandum and articles of association contain provisions that may discourage unsolicited takeover proposals that shareholders may consider to be in their best interests. Our board of directors is divided into three classes with staggered, three-year terms. Our board of directors has the ability to designate the terms of and issue preferred shares without shareholder approval. We are also subject to certain provisions under Cayman Islands law that could delay or prevent a change of control. Together these provisions may make more difficult the removal of management and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our ordinary shares.

We cannot assure you that we will continue to pay dividends on our ordinary shares, and our indebtedness, future investments or cashflow generation could limit our ability to continue to pay dividends on our ordinary shares.

Prior to August 2016, we had not paid any dividends on our ordinary shares. Since such time, we have paid regular quarterly dividends. However, the payment of dividends in the future, if any, will be contingent upon our revenues and earnings, if any, capital requirements and our general financial condition and limitations imposed by our outstanding indebtedness.

If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, our stock price and trading volume could decline.

The trading market for our ordinary shares relies in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. Furthermore, if one or more of the analysts who do cover us downgrade our stock or our industry, or the stock of any of our competitors, or publish inaccurate or unfavorable research about our business, the price of our stock could decline. If one or more of these analysts ceases coverage of us or fail to publish reports on us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline.

If a United States person is treated as owning at least 10% of the value or voting power of our shares, such holder may be subject to adverse U.S. federal income tax consequences.

If a United States person is treated as owning (directly, indirectly or constructively) at least 10% of the value or voting power of our shares, such person may be treated as a "United States shareholder" with respect to each "controlled foreign corporation" in our group (if any). While our parent company owns one or more U.S. subsidiaries, we, and certain of our non-U.S. subsidiaries, could be treated as controlled foreign corporations. Furthermore, while our group includes one or more U.S. subsidiaries, certain of our non-U.S. subsidiaries could be treated as controlled foreign corporations (regardless of whether or not we are treated as a controlled foreign corporation). A United States shareholder of a controlled foreign corporation generally is required to report annually and include in its U.S. taxable income its pro rata share of "Subpart F income," "global intangible low-taxed income" and investments in U.S. property by controlled foreign corporations, regardless of whether we make any such United States shareholder receives any actual distributions. An individual that is a United States shareholder with respect to a controlled foreign corporation generally would not be allowed certain tax deductions or foreign tax credits that would be allowed to a United States shareholder that is a U.S. corporation. Failure to comply with these reporting obligations may subject a United States shareholder to significant monetary penalties and may prevent the statute of limitations with respect to such shareholder's U.S. federal income tax return for the year for which reporting was due from starting. We cannot provide any assurances that we will assist investors in determining whether any of our non-U.S. subsidiaries are treated as a controlled foreign corporation or whether any investor is treated as a United States shareholder with respect to any of such controlled foreign corporations or furnish to any United States shareholders information that may be necessary to comply with the aforementioned reporting and tax paying obligations. There is substantial uncertainty as to the application of each of the foregoing rules as well as the determination of any relevant calculations in applying the foregoing rules. United States persons are strongly advised to avoid acquiring, directly, indirectly or constructively, 10% or more of the value or voting power of our shares. A United States investor should consult its advisors regarding the potential application of these rules to an investment in the ordinary shares.

We may be adversely affected by any disruption in our information technology systems. Our operations are dependent upon our information technology systems, which encompass all of our major business functions.

Increased global information technology security requirements, vulnerabilities, threats and a rise in sophisticated and targeted cybercrime pose a risk to the security of our systems, our information networks, and to the confidentiality, availability and integrity of our data, as well as to the functionality of our manufacturing process. Introduced or increased risk associated with remote work transition pose threats to workforce disruption, cybersecurity attacks and dissemination of sensitive personal data or proprietary confidential information to our business. A disruption in our information technology systems for any prolonged period could result in delays in executing certain production activities, logging and processing operational and financial data, communication with employees and third parties or fulfilling customer orders resulting in potential liability or reputational damage or otherwise adversely affect our financial results. We employ a number of measures to prevent, detect and mitigate these threats, which include employee education, password encryption, frequent password change events, firewall detection systems, anti-virus software in-place and frequent backups; however, there is no guarantee such efforts will be successful in preventing a cyber-attack.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity

We employ procedures designed to identify, protect, detect and respond to and manage reasonably foreseeable cybersecurity risks and threats. To protect our information systems from cybersecurity threats, we use various security tools that help prevent, identify, escalate, investigate, resolve and recover from identified vulnerabilities and security incidents in a timely manner. Our information security framework is based on the NIST Cybersecurity Framework, which along with continuous vigilance through ongoing vulnerability analyses, internal/external testing, alerts and reviews of cybersecurity events, our comprehensive strategic risk assessment is achieved with collaboration of multidisciplinary teams, and our vendor management that includes a robust contracting process and engages third parties for cybersecurity support, ensure a resilient operation.

We regularly assess risks from cybersecurity and technology threats and monitor our information systems for potential vulnerabilities, including those that could arise from internal sources and external sources such as third-party service providers we do business with. We use a widely-adopted risk quantification model to identify, measure and prioritize cybersecurity and technology risks and develop related security controls and safeguards. We conduct regular reviews and other exercises to evaluate the effectiveness of our information security program and improve our security measures and planning. We currently engage an external assessor and may in the future determine to engage an assessor(s), consultant(s), auditor(s) or other third party(s) to supplement our processes.

The Board oversees our annual enterprise risk assessment, where we assess key risks within the company, including security and technology risks and cybersecurity threats. The Audit Committee of the Board oversees our cybersecurity risk and receives regular reports from our management team on various cybersecurity matters, including risk assessments, mitigation strategies, areas of emerging risks, incidents and industry trends, and other areas of importance. One of the Audit Committee members has a Bachelor’s degree in Computer Science, is Certified in AI from MIT, and serves as the cybersecurity expert on the board of another company, bringing relevant expertise in cybersecurity and technology risk management.

Our cybersecurity team is deeply integrated into our risk management process, led by the Director of Information and Technology and our Cybersecurity Coordinator. Since 2022, the Director has overseen the company's cybersecurity strategy, engaging with leading vendors, participating in industry events such as CPX, and leading the 2024 security policy redesign with an external advisor. The Cybersecurity Coordinator, a certified expert in ISO27001 and ISO27032, specializes in ethical hacking, SOC management, network security, and standards compliance, ensuring a well-documented and secure cybersecurity architecture. As part of our digital asset management strategy, we are also strengthening protections against the use of unsupervised AI. We currently implement technical and regulatory blocks to prevent access to unauthorized AI platforms, while maintaining an active awareness program to educate personnel on the proper use of these tools and the cybersecurity risks associated with improper usage. Together, they periodically review and update our incident response plan, and collaborate with subject matter specialists to ensure a comprehensive approach to identifying and managing material cybersecurity threats. An established Information security committee contributes to a vigilant cybersecurity stance.

To date, we have not experienced any attacks intended to lead to interruptions and delays in our service and operations as well as loss, misuse or theft of personal information (of third parties, employees, and our members) and other data, confidential information or intellectual property. Any significant disruption to our service or access to our systems in the future could adversely affect our business and results of operation. Further, a penetration of our systems or a third-party's systems or other misappropriation or misuse of personal information could subject us to business, regulatory, litigation and reputation risk, which could have a negative effect on our business, financial condition and results of operations. See "Risk Factors - We may be adversely affected by any disruption in our information technology systems. Our operations are dependent upon our information technology systems, which encompass all of our major business functions."

Item 2. Properties.

We own and operate a total of 6.5 million square feet of manufacturing facilities. Our main 6.1 million square foot manufacturing complex, located in Barranquilla, Colombia, houses a glass production plant, aluminum plant and window and facade assembly plant. The glass plant has nine lamination machines with independent assembly rooms, eleven specialized tempering furnaces and glass molding furnaces, a computer numerical-controlled profile bending machine, as well as a coater to produce low emissivity glass with high thermal insulation specifications using soft coat technology. The Alutions plant has an effective installed capacity of 4,100 tons per month and can create a variety of shapes and forms for windows, doors, and related products. We also own eight natural gas power generation plants, six with an aggregate capacity of 10 megawatts, and two with 4.5 megawatts capacity each, which supply the electricity requirements of the entire manufacturing complex and are supported by three emergency generators. We also own and operate a 123,399 square foot manufacturing and warehousing facility in a 215,908 square foot lot in Miami-Dade County, Florida, United States, in addition to a new 69,829 square foot operating facility from our recent Acquisition of Continental Glass Systems Real State. The facilities houses manufacturing and assembly equipment, warehouse space, and administrative and sales offices.

We believe that our existing properties are adequate for the current operating requirements of our business and that additional space will be available as needed.

Item 3. Legal Proceedings.

From time to time, we are involved in legal matters arising in the regular course of business. Some disputes are derived directly from our construction projects, related to supply and installation, and even though deemed ordinary; they may involve significant monetary damages. We are also subject to other types of litigation arising from employment practices, worker's compensation, automobile claims and general liability. It is very difficult to predict precisely what the outcome of this litigation might be. However, with the information at our disposition as this time, there are no indications that such claims will result in a material adverse effect on our business, financial condition or results of operations.

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 ordinary shares are listed on the New York Stock Exchange under the symbol "TGLS".

Holders

As of December 31, 2025, there were 160 holders of record of our ordinary shares. We believe our ordinary shares are held by more than 3,000 beneficial owners.

Dividends

Prior to August 2016, we had not paid any dividends on our ordinary shares. Since such time, we have paid regular quarterly dividends. We expect to pay quarterly dividends in the future. However, the payment of any future dividends will be solely at the discretion of our Board of Directors and there can be no assurance that we will continue to pay dividends in the future. The payment of dividends in the future, if any, will also be contingent upon our revenues and earnings, if any, capital requirements and our general financial condition and limitations imposed by our outstanding indebtedness.

Because we are a holding company, our ability to pay dividends depends on our receipt of cash dividends from our operating subsidiaries, which may further restrict our ability to pay dividends as a result of the laws of their jurisdictions of organization, agreements of our subsidiaries or covenants under any existing and future outstanding indebtedness we or our subsidiaries incur. The ability of our subsidiaries in Colombia to declare dividends up to the total amount of their capital is not restricted by current laws, covenants in debt agreements or other agreements.

Recent Sales of Unregistered Securities

None.

Information about our equity compensation plans

Information required by Item 5 of Form 10-K regarding equity compensation plans is incorporated herein by reference to Item 12 of Part III of this Annual Report on Form 10-K.

Stock performance graph

The following graph compares the cumulative total shareholder return for Tecnoglass, Inc. Ordinary Shares on a $100 investment for the last five fiscal years with the cumulative total return on a $100 investment in the SPDR S&P Homebuilders ETF Fund, which is an exchange-traded fund that seeks to replicate the performance of the S&P Homebuilders Select Industry Index, the Standard & Poor's Small Cap 600 Growth Index, which is an index of companies with similar market capitalization and the NYSE Composite Index, a broad market index. The graph assumes an investment at the close of trading on December 31, 2025, and assumes the shareholder opted for share dividends during all periods.

Repurchases

Share repurchase activity during the months of the fourth quarter of the fiscal year ended December 31, 2025, was as follows:

Periods	Total Number of Shares Purchased		Price Paid Per Share		Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs		Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(1)
October 2025							
Open market and privately negotiated purchases	100	$	78.13	$	-		-
November 2025							
Open market and privately negotiated purchases	1,296,300	$	46.68	$	60,492,108		-
December 2025							
Open market and privately negotiated purchases	535,520		50.57		27,076,461		-
Total	**1,831,920**	**$**	**47.82**	**$**	**87,568,569**	**$**	**9,008,984**

(1) On November 3, 2022, the Board of Directors authorized the purchase of up to $50 million of the Company's common shares, which authorization was subsequently increased to up to $100 million in November 2024. On November 5, 2025, the Board of Directors approved an increase in the share repurchase authorization to $150 million. The program does not obligate the Company to acquire a minimum number of shares. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act.

Item 6. [RESERVED].

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

The following discussion of the Company's financial condition and results of operations should be read in conjunction with the Company's consolidated financial statements and notes to those statements included in this Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Please see the section entitled "Forward-Looking Statements and Introduction" in this Form 10-K.

Overview

We are experienced and highly skilled in the vertical integration of windows and architectural glass manufacturing, distribution, and professional fitting. Our expertise extends to the production of top-quality windows, as well as the supply of aluminum, vinyl, and other components. Our dedicated and knowledgeable team serves a diverse range of commercial and residential construction projects worldwide, guaranteeing outstanding products and seamless installation services. With a focus on innovation, combined with providing highly specified products with the highest quality standards at competitive prices, we have earned #1 spot in the Forbe's list of America's 100 most successful small-cap companies for 2024, and developed a leadership position in each of our core markets. In the United States, which is our largest market, we were ranked among the four largest glass fabricators serving the United States in 2023 by Glass Magazine. In addition, we believe we are the leading glass transformation company in Colombia. Our customers, which include developers, general contractors or installers for hotels, office buildings, shopping centers, airports, universities, hospitals and multi-family and residential buildings, look to us as a value-added partner based on our product development capabilities, our high-quality products and our unwavering commitment to exceptional service.

With over 40 years of experience in architectural glass and aluminum assembly, we specialize in transforming various glass products. Our offerings include tempered safety glass, double thermo-acoustic glass, and laminated glass. Our wide range of finished glass products are utilized in diverse buildings for floating facades, curtain walls, windows, doors, handrails, as well as interior and bathroom spatial dividers. In addition to glass, we manufacture aluminum and vinyl products such as profiles, rods, bars, plates, and other hardware specifically designed for window manufacturing.

The majority of our products are manufactured in a 6.1 million square foot, state-of-the-art manufacturing complex in Barranquilla, Colombia that provides easy access to North, Central and South America, the Caribbean and the Pacific. Our products can be found on some of the most distinctive buildings in these regions, including the Aston Martin Residences (Miami), Miami World Tower (Miami), 3ELEVEN (New York), Raffles Hotel (Boston), Norwegian Cruise Line Terminal B (Miami), One Thousand Museum (Miami), Paramount Miami Worldcenter (Miami), Salesforce Tower (San Francisco) and AE'O Tower (Honolulu).. Our track record of successfully delivering high profile projects has earned us an increasing number of opportunities across the United States, evidenced by our expanding backlog and overall revenue growth.

Our structural competitive advantage is underpinned by our low-cost manufacturing footprint, vertically integrated business model and geographic location. Our integrated facilities in Colombia and distribution and services operations in Florida provide us with a significant cost advantage in both manufacturing and distribution, and we continue to invest in these operations to expand our operational capabilities. Our lower cost manufacturing footprint allows us to offer competitive prices for our customers, while also providing innovative, high quality and high value-added products, together with consistent and reliable service. We have historically generated high margin organic growth based on our position as a value-added solutions provider for our customers.

We have a strong presence in the Florida market, which represents a substantial portion of our revenue stream and backlog. Our success in Florida has primarily been achieved through sustained organic growth, with further penetration now taking place into other highly populated areas of the United States. As part of our strategy to become a fully vertically integrated company, we have supplemented our organic growth with some acquisitions that have allowed us added control over our supply chain allowed for further vertical integration of our business and will act as a platform for our future expansion in the United States. In 2016, we completed the acquisition of ESW, which gave us control over the distribution of products into the United States from our manufacturing facilities in Colombia. In March 2017, we completed the acquisition of GM&P, a consulting and glazing installation business that was previously our largest installation customer. Most recently, on April 3, 2025, we completed the acquisition of certain assets and assume certain liabilities of Continental Glass Systems, LLC, a leading provider of architectural glass and glazing solutions in the Southeast U.S., that included manufacturing equipment, intangibles, and a strong project backlog, enhancing our U.S. presence, customer reach, and supply chain efficiency.

In 2019 we consummated the joint venture agreement with Saint-Gobain, acquiring a 25.8% minority ownership interest in Vidrio Andino, a Colombia-based subsidiary of Saint-Gobain, solidifying our vertical integration strategy by acquiring an interest in the first stage of our production chain, while securing ample glass supply for our expected production needs. Additionally, in April 2019, we acquired a 70% equity interest in ESMetals, which has been consolidated in our financial statements since. In November 2023, we acquired the remaining 30% equity interest in ESMetals. ESMetals is a Colombian entity that serves as a metalwork contractor to supply us with steel accessories used in the assembly of certain architectural systems as part of our vertical integration strategy.

The continued diversification of the group's presence and product portfolio is a core component of our strategy. In particular, we are actively seeking to expand our presence in United States outside of Florida. We also launched a residential window offering which, we believe, will help us expand our presence in the United States and generate additional organic growth. We believe that the quality of our products, coupled with our ability to price competitively given our structural advantages on cost, will allow us to generate further growth in the future.

We have focused on working with *The Power of Quality*, always making sure that our vision of sustainability is immersed into every aspect of our business, including social, environmental, economic and governance variables, that help us make decisions and create value for our stakeholders. We carry out a series of initiatives based on our global sustainability strategy, which is supported on three fundamental pillars: promoting an ethical and responsible continuous growth, leading eco-efficiency and innovation, and empowering our environment. As part of this strategy we have voluntarily adhered to UN Global Compact Principles since 2017 and in pursuit of our cooperation with the attainment of the SDGs joined in 2021 a program to dynamize, strengthen and make visible the management of greenhouse gas emissions as a carbon neutral strategy set out by the Colombian government for 2050.

How We Generate Revenue

We are a leading manufacturer of hi-spec architectural glass and windows for the western hemisphere residential and commercial construction industries, operating through our direct and indirect subsidiaries. Headquartered in Miami, Florida,, the Company maintains its principal manufacturing operations in Colombia and operates out of approximately 6.5 million square foot vertically-integrated, state-of-the-art manufacturing and operational footprint across Colombia and the United States that provides easy access to North, Central and South America, the Caribbean, and the Pacific.

Our glass products include tempered glass, laminated glass, thermo-acoustic glass, curved glass, silk-screened glass, and digital print glass as well as mill finished, anodized, painted aluminum and vinyl profiles, and produces rods, tubes, bars and plates. Window production lines are defined depending on the different types of windows: normal, impact resistant, hurricane-proof, safety, soundproof and thermal. We produce fixed body, sliding windows, projecting windows, guillotine windows, sliding doors and swinging doors. ES produces facade products which include: floating facades, automatic doors, bathroom dividers and commercial display windows. In late 2023, we entered into the vinyl window market, expanding our product portfolio to more than double our addressable market, and offering customers a wider selection of solutions to meet their project needs. We intend to capitalize on our existing distribution base for our aluminum products to obtain significant synergies given the number of dealers and distributors that already sell both aluminum and vinyl windows.

We sell to approximately 1,000 customers using several sales teams based out of Colombia and the United States to specifically target regional markets in South, Central and North America. The United States accounted for 94.8%, and 95.5% of our combined revenues in 2025 and 2024, respectively, while Colombia accounted for approximately 3.2% and 2.8%, and other Latin-American destinations accounted for approximately 2.0% and 1.7%, respectively.

We sell our products through our main offices/sales teams based out of Florida and different regions in the US, which is our largest sales group and has strong relationships with glazing contractors, general contractors, real estate developers and specialty window dealers in the region. In late 2022, we launched two showrooms, one in New York City and one in Charleston, SC, to serve primarily single-family residential markets in their regions. New showrooms have been completed in Houston, TX, and Bonita Springs, FL. Additionally, showrooms in Phoenix, AZ and Los Angeles, CA are in the lease negotiating stages and are expected to open in 2025. We also have sales forces located in Colombia and Panama with long-standing business relationships in the region to serve Latin American markets. We have two types of sales operations: contract sales, which are the high-dollar, customer tailored projects, and standard form sales, which reflect lower-value orders that are of short duration.

We expect to benefit from growth in our largest markets in the United States by gaining market share, broadening our geographic footprint. Favorable demographics in states such as South Carolina, Florida, Texas, and North Carolina, where we have a strong presence, contribute to continued growth. According to FMI's 2025 Building Products Market Overview, annual spending for the residential window and door market is expected to grow at a Compound Annual Growth rate of 6.2%, totaling $340 billion from 2025 to 2029, despite of current macroeconomic challenges of affordability, interest rates, and tariff uncertainties, negatively impacting the U.S. residential market as of 2025. This growth is anticipated to accelerate in 2027 and remain strong through 2029, mainly driven by high demand for energy efficient products such as vinyl. On the other hand, Nonresidential building product spending is expected to experience a total growth of 22% from 2025 to 2029, or a total projected spending of around $260 billion. Additionally, the latest Nonresidential Construction Index (NRCI) increased from 47.9 in Q4'2025, to 54.5 in Q1'2026, reflecting improved expectations of economic conditions and expanding industry opportunities from the commercial construction market for 2026. These stable to positive macro trends in our core markets and geographies combined with a lean cost structure, leave us well positioned to maintain industry leading margins and further diversify our presence into the U.S.

Liquidity

As of December 31, 2025, and December 31, 2024, we had cash and cash equivalents of approximately $100.9 million and $134.9 million, respectively. During the year ended December 31, 2025, the main source of cash was operating activities, which generated $135.8 million.

As of December 31, 2025, our liquidity position was comprised of $365 million available under committed lines of credit, in addition to a cash balance of $100.9 million. We anticipate that working capital will continue to be a net benefit to cash flow in the near future, which in addition to our current liquidity position, provides ample flexibility to service our obligations through the next twelve months.

Capital Resources

We transform glass and aluminum into high specification architectural glass and custom-made aluminum profiles which require significant investments in state-of-the-art technology. During the years ended December 31, 2025, and 2024, we made investments primarily in building and construction, and machinery and equipment in the amounts of $75.3 million, and $79.6 million, respectively. We believe our investments in technology within recent years have positioned us well for continued growth given the flexibility afforded by our current installed capacity, improved profitability and enhanced cash generation in the years ahead. Recent examples of our high return investments within the last three years include:

- Further automation of window assembly production lines, increasing efficiencies, labor and material waste costs with an estimated reduction of on-site damage by 30%;

- Additional aluminum expansion project to increase capacity by approximately 400 tons/month;

- Further automation of additional glass lines, increasing efficiencies on an end-to-end basis reducing lead times, headcount and on-site damage by approximately 40%;

- Automation of three centralized aluminum warehouses for storing, sorting and delivering extrusion matrices and aluminum profiles to our internal production processes that reduce lead times for the assembly of architectural systems and reduce on-site damage to materials; one additional warehouse under construction in 2026

- Acquiring 2.1 million square feet of land adjacent to our existing facilities for future expansion and for our sport facility complex available to factory employees;

- Completed expansion of our architectural metal facade plant, which specializes in engineering, designing, and manufacturing tailor-made facades.

In April 2025, Tecnoglass acquired certain assets and assumed certain liabilities of Florida-based Continental Glass Systems, LLC. (“Continental”), a premier provider of innovative architectural glass and glazing solutions in the Southeast U.S. This acquisition included a manufacturing plant, various intangibles, and a substantial project backlog in both execution and pipeline phases. With annualized revenues of approximately $30 million, Continental’s production capabilities, high-quality product portfolio, and reputation for excellence strengthens Tecnoglass’ U.S. market presence, broadens its client reach, and creates synergies that reinforce Tecnoglass’ leadership position in the architectural glass industry. Additionally, the Company anticipates operational benefits as it integrates Continental’s supply chains into its existing manufacturing operations. The purchase price for the acquisition was $10,429, of which $6,841 of the purchase price was paid in cash by the Company on April 3, 2025, with the remaining amount to be payable by the Company in cash within 365 days after closing date. The total amount of acquisition-related costs was $588, which are included in the Statement of operations for the period ending December 31, 2025.

Additionally, we acquired $9.0 million and $6.4 million of property plant and equipment under credit during the twelve months ended December 31, 2025, and 2024, respectively. These investments across our vertically-integrated operations include further automating our glass and window assembly production lines, adding glass production lines, expanding our aluminum facilities, putting new vinyl windows lines to penetrate this new product segment and purchasing land to grow beyond current installed capacity.

The Company estimates that current manufacturing operating capacity has reached approximately $1.3 billion which does not account for incremental installation revenue capacity. Additionally, the Company expects the resulting increase in output to improve efficiency throughout its operations while reducing material waste and overall lead times.

Results of Operations (Amounts in thousands)

	Twelve months ended December 31,		
	2025	2024	2023
Operating revenues	$ 983,610	$ 890,181	$ 833,265
Cost of sales	562,200	510,209	442,331
Gross profit	**421,410**	**379,972**	**390,934**
Operating expenses	(196,310)	(152,971)	(131,172)
Other operating income	5,641	-	-
Operating income	**230,741**	**227,001**	**259,762**
Non-operating income and expenses, net	3,127	5,858	5,131
Foreign currency transactions (loss)/gains	3,756	(5,665)	686
Loss on debt extinguishment	(1,380)	-	-
Interest income (expense), net and deferred cost of financing	(3,445)	(7,433)	(9 ,178)
Income tax provision	(75,726)	(63,849)	(77,904)
Equity method income	2,493	5,397	5,013
Net income	**159,566**	**161,309**	**183,510**
Income attributable to non-controlling interest	-	-	(628)
Income attributable to parent	**$ 159,566**	**$ 161,309**	**$ 182,882**

Comparison of years ended December 31, 2025 and December 31, 2024

Our operating revenue increased $93.4 million, or 10.5%, from $890.2 million in the year ended December 31, 2024, to $983.6 million in the year ended December 31, 2025. Strong sales during 2025 were driven by U.S. commercial and single-family residential market activity. U.S. sales increased $83.0 million, or 9.8%, from $849.9 million in 2024 to $932.9 million in 2025. U.S. Commercial market sales increased $51.7 million, or 10.8%, from $477.8 million in 2024 to $529.5 million in 2025 as we continue to execute on our growing backlog. U.S. single family residential market sales increased $31.3 million, or 8.4%, from $372.1 million in 2024 to $403.4 million in 2025 and accounted for 41.0% of total sales in the year ended December 31, 2025. Sales to Latin-American markets increased $10.4 million, or 25.8%, from $40.3 million in 2024 to $50.8 million in 2025.

Gross profit during the twelve months ended December 31, 2025, was $421.4 million, an increase of $41.4 million, or 10.9%, from $380.0 million during the twelve months ended December 31, 2024. The gross profit margin during the twelve months ended December 31, 2025, remained stable at 42.8% from 42.7% during the twelve months of 2024. During 2025, pricing action and improved operating leverage, balanced out inflationary pressures on input costs, mostly salary increases set at the beginning of the year, and rising cost of aluminum in part due to our tariff mitigation strategy. Average FX rates remained relatively stable year over year despite some short term volatility.

Operating expenses increased $43.3 million, or 28.3%, from $153.0 million to $196.3 million for the twelve months ended December 31, 2024, and 2025, respectively. The increase was mainly driven by tariffs on imports into the U.S. which generated $19.9 million expense. Additionally, the nominal increase was driven by administrative salary adjustments and higher transportation and commission expenses related to higher revenues.

During the twelve months ended December 31, 2025, the Company recorded other operating income of $5.6 million mainly related to a gain on the sale of an aircraft and the recognition of a refund related to Employee Retention Credits under government relief programs. There was no comparable income recorded during the previous year period.

During the twelve months ended December 31, 2025, and 2024, the Company recorded non-operating income of $3.1 and $5.9 million, respectively. Non-operating income for the period is comprised primarily of income from rental properties and gains on sale of scrap materials as well as non-operating expenses related to certain charitable contributions outside of the Company's direct sphere of influence.

During the twelve months ended December 31, 2025, the Company recorded a non-operating net gain of $3.8 million associated with foreign currency transactions, compared to a net loss of $5.7 million during the twelve months ended December 31, 2024.

In September 2025, the Company entered into a new Senior Secured Credit Facility to replace its prior credit agreement dated November 2021. The new facility transitions the Company from a term-loan-plus-revolver structure to a fully committed revolving facility and (i) increases total committed borrowing capacity from $150 million to $500 million, (ii) reduces borrowing costs by approximately 25 basis points, and (iii) extends the initial maturity date by five years to December 2030. Borrowings under the new facility bear interest at the Secured Overnight Financing Rate (SOFR) with no floor, plus a spread of 1.25%, based on the Company's net leverage ratio. The effective interest rate for this facility, including deferred issuance costs, is 6.98% as of December 31, 2025. In connection with the establishment of the new facility, the Company incurred total costs and fees of $2,783 which were capitalized as deferred financing costs.

The transaction was accounted for as a debt extinguishment in accordance with ASC 470-50. As a result, the Company recognized a loss on extinguishment of debt of $1,380, representing the write-off of the remaining unamortized deferred financing costs related to the prior credit facilities and termination costs associated with closing the previous facility.

Interest expense and deferred cost of financing decreased by $0.5 million, or 7.2%, to $6.9 million for the twelve months ended December 31, 2025, primarily reflecting the discontinuation of hedge accounting for the Company's interest rate swap contracts upon the extinguishment of the prior credit facility and issuance of the new revolving facility. Following this discontinuation, the periodic settlements and fair value changes of these swaps are now recognized within Interest income (expense), net and deferred cost of financing on the Consolidated Statement of Operations and Comprehensive Income. During the twelve months ended December 31, 2025, the Company recorded a gain of $3.3 million related to derivative financial instruments.

The effective income tax rate of 32.2% and 28.4% for the years ended December 31, 2025 and 2024. Our effective rate generally reflects a blended statutory rate, primarily driven by the 35% corporate tax rate in Colombia, where most of our manufacturing operations are located, and the 21% U.S. federal statutory rate.

As a result of the foregoing, the Company recorded a net income for the year ended December 31, 2025 of $159.6 million, compared to $161.3 million for the year ended December 31, 2024.

Comparison of years ended December 31, 2024 and December 31, 2023

Our operating revenue increased $56.9 million, or 6.8%, from $833.3 million in the year ended December 31, 2023, to $890.2 million in the year ended December 31, 2024. Strong sales during 2024 were driven by U.S. commercial and single-family residential market activity. U.S. sales increased $54.8 million, or 6.9%, from $795.1 million in 2023 to $849.9 million in 2024. U.S. Commercial market sales increased $18.1 million, or 3.9%, from $459.7 million in 2023 to $477.8 million in 2024 as we continue to execute on our growing backlog. U.S. single family residential market sales increased $36.7 million, or 10.9%, from $335.4 million in 2023 to $372.1 million in 2024 and accounted for 41.8% of total sales in the year ended December 31, 2024. Sales to Latin-American markets increased $2.1 million, or 5.4%, from $38.2 million in 2023 to $40.3 million in 2024.

Gross profit during the year ended December 31, 2024, was $380.0 million, a decrease of $10.9 million, or 2.8%, from $390.9 million during the year ended December 31, 2023. The gross profit margin during the year ended December 31, 2024, decreased to 42.7% from 46.9% during the year ended December 31, 2023, primarily related to a 5.9% appreciation of the Colombian Peso impacting our costs denominated in Colombian Pesos against our predominantly US Dollar revenue stream. Additionally, the year over year comparison was also impacted by our mix of revenue, with sales from installation projects, wich bears lower margins, now accounting for 18.2% of our total revenues for the year ended December 31, 2024, compared to 15.4% for the year ended December 31, 2023, as well as higher salaries which were adjusted by the government at the beginning of the year and higher headcount to adjust for ongoing growth, which accounted for 210 basis points of our gross margin deterioration. Despite the year over year reduction of gross profit margin, gross margin sequentially increased during the year ended December 31, 2024.

Operating expenses increased $21.8 million, or 16.6%, from $131.2 million to $153.0 million for the year ended December 31, 2023 and 2024, respectively. The increase was mainly driven by personnel expense, up $9.4 million from $35.7 million during the year ended December 31, 2023, to $45.1 million during the year ended December 31, 2024, due to administrative salary adjustments, and operating headcount increase to support our growing operation, resulting in 74 basis points deterioration of our operating margin; and by a negative effect in COP denominated amounts related to a 5.9% appreciation of the Colombian Peso against US Dollar over the period.

During the year ended December 31, 2024 and 2023, the Company recorded non-operating income of $5.9 and $5.1 million, respectively. Non-operating income for the period is comprised primarily of interest income from short-term investments, income from rental properties and gains on sale of scrap materials as well as non-operating expenses related to certain charitable contributions outside of the Company's direct sphere of influence.

Interest expense and deferred cost of financing decreased $1.7 million, or 19.0%, to $7.4 million during the year ended December 31, 2024, from $9.2 million during the year ended December 31, 2023, as the Company voluntarily prepaid $62.0 million to reduce its debt balance and benefited from having a favorable interest rate hedge in place for 100% of its outstanding debt.

During the year ended December 31, 2024, the Company recorded a non-operating net loss of $5.7 million associated with foreign currency transactions, compared to a net gain of $0.7 million during the year ended December 31, 2023.

The effective income tax rate of 28.4% and 29.8% for the years ended December 31, 2024 and 2023, respectively, are below the average statutory rates of 31.3% and 30.4% during each of those periods, respectively, as the proportion of our taxable income shifted jurisdictions resulting from new developments of our product designs, trademarks and other intellectual property rights as well as from growing profit in US subsidiaries.

As a result of the foregoing, the Company recorded a net income for the year ended December 31, 2024 of $161.3 million compared to $183.5 million for the year ended December 31, 2023.

Cash Flow from Operations, Investing and Financing Activities

During the years ended December 31, 2025 and 2024, operating activities generated approximately $135.8 million and $170.5 million, respectively. The strong cashflow from operations during the year ended December 31, 2025, was mainly associated with our industry leading profitability and effective working capital management, partially offset by incremental input costs and tariff expenses in 2025.

The main sources of operating cash during the year ended December 31, 2025, were contract assets and liabilities, and trade accounts payable and accrued expenses. Contract assets and liabilities generated $31.4 million during the fiscal year ended December 31, 2025, mostly due to an increase in billings in excess of costs, as large commercial jobs are being executed, and large projects from our backlog are starting operations; compared to $14.3 million generated during the twelve months ended December 31, 2024. In addition, trade accounts payable and accrued expenses generated $8.1 million during the fiscal year ended December 31, 2025, related to higher payables due to our higher raw material purchases as we procure a stock of U.S. sourced aluminum as part of our tariff mitigation strategy, compared with $14.7 million during the fiscal ended December 31, 2024. In direct relation to that, the largest use of cash in operating activities was the purchase of inventories, which used $45.1 million during the twelve months ended December 31, 2025, in contrast to $2.9 million used during the prior year period.

We used $87.5 million and $77.3 million in investing activities during the twelve months ended December 31, 2025, and 2024, respectively. During the year ended December 31, 2025, we paid $101.3 million to acquire property plant and equipment, which is partially offset by $12.3 million sale of property, plant and equipment. This included scheduled payments on previous investments to increase capacity and efficiency, as well as $15.0 million of real estate in south Florida. Additionally, we spent $6.8 million to acquire certain assets and assume certain liabilities of Continental Glass Systems, LLC, a leading provider of architectural glass and glazing solutions in the Southeast U.S., that included manufacturing equipment, intangibles, and a strong project backlog, enhancing our U.S. presence, customer reach, and supply chain efficiency. The price of this purchase was $10.4 million, of which $3.6 million remains to be paid in the short term. During the twelve months ended December 31, 2024, we used $79.6 million for the acquisition of property and equipment.

Financing activities reflected gross debt proceeds of $176.0 million and repayments of $114.4 million, primarily related to the replacement of the Company’s prior credit facility with a new $500 million revolving facility in September 2025. The transaction was accounted for as a debt extinguishment under ASC 470-50, resulting in the recognition of $1.0 million in deferred financing costs associated with the new facility, which extends the maturity to December 2030 and provides increased borrowing capacity and enhanced financial flexibility.

Off-Balance Sheet Arrangements

We did not have any material off-balance sheet arrangements as of December 31, 2025 or 2024.

Critical Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make significant estimates and assumptions that affect the assets, liabilities, revenues and expenses, and other related amounts during the periods covered by the financial statements. Management routinely makes judgments and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the future resolution of the uncertainties increases, these judgments become more subjective and complex. We have identified the following accounting policies as the most important to the presentation and disclosure of our financial condition and results of operations.

Revenue Recognition

For supply and installation contracts, the performance obligations are satisfied over time and control is deemed to be transferred when the contract is accepted by our customers. Revenues from supply and installation contracts are recognized using the cost-to-cost method, measured by the percentage of costs incurred to date to total estimated costs for each contract. Contract modifications routinely occur to account for changes in contract specifications or requirements. In most cases, contract modifications are for goods or services that are not distinct and, therefore, are accounted for as part of the existing contract. Transaction price estimates include additional consideration for submitted contract modifications or claims when the Company believes it has an enforceable right to the modification or claim, the amount can be reliably estimated, and its realization is reasonably assured. Amounts representing modifications accounted for as part of the existing contract are included in the transaction price and recognized as an adjustment to sales on a cumulative catch-up basis.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to ongoing market risk related to changes in interest rates, foreign currency exchange rates and commodity market prices.

Previously, a rise in interest rates could negatively affect the cost of financing for a significant portion of our debt with variable interest rates. However, following recent repayments in 2024 only an immaterial portion of our debt is exposed to market risk, net of the effect from interest rate hedging derivative financial instruments further described in the footnotes to the financial statements, and fluctuations in interest rates would not have a significant impact on our cost of financing.

We are subject to market risk due to changes in the value of foreign currencies in relation to our reporting currency, the U.S. Dollar. Some of our subsidiaries' operations are based in Colombia and primarily transact business in local currency. Approximately 3.2% of our consolidated revenues and 25% of our costs and expenses are effectively incurred in Colombian pesos, thereby mitigating some of the risk associated with changes in foreign exchange rates. However, as our costs and expenses in Colombian Pesos exceed, a 5% appreciation of the Colombian Peso relative to the U.S. Dollar would result in our annual revenues increasing by $1.7 million and our costs and expenses increasing by approximately $11.1 million, resulting in a $9.4 million decrease to net earnings based on results for the twelve months ended December 31, 2025.

Similarly, a significant portion of the monetary assets and liabilities of these subsidiaries are generally denominated in U.S. Dollars, while their functional currency is the Colombian peso, thereby resulting in gains or losses from remeasurement of assets and liabilities using end of period spot exchange rate. These subsidiaries have both monetary assets and monetary liabilities denominated in U.S. Dollars, thereby mitigating some of the risk associated with changes in foreign exchange rate. U.S. Dollar denominated monetary liabilities exceed their monetary assets by $43.9 million, such that a 1% devaluation of the Colombian peso will result in a loss of $0.4 million recorded in the Company's Consolidated Statement of Operations as of December 31, 2025.

Additionally, the results of the foreign subsidiaries must be translated into U.S. Dollar, our reporting currency, in the Company's consolidated financial statements. The currency translation of the financial statements using different exchange rates, as appropriate, for different parts of the financial statements generates a translation adjustment, which is recorded within other comprehensive income on the Company's Consolidated Statement of Comprehensive Income and Consolidated Balance Sheet.

We are also subject to market risk exposure related to volatility in the prices of aluminum, one of the principal raw materials used for our manufacturing. The commodities markets, which include the aluminum industry, are highly cyclical in nature, and as a result, prices can be volatile. Commodity costs are influenced by numerous factors beyond our control, including general economic conditions, the availability of raw materials, competition, labor costs, freight and transportation costs, production costs, import duties and other trade restrictions. Our selling prices are also impacted by changes in commodity costs base our pricing of aluminum products based on the quoted price on the London Metals Exchange plus a manufacturing premium with the intention of aligning cost of our raw materials with selling prices to attempt to pass commodity price changes through to our customers.

We cannot accurately estimate the impact a one percent change in the commodity costs would have on our results of operation, as the change in commodity costs would both impact the cost to purchase materials and our selling prices. The impact to our results of operations depends on the conditions of the market for our products, which could impact our ability to pass commodities costs to our customers.

Item 8. Financial Statements and Supplementary Data.

Our consolidated financial statements, together with the report of our independent registered public accounting firm, appear commencing on page F-1 of this Annual Report on Form 10-K and are incorporated herein by reference.

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We performed an evaluation required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of our design and operating effectiveness of the internal controls over financial reporting as of the end of the period covered by this Annual Report. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, were effective as of December 31, 2025, in order to provide reasonable assurance that the information disclosed in our reports is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended.

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

Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2025, based on criteria set forth in the *“Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)”*.

Management has excluded Contiglass Asset Acquisition, LLC (“Contiglass”) from its assessment of internal control over financial reporting as of December 31,2025, because it was acquired by the Company in a purchase business combination on April 3, 2025. Contiglass is a wholly owned subsidiary of the Company whose total assets and total revenues excluded from management’s assessment represent 1.9% and less than 1.5%, respectively, of the related consolidated financial statements amounts as of and for the year ended December 31, 2025.

Based on this evaluation, our management concluded that our internal control over financial reporting was effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by PwC Contadores y Auditores S.A.S, an independent registered public accounting firm, as stated in their report, which appears herein.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Attestation Report of Registered Public Accounting Firm

The report of our independent registered public accounting firm appears commencing on page F-1 of this Annual Report on Form 10-K and is incorporated herein by reference.

Item 9B. Other Information.

During the quarter ended December 31, 2024, no director or officer adopted or terminated any (i) “Rule 10b5-1 trading arrangement,” as defined in Item 408(a) of Regulation S-K intending to satisfy the affirmative defense conditions of Rule 10b5–1(c) or (ii) “non-Rule 10b5-1 trading arrangement,” as defined in Item 408(a) of Regulation S-K; and (ii) there was no information that was required to be disclosed on a Current Report on Form 8-K during such quarter that was not so disclosed.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors and Executive Officers

Our current directors and executive officers are as follows:

Name	Age	Position
José M. Daes	66	Chief Executive Officer and Director
Christian T. Daes	62	Chief Operating Officer and Director
Santiago Giraldo	50	Chief Financial Officer
Luis Fernando Castro Vergara	59	Director
Anne Louise Carricarte	59	Director
Julio A. Torres	59	Director
Carlos Alfredo Cure Cure	82	Director
Jon Paul Perez	41	Director

José M. Daes has served as our CEO and member of the board of directors since December 2013. Mr. Daes has over 40 years' experience starting and operating various businesses in Colombia and the United States. Since 1983, he has led the Tecnoglass group, founded with his brother Christian Daes, our chief operating officer and a director. Mr. Daes has served as chief executive officer of ES since its inception, responsible for all aspects of ES's operations. Mr. Daes also co-founded TG. Mr. Daes is responsible for the continuous, ethical and responsible management and growth of the company.

Christian T. Daes has served as our Chief Operating Officer and member of the board of directors since December 2013. Mr. Deas has served as the chief executive officer of TG since its inception in 1994. Mr. Daes leads the automation projects, which reduce the consumption of materials and increase the efficiency of the company, maintaining the highest safety standards for our workers and the entire international supply chain.

Mr. Daes is the younger brother of Jose M. Daes, our chief executive officer.

Santiago Giraldo served as our Deputy Chief Financial officer from February 2016 until August 2017 and has served as our Chief Financial Officer since such time. He joined Tecnoglass with significant financial experience, in capital markets, bank debt, derivatives, treasury, M&A and equity related transactions while working at JPMorgan Chase in the United States and Citibank in Colombia. Previously, Mr. Giraldo served as CFO and Head of Strategy for Ocensa, a subsidiary within the Ecopetrol Group (NYSE: EC). Mr. Giraldo received a Business Administration Degree (cum laude) from Washburn University and holds an MBA with an emphasis in International Business and Finance from California State University at Pomona, as well as several other studies and courses from Southern Methodist University, University of Chicago and Harvard Business School.

Luis Fernando Castro Vergara has served on our board of directors since November 2018. Since 2017, Mr. Castro Vergara has been serving as a fund manager in the agroindustry sector and overseeing his investments in the construction, infrastructure and agroindustry sectors. Mr. Castro Vergara served as the Chief Executive Officer of Banco de Comercio Exterior de Colombia S.A., Colombia's development bank, from 2013 to 2017. From 2007 to 2008 and 2012 to 2013, Mr. Castro Vergara was the General Manager of Agrodex International SAS, an import and marketing food company. From 2008 to 2012, he was the Regional Development Agency President of the Barranquilla Chamber of Commerce. Previously, he was General Manager of Provyser S.A., a commercialization and logistics services company in the food industry. He is on the board of directors of Unimed Pharmaceuticals Limited, where he also serves as member of the Audit Committee, and of Colombian the Colombian companies Accenorte SAS and Devimed SAS. Mr. Castro Vergara received a B.S. from Fordham University, a B.S. from Columbia University and a M.B.A. from the Universidad de los Andes Bogota in Colombia. He has complementary education in economic development from Harvard University, strategy and leadership from Pennsylvania University and management from Northwestern University.

Anne Louise Carricarte has served on our board of directors since August 2022. Ms. Carricarte has over 35 years of experience in domestic and international marketing, sales, administration, and management. She is a business entrepreneur, executive consultant, and inspirational speaker skilled in motivation, training, negotiation, and in-depth team building. Ms. Carricarte is the Chief Executive Officer of Simple Results, Inc., a consulting company she founded in 2006, where she collaborates on multi-cultural projects between countries, generations, professions, and faiths in both the private and public sectors. Since 2004, Ms. Carricarte has served as an advisor to Grove Services, a farm-land asset management company, and Unity Groves, which provides 'end-to-end' produce distribution to major US food chains. She is also one of seven board members for Mathon Investments Corporation, a private fund that manages investments and lending services. From 1992 until she founded Simple Results, Ms. Carricarte was the Chief Operating Officer of Amedex Holding Insurance Companies/USA Medical and Chief Executive Officer of Amedex International, which provided health and life insurance products and related services to clients in Latin America and the Caribbean.

Julio A. Torres has been a member of our Board of Directors since October 2011. He previously served as our co-Chief Executive Officer from October 2011 through January 2013. Since March 2008, Mr. Torres has served as Managing Director of Nexus Capital Partners, a private equity firm. From April 2006 to February 2008, Mr. Torres served with the Colombian Ministry of Finance acting as the general director of public credit and the treasury. From June 2002 to April 2006, Mr. Torres served as Managing Director of Diligo Advisory Group, an investment banking firm. From September 1994 to June 2002, Mr. Torres served as Vice President with JPMorgan Chase Bank. Mr. Torres has served on the board of directors of AST SpaceMobile, Inc., a company building the first space-based cellular broadband network accessible directly by standard mobile phones, since April 2021. Mr. Torres received a degree in systems and computer engineering from Los Andes University, a M.B.A. from Northwestern University and a M.P.A. from Harvard University.

Carlos Alfredo Cure Cure has served on our Board of Directors since September 2019. Mr. Cure Cure currently acts as external advisor to Grupo Olímpica, one of the largest multi-industry conglomerates in Colombia, and was the former Chairman of the Board of Directors of Ecopetrol S.A. (NYSE: EC), the leading oil & gas company in Colombia, from September 2015 to March 2019. From 2011 to 2013, Mr. Cure Cure served as the Colombian Embassador to Venezuela. Earlier in his carrier, Mr. Cure Cure was the Financial Manager of Cementos del Caribe, General Manager of Cementos Toluviejo, General Manager of Astilleros Unión Industrial, and Sociedad Portuaria de Barranquilla. Mr. Cure Cure has served as a board member of Avianca (NYSE: AVH) and Isagen, and is the former President of Bavaria S.A. (AB Inbev, EBR: ABI). Mr. Cure Cure earned a B.S. in Civil Engineering from Universidad Nacional de Colombia.

Jon Paul "JP" Pérez has served on our board of directors since February 2025. Mr. Pérez has served as President of Related Group, a leading Florida-based developer specializing in sophisticated metropolitan living and one of the country's largest real estate conglomerates, since October 2020. Since joining Related Group in 2012, he has overseen the development of thousands of market[1]rate rental and luxury condominium units. Prior to his tenure at Related Group, Mr. Pérez worked for The Related Companies of New York from 2007 to 2012, where he managed all facets of the development process for over 900 units, including financial modeling, design programming, and construction management. Additionally, he is a board member of Big Brothers Big Sisters of Miami, advisory board member of SEO Scholars Miami and actively participates as a United Way Young Leader. Mr. Pérez holds a B.S. in Business Administration from the University of Miami and an MBA from the Kellogg School of Management at Northwestern University.

Code of Conduct

In October 2017, we adopted an updated code of conduct that applies to all of our executive officers, directors and employees. The code of conduct codifies the business and ethical principles that govern all aspects of our business. We will provide, without charge, upon request, copies of our code of conduct. Requests for copies of our code of conduct should be sent in writing to Tecnoglass Inc., Avenida Circunvalar a 100 mts de la Via 40, Barrio Las Flores, Barranquilla, Colombia, Attn: Corporate Secretary. Readers can also obtain a copy of our code of conduct on our website at http://investors.tecnoglass.com/corporate-governance.cfm.

Insider Trading Policy

The Company's directors, officers, employees and consultants are subject to the Company's insider trading policy, which generally prohibits the purchase, sale or trade of the Company's securities with the knowledge of material nonpublic information.

Changes to Shareholder Nominations Procedures

There have been no material changes to the procedures by which security holders may recommend nominees to our board of directors.

Audit Committee and Financial Expert

We have a standing audit committee of the board of directors, which consisted of Carlos Cure, Luis Fernando Castro and Julio Torres, with Carlos Cure serving as chairman. Each of the members of the audit committee is independent under the applicable NYSE listing standards.

As required by the NYSE listing standards, the audit committee will at all times be composed exclusively of independent directors who are "financially literate." NYSE listing standards define "financially literate" as being able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and statement of cash flows. In addition, the Company must certify to NYSE the committee has, and will continue to have, at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual's financial sophistication. The Board of Directors has determined that Julio Torres satisfies NYSE's definition of financial sophistication and also qualifies as an "audit committee financial expert" as defined under rules and regulations of the Securities and Exchange Commission.

Item 11. Executive Compensation.

Overview; Compensation Discussion and Analysis

Our policies with respect to the compensation of our executive officers are administered by our board in consultation with our compensation committee. Our compensation policies are intended to provide for compensation that:

- is sufficient to attract and retain executives of outstanding ability and potential;
- is tailored to the unique characteristics and needs of our company;
- considers individual value and contribution to our success;
- is designed to motivate our executive officers to achieve our annual and long-term goals by rewarding performance based on the attainment of those goals;
- is designed to appropriately take into account risk and reward in the context of our business environment;
- reflects an appropriate relationship between executive compensation and the creation of shareholder value; and
- is sensitive to market benchmarks.

The compensation committee is in charge of recommending executive compensation packages to our board that meet these goals. In making decisions about executive compensation, the compensation committee relies on the experience of its members as well as subjective considerations of various factors, including individual and corporate performance, our strategic business goals, each executive's position, experience, level of responsibility, and future potential, and compensation paid by companies of similar size in our industry. The compensation committee sets specific KPI's or benchmarks for annual fixed compensation or for allocations between different elements of compensation.

Our compensation committee is charged with performing an annual review of our executive officers' cash compensation and equity holdings to determine whether they provide adequate incentives and motivation to executive officers and whether they adequately compensate the executive officers relative to comparable officers in other companies. As part of this review, management submits recommendations to the compensation committee.

We believe it is important when making compensation-related decisions to be informed as to current practices of similarly situated publicly held companies in our industry. Our compensation committee stays appraised of the cash and equity compensation practices of publicly held companies in the glass and aluminum industries through the review of such companies' public reports and through other resources. The companies chosen for inclusion in any benchmarking group would have business characteristics comparable to our company, including revenues, financial growth metrics, stage of development, employee headcount and market capitalization. While benchmarking may not always be appropriate as a stand-alone tool for setting compensation due to the aspects of our business and objectives, we generally believe that gathering this information is an important part of our compensation-related decision-making process.

Consideration of Shareholder Advisory Votes on Executive Compensation

We also take into consideration our most recent shareholder advisory vote (a "Say on Pay Advisory Vote") on executive compensation, as required by Section 14A of the Securities Exchange Act of 1934. In the last advisory vote, conducted at our annual general meeting on December 19, 2025, our compensation program was approved on an advisory basis by over 67% of the shareholders who submitted a vote thereabout. We consider this to be a strong validation that our pay practices are firmly aligned with our shareholders' best interests. In accordance with the shareholder vote held at our 2025 annual general meeting, we conduct a Say on Pay Advisory Vote every three years. The next will be at our 2028 annual general meeting.

Base Salaries

Each of our named executive officers is employed on an at-will basis. Base salaries for our executive officers are individually determined by our compensation committee each year to ensure that each executive's base salary forms part of a compensation package which appropriately rewards the executive for the value he or she brings to our company. Each executive's base salary may be increased or decreased in the discretion of the compensation committee in accordance with our compensation philosophy.

Bonuses

In addition to their base salaries, our named executive officers are entitled to receive annual performance bonuses based on the company's financial performance and achievement of certain targets throughout the year.

Other Compensation and Benefits

Named executive officers receive additional compensation in the form of vacation, medical, 401(k), and other benefits generally available to all of our employees. We do not provide any other perquisites or other personal benefits to our named executive officers.

Summary Compensation Table

The following table summarizes the total compensation for the years ended December 31, 2025, 2024 and 2023, of each of our named executive officers.

Name and principal position	Year	Salary	Bonus	Other	Total (1)
Jose M. Daes (2)	2025	$ 3,822,080	$ 1,248,832	$ -	$ 5,070,912
Chief Executive Officer	2024	$ 3,292,800	$ 1,152,480	$ -	$ 4,445,280
	2023	$ 2,940,000	$ 1,029,000	$ -	$ 3,969,000
Christian T. Daes (3)	2025	$ 3,822,080	$ 1,248,832	$ -	$ 5,070,912
Chief Operating Officer	2024	$ 3,292,800	$ 1,152,480	$ -	$ 4,445,280
	2023	$ 2,940,000	$ 1,029,000	$ -	$ 3,969,000
Santiago Giraldo	2025	$ 731,808	$ 292,723	$ -	$ 1,024,531
Chief Financial Officer	2024	$ 665,280	$ 232,848	$ -	$ 898,128
	2023	$ 594,000	$ 207,900	$ -	$ 801,900
Carlos Amin	2025	$ 293,750	$ -	$ 1,114,583	$ 1,408,333
Vicepresident of Sales	2024	$ 225,000	$ -	$ 1,426,545	$ 1,651,545
	2023	$ 225,000	$ -	$ 1,416,989	$ 1,641,989
Samir Amin	2025	$ 293,750	$ -	$ 1,112,068	$ 1,405,818
Vicepresident of Operations and	2024	$ 225,000	$ -	$ 1,426,545	$ 1,651,545
Logistics	2024	$ 225,000	$ -	$ 1,426,545	$ 1,651,545

(1) During the period covered by the table, we did not issue any stock awards, option awards, non-equity incentive plan compensation, or other compensation, nor did any of the named executive officers experience any change in pension value and nonqualified deferred compensation earnings.

(2) Mr. Daes also serves as chief executive officer of ES.

(3) Mr. Daes also serves as chief executive officer of TG.

Compensation Arrangements with Named Executive Officers

On November 5, 2025, our compensation committee recommended, and on February 25, 2026, our Board approved, the following compensation arrangements for 2026 for each of Messrs. Daes, Daes, and Giraldo: (i) with respect to each of Messrs. Daes and Daes, a base salary of $4,075,515 plus a bonus of up to $1,628,206; and (ii) with respect to Mr. Giraldo, a base salary of $779,376 and a performance bonus of up to $311,750 per year. Each of the bonuses will be based on our 2026 financial performance and achievement of certain to-be-agreed upon targets throughout the year.

Risk Management as related to our Compensation Policies and Practices

Our compensation committee regularly convenes and confers with management regarding our policies and practices of compensating employees, including non-executive officers, as they relate to risk management practices and risk-taking incentives. Our compensation committee has determined, and our management agrees, that our current compensation policies and practices for employees are not reasonably likely to have a material adverse effect on us.

Policies and Practices for Granting certain Equity Awards

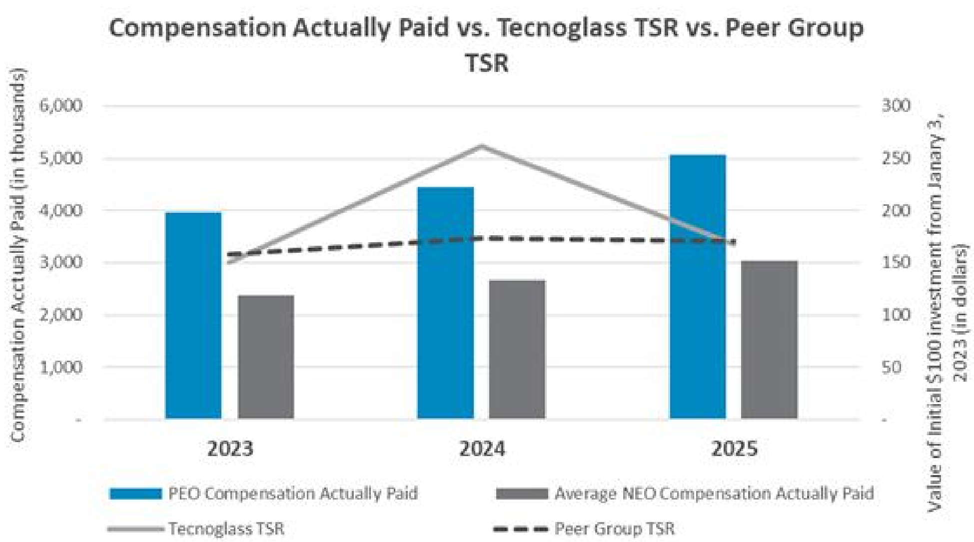
As noted below, we have not granted any share options, share appreciation rights or any other awards under long-term incentive plans. We do not currently have any plans to issue any such award. If and when we begin issuing such awards, our compensation committee will determine how the board determines when to grant such awards (for example, whether such awards are granted on a predetermined schedule); and whether the board or compensation committee takes material nonpublic information into account when determining the timing and terms of such an award, and, if so, how the board or compensation committee takes material nonpublic information into account when determining the timing and terms of such an award. In any event, we will take precautions reasonably designed to ensure we do not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

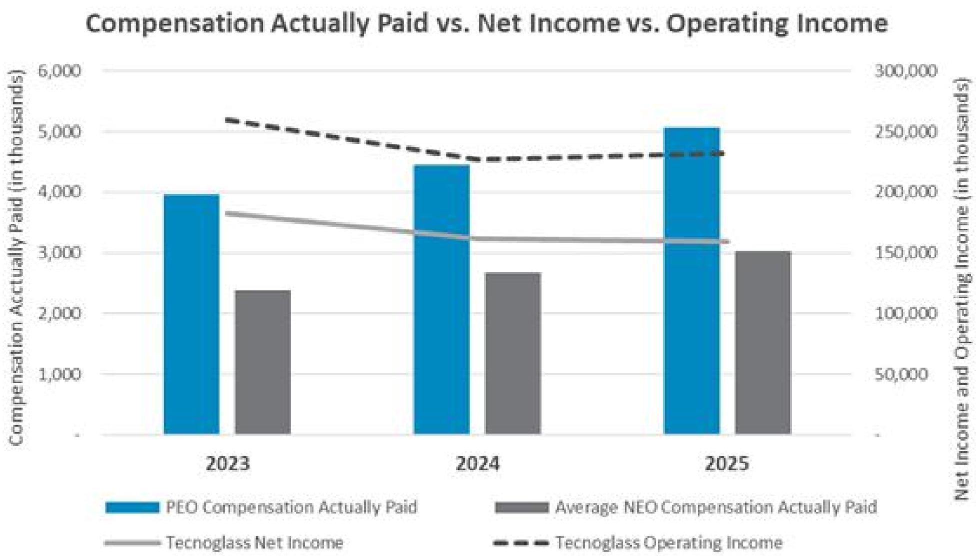
Pay Versus Performance

					Value of Initial Fixed $100 Investment Based On:			
Year	Summary Compensation Table Total for PEO ($)(1)	Compensation Actually Paid to PEO ($)(1)	Average Summary Compensation Table Total for Non-PEO NEOs ($) (2)	Average Compensation Actually Paid to Non-PEO NEOs ($)(2)*	On Total Shareholder Return ($)	Peer Group Total Shareholder Return	Net Income ($)	Operating Income
2025	5,070,912	5,070,912	3,030,844	3,030,844	167.61	170.69	159,566,000	231,617,000
2024	4,445,280	4,445,280	2,671,704	2,671,704	262.18	173.24	161,309,000	227,001,000
2023	3,969,000	3,969,000	2,385,450	2,385,450	149.91	158.59	183,000,000	259,804,000

(1) For each of the years presented in the table, our principal executive officer (PEO) is our Chief Executive Officer, Jose M. Daes.

(2) For each of the years presented in the table, our non-principal executive officers (non-PEOs) are Christian T. Daes and Santiago Giraldo.





Pay Ratio Disclosures

The following pay ratio information is provided in accordance with the requirements of Item 402(u) of Regulation S-K of the Exchange Act.

For fiscal 2025, the Company's last completed fiscal year:

- the median of the annual total compensation of all employees of the Company (other than the Chief Executive Officer) was $5,687; and
- the annual total compensation of the Company's Chief Executive Officer, Jose M. Daes, was $5,070,912.

Based on this information, the ratio for 2025 of the annual total compensation of the Chief Executive Officer to the median of the annual total compensation of all employees is 892 to 1.

The following steps were taken to determine the total annual compensation of the median employee and the Chief Executive Officer:

- As of December 31, 2025, the employee population consisted of approximately 9,601 individuals, including full time, part time, temporary, and seasonal employees employed on that date. This date was selected because it aligned with calendar year end and allowed identification of employees in a reasonably efficient manner.
- For purposes of identifying the median employee from our employee population base, wages from our internal payroll records for the twelve-month period ended December 31, 2025, were used. These wages were consistent with amounts reported to taxation authorities for fiscal 2024. Consistent with the calculation of the Chief Executive Officer's annual compensation, other elements of employee compensation were considered and added, if applicable when calculating the annual total compensation for all employees.
- In addition, the compensation of approximately 1,511 full time employees who were hired during 2024 and employed on December 31, 2025, was annualized. We had no part time employees.
- The median employee was identified using this compensation measure and methodology, which was consistently applied to all employees. The amounts reported in the 2025 Summary Compensation Table for named executive officers was used for the total annual compensation of the Chief Executive Officer. The salary amount reported in this table was annualized to reflect a full year's compensation for the purpose of calculating the pay ratio disclosure.

Outstanding Equity Awards at Fiscal Year End

As of December 31, 2025, we had not granted any share options, share appreciation rights or any other awards under long-term incentive plans to any of our executive officers.

Pension Benefits

As of December 31, 2025, we had not granted any pension benefits to any of our executive officers.

Nonqualified Defined Contribution and Other Nonqualified Deferred Compensation Plans

As of December 31, 2025, we did not have any nonqualified defined contribution or other nonqualified deferred compensation plans.

Potential Payments Upon Termination or Change-in-Control

As of December 31, 2025, none of our executive officers are entitled to payments or the provision of other benefits such as perquisites and health care benefits in connection with a termination or change-in-control.

Director Compensation

Each of our non-employee directors receives cash compensation of $96,426 each year. Additionally, our chairman of the Audit Committee and each other member of our Audit Committee receives additional cash compensation of $51,072 and $16,162, respectively, for serving on our Audit Committee. Our Chairman of the Compensation Committee and our Chairman of the Nominating & Governance Committee receive a compensation of $ 32,378. Employee directors do not receive cash compensation for their service as directors.

The following table summarizes the compensation of our non-employee directors for the year ended December 31, 2025.

Name	Fees earned or paid in cash	Stock Awards	Total
Carlos Cure	$ 163,660	-	$ 163,660
Luis Fernando Castro Vergara	$ 144,966	-	$ 144,966
Julio A. Torres	$ 128,750	-	$ 128,750
Jon Paul Perez	$ 112,588	-	$ 112,588
Anne Louise Carricarte	$ 144,966	-	$ 144,966

(1) To date, we have not compensated our directors with stock awards, option awards, non-equity incentive plan compensation, pension value, nonqualified deferred compensation earnings or other compensation.

Compensation Committee Interlocks and Insider Participation

No person who served as a member of the compensation committee of our board of directors during the last completed fiscal year, indicating each committee member (a) was, during the fiscal year, an officer or employee of ours; (b) was formerly an officer of the registrant; or (c) had any relationship requiring disclosure by us under any paragraph of Item 404 of Regulation S-K. We do not have any of the relationships described in Item 407(e)(4)(iii) that would require disclosure by us pursuant thereto.

Compensation Committee Report

The compensation committee met with our management to review and discuss the preceding Compensation Discussion and Analysis. Based on such review and discussion, the compensation committee approved this Compensation Discussion and Analysis and authorized and recommended its inclusion in this Annual Report on Form 10-K.

Compensation Committee
Julio Torres, Chairperson
Luis Fernando Castro Vergara
Ann Louise Carricarte

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

The table and accompanying footnotes set forth certain information based on public filings or information known to Tecnoglass as of December 31, 2025, with respect to the ownership of our ordinary shares by:

- each person or group who beneficially owns more than 5% of our ordinary shares;
- each of our executive officers and directors; and
- all of our directors and executive officers as a group.

A person is deemed to be the "beneficial owner" of a security if that person has or shares "voting power," which includes the power to vote or to direct the voting of such security, or "investment power," which includes the power to dispose of or to direct the disposition of such security.

Name and Address of Beneficial Owner[1]	Amount and Nature of Beneficial Ownership	Approximate Percentage of Beneficial Ownership
Directors and Named Executive Officers		
Jose M. Daes *Chief Executive Officer and Director*	-(2)	-
Christian T. Daes *Chief Operating Officer and Director*	-(2)	-
Carlos Cure Cure *Director*	-	-
Luis F. Castro Vergara *Director*	-	-
Jon Paul Perez *Director*	-(3)	-
Julio A. Torres *Director*	-	-
Anne Louise Carricarte *Director*	-	-
Santiago Giraldo *Chief Financial Officer*	563	*
All directors and executive officers as a group (8 persons)	563	*
Five Percent Holders:		
Energy Holding Corporation	19,739,485(4)	44.1%
FMR LLC	6,853,237(5)	15.3%

* Less than 1%

(1) Unless otherwise indicated, the business address of each of the individuals is Avenida Circunvalar a 100 mts de la Via 40, Barrio Las Flores, Barranquilla, Colombia.

(2) Does not include shares held by Energy Holding Corporation, in which this person has an indirect ownership interest.

(3) Joaquin Fernandez and Alberto Velilla Becerra are the directors of Energy Holding Corporation and may be deemed to share voting and dispositive power over such shares.

(4) Represents shares held by FMR LLC, certain of its subsidiaries and affiliates including FIAM LLC, Fidelity Institutional Asset Management Trust Company, Fidelity Management & Research Company LLC, Fidelity Management Trust Company and Strategic Advisers LLC. Abigail P. Johnson is a director, the chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The business address of FMR is 245 Summer Street, Boston, MA 02210. Information derived from a Schedule 13G/A filed on November 4, 2025.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	—	—	1,593,917(1)
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	1,593,917

(1) On December 20, 2013, our shareholders approved our 2013 Long-Term Equity Incentive Plan. Under this plan, 1,593,917 ordinary shares are reserved for issuance in accordance with the plan's terms to eligible employees, officers, directors and consultants. As of December 31, 2025, no awards had been made under the 2013 Plan.

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

Related Party Transactions

Alutrafic Led SAS

In the ordinary course of business, we sell products to Alutrafic Led SAS ("Alutrafic"), a fabricator of electrical lighting equipment. Affiliates of Jose Daes and Christian Daes, the Company's Chief Executive Officer and Chief Operating Officer, respectively, have an ownership stake in Alutrafic. We sold $1.1 million, $1,1 million, and $0.8 million to Alutrafic during fiscal years 2025, 2024, and 2023, respectively. We had outstanding accounts receivable from Alutrafic for $0.5 million and $0.6 million as of December 31, 2025, and December 31, 2024, respectively.

Fundacion Tecnoglass-ESWindows

Fundacion Tecnoglass-ESWindows is a non-profit organization set up by the Company to carry out social causes in the communities around where we operate. During the years ended December 31, 2025, 2024, and 2023, we made charitable contributions for $4.6 million, $3.4 million, and $3.3 million respectively.

Prisma-Glass LLC

In the ordinary course of business, we sell products to Prisma-Glass LLC a distributer and installer of architectural systems in Florida that. is owned and controlled by family members of Christian Daes, the Company's COO. We sold $2.0 million, $1.2 million, and $0.8 million to Prisma-Glass LLC during fiscal years 2025, 2024, and 2023, respectively, and had outstanding accounts receivable of $0.4 million, and $0.4 million as of December 31, 2025 and 2024, respectively.

Santa Maria del Mar SAS

In the ordinary course of business, we purchase fuel for use at our manufacturing facilities from Estación Santa Maria del Mar SAS, a gas station located near our manufacturing campus which is owned by affiliates of Jose Daes and Christian Daes, the Company's Chief Executive Officer and Chief Operating Officer, respectively. During the years ended December 31, 2025, 2024, and 2023, we purchased $1.0 million, $1.2 million, and $1.3 million, respectively.

Studio Avanti SAS

In the ordinary course of business, we sell products to Studio Avanti SAS ("Avanti"), a distributer and installer of architectural systems in Colombia. Avanti is owned and controlled by Alberto Velilla, who is director of Energy Holding Corporation, the controlling shareholder of the Company. We sold $1.0 million, $0.8 million, and $0.6 million, to Avanti during fiscal years 2025, 2024, and 2023, respectively, and had outstanding accounts receivable from Avanti for $0.4 million and $0.3 million as of December 31, 2025, and 2024, respectively.

Vidrio Andino Joint Venture

In 2019 we entered into a joint venture agreement with Saint-Gobain, a world leader in the production of float glass, a key component of our manufacturing process, whereby we acquired a 25.8% minority ownership interest in Vidrio Andino, a Colombia-based subsidiary of Saint-Gobain. Income from this investment is recorded using the equity method and is presented within the Consolidated Statement of Operations as a component of non-operating income as the Company is not subject to income tax over this investment.

The joint venture agreement includes plans to build a new plant that will be located approximately 20 miles from our primary manufacturing facility in Barranquilla Colombia, in which we will also have a 25.8% interest. The new plant will be funded with proceeds from the original cash contribution made by us, operating cash flows from the Bogota plant, debt incurred at the joint venture level that will not be consolidated into our company.

In the ordinary course of business, we purchased $41.3 million, $31.3 million, and $32.0 million, from Vidrio Andino in 2025, 2024, and 2023, respectively. As of December 31, 2025, and 2024, we had outstanding payables to Vidrio Andino for $5.7 million and $5.7 million, respectively. We recorded equity method income of $2.7 million, $5.4 million, and $5.0 million, on our Consolidated Statement of Operations during the years ended December 31, 2025, 2024, and 2023, respectively. We received a dividend payment of $8.9 million and $2.7 million from Vidrio Andino During the years ended December 31, 2025 and 2024, respectively.

Zofracosta SA

We have an investment in Zofracosta SA, a real estate holding company located in the vicinity of the proposed glass plant being built through our Vidrio Andino joint venture, recorded at $0.8 million and $0.7 million as of December 31, 2025, and December 31, 2024, respectively. Affiliates of Jose Daes and Christian Daes have a majority ownership stake in Zofracosta SA.

Indemnification Agreements

Effective March 5, 2014, we entered into indemnification agreements with each of our executive officers and members of our board of directors. The indemnification agreements supplement our Third Amended and Restated Memorandum and Articles of Association and Cayman Islands law in providing certain indemnification rights to these individuals. The indemnification agreements provide, among other things that we will indemnify these individuals to the fullest extent permitted by Cayman Islands law and to any greater extent that Cayman Islands law may in the future permit, including the advancement of attorneys' fees and other expenses incurred by such individuals in connection with any threatened, pending or completed action, suit or other proceeding, whether of a civil, criminal, administrative, regulatory, legislative or investigative nature, relating to any occurrence or event before or after the date of the indemnification agreements, by reason of the fact that such individuals is or were our directors or executive officers, subject to certain exclusions and procedures set forth in the indemnification agreements, including the absence of fraud or willful default on the part of the indemnitee and, with respect to any criminal proceeding, that the indemnitee had no reasonable cause to believe his conduct was unlawful.

Related Person Policy

Our Code of Conduct requires us to avoid, wherever possible, all related party transactions that could result in actual or potential conflicts of interests, except under guidelines approved by the board of directors (or the audit committee). Related-party transactions are defined as transactions in which (1) the aggregate amount involved will or may be expected to exceed $120,000 in any calendar year, (2) we or any of our subsidiaries are a participant, and (3) any (a) executive officer, director or nominee for election as a director, (b) greater than 5% beneficial owner of our ordinary shares, or (c) immediate family member, of the persons referred to in clauses (a) and (b), has or will have a direct or indirect material interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity). A conflict of interest situation can arise when a person takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise if a person, or a member of his or her family, receives improper personal benefits as a result of his or her position.

Our audit committee, pursuant to its written charter, is responsible for reviewing and approving material or significant related-party transactions to the extent we enter into such transactions. The audit committee will consider all relevant factors when determining whether to approve a related party transaction, including whether the related party transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party's interest in the transaction. No director may participate in the approval of any transaction in which he is a related party, but that director is required to provide the audit committee with all material information concerning the transaction. Additionally, we require each of our directors and executive officers to complete an annual directors' and officers' questionnaire that elicits information about related party transactions.

These procedures are intended to determine whether any such related party transaction impairs the independence of a director or presents a conflict of interest on the part of a director, employee or officer.

Director Independence

We adhere to the NYSE listing standards in determining whether a director is independent. Our board of directors consults with its counsel to ensure that the board's determinations are consistent with those rules and all relevant securities and other laws and regulations regarding the independence of directors.

The NYSE listing standards define an "independent director" as a person, other than an executive officer of a company or any other individual having a relationship which, in the opinion of the issuer's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Consistent with these considerations, we have affirmatively determined that Messrs. Cure Cure, Castro Vergara, Torres and Ms. Carricarte qualify as independent directors. Our independent directors have regularly scheduled meetings at which only independent directors are present.

Item 14. Principal Accountant Fees and Services.

The following fees were paid to PwC for services rendered in years ended December 31, 2025, and 2024:

	Year Ended December 31,	
	2025	2024
Audit Fees(1)	$ 947,664	$ 910,942
Audit-Related Fees(2)	-	47,500
All Other Fees(3)	1,245	1,245
Total Fees	$ 948,909	$ 959,687

(1) Audit fees consist of fees paid for professional services by PwC for audit and quarterly review of the Company's consolidated financial statements during the years ended December 31, 2025, and 2024, and related services normally provided in connection with statutory and regulatory filings or engagements.

(2) Audit-related fees represent the aggregate fees billed for assurance and related professional services rendered by PwC that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit Fees".

(3) Other fees represent fees billed for professional services rendered by PwC in connection with subscription to information services and training. The Company was not billed for any fees billed in either of the last two fiscal years for professional services rendered by PwC for tax compliance, tax advice, and tax planning. Such "Tax Fees" would have been reported in the table above if any.

Pre-Approval Policies and Procedures. In accordance with Section 10A(i) of the Securities Exchange Act of 1934, as amended, before we engage our independent registered public accounting firm to render audit or non-audit services, the engagement is approved by our audit committee. Our audit committee approved all of the fees referred to in the rows titled "Audit Fees," "Audit-Related Fees," and "All Other Fees" in the table above.

Audit Committee Approval

Our audit committee pre-approved all the services performed by PwC Contadores y Auditores S.A.S. In accordance with Section 10A(i) of the Securities Exchange Act of 1934, before we engage our independent accountant to render audit or non-audit services on a going-forward basis, the engagement will be approved by our audit committee.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

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

(1) Consolidated Financial Statements:

(2) Financial Statement Schedules:

None.

(3) The following exhibits are filed as part of this Form 10-K

Exhibit No.	Description	Included	Form	Filing Date
3.1	Third Amended and Restated Memorandum and Articles of Association.	By Reference	Schedule 14A	December 4, 2013
4.1	Specimen Ordinary Share Certificate.	By Reference	S-1/A	January 23, 2012
4.2	Specimen Warrant Certificate.	By Reference	S-1/A	December 28, 2011
4.3	Warrant Agreement between Continental Stock Transfer & Trust Company and the Company.	By Reference	8-K	March 22, 2012
4.4	Description of the Company's Securities	By Reference	10-K	March 8, 2021
10.1	Amended and Restated Registration Rights Agreement among the Company, the Initial Shareholders and Energy Holding Corporation.	By Reference	8-K	December 27, 2013
10.2	2013 Long-Term Incentive Equity Plan	By Reference	Schedule 14A	December 4, 2013
10.3	Form of Indemnification Agreement	By Reference	8-K	March 5, 2014
10.4	Settlement Agreement, dated June 30, 2018, between the Company and Giovanni Monti	By Reference	Form 10-K	March 8, 2019
10.5	Investment Agreement dated January 11, 2019, by and among Tecnoglass Inc., Holding Concorde S.A.S., Saint-Gobain Colombia S.A.S., Saint-Gobain Cristaleria S.L., and Pilkington International Holdings B.V.	By Reference	8-K	January 11, 2019
19	Insider Trading Policy	By Reference	Form 10-K	February 29, 2024
21	List of subsidiaries.	Herewith		
23.1	Consent of PwC Contadores y Auditores S. A. S.	Herewith		
24	Power of Attorney (included on signature page of this Form 10-K).	Herewith		
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Herewith		
31.2	Certification of Principal Financial and Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Herewith		
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Herewith		
97	Clawback Policy	By Reference	Form 10-K	February 29, 2024
101.INS	Inline XBRL Instance Document	Herewith		
101.SCH	Inline XBRL Taxonomy Extension Schema Document	Herewith		
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	Herewith		
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	Herewith		
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	Herewith		
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	Herewith		
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	Herewith		

Item 16. Form 10-K Summary.

None.

SIGNATURES

Pursuant to the requirements of the Section 13 or 15 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 on the 2nd day of March, 2026.

TECNOGLASS INC.

By: */s/ Santiago Giraldo*
Name: Santiago Giraldo
Title: Chief Financial Officer (Principal Financial and Accounting Officer)

POWER OF ATTORNEY

The undersigned directors and officers of Tecnoglass Inc. hereby constitute and appoint Jose Daes and Santiago Giraldo with full power to act as our true and lawful attorney-in-fact with full power to execute in our name and behalf in the capacities indicated below, this annual report on Form 10-K and any and all amendments thereto and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and hereby ratify and confirm all that such attorneys-in-fact, or any of them, or their substitutes shall lawfully do or cause to be done by virtue hereof.

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Jose M. Daes Jose M. Daes	Chief Executive Officer (Principal Executive Officer)	March 2, 2026
/s/ Christian T. Daes Christian T. Daes	Chief Operating Officer	March 2, 2026
/s/ Santiago Giraldo Santiago Giraldo	Chief Financial Officer (Principal Financial and Accounting Officer)	March 2, 2026
/s/ Carlos A. Cure Samuel R. Azout	Director	March 2, 2026
/s/ Luis Fernando Castro Luis Fernando Castro	Director	March 2, 2026
/s/ Anne Louise Carricarte Anne Louise Carricarte	Director	March 2, 2026
/s/ Julio A. Torres Julio A. Torres	Director	March 2, 2026
/s/ Jon Paul Perez Jon Paul Perez	Director	March 2, 2026

Tecnoglass Inc.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Tecnoglass Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Tecnoglass Inc. and its subsidiaries (the "Company") as of December 31, 2025 and 2024, and the related consolidated statements of operations and comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2025, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

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

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

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

As described in Management's Report on Internal Control over Financial Reporting, management has excluded Contiglass Asset Acquisition, LLC from its assessment of internal control over financial reporting as of December 31, 2025 because it was acquired by the Company in a purchase business combination during 2025. We have also excluded Contiglass Asset Acquisition, LLC from our audit of internal control over financial reporting. Contiglass Asset Acquisition, LLC is a wholly-owned subsidiary whose total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting represent 1.9% and less than 1.5%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2025.

Definition and Limitations of Internal Control over Financial Reporting

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

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

Critical Audit Matters

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

Revenue Recognition – Estimated Costs to Complete Fixed Price Contracts

As described in notes 2 and 6 to the consolidated financial statements, $263.6 million of the Company's total revenues for the year ended December 31, 2025 was generated from fixed price contracts. For the Company's fixed price contracts, revenues are recognized using the cost-to-cost method, measured mainly by the percentage of costs incurred to date to total estimated costs for each contract. As disclosed by management, the Company generally uses the cost-to-cost method to measure progress for its contracts, which occurs as the Company incurs costs on the contracts. Under the cost-to-cost method, sales are generally recorded at amounts equal to the ratio of actual cumulative costs incurred divided by total estimated costs at completion, multiplied by (i) the transaction price, less (ii) the cumulative sales recognized in prior periods. Due to the nature of the work required to be performed, management's estimation of costs at completion requires judgment based on reasonable estimations. Management has disclosed that, while there are various factors that can affect the accuracy of cost estimates related to the revision of the proper allocation of indirect labor and indirect material costs to each project, such estimates are made based on the most updated historical information and margins of those indirect costs over the associated revenues and on all relevant information associated with each specific project at any point in time.

The principal considerations for our determination that performing procedures relating to revenue recognition - estimated costs to complete fixed price contracts is a critical audit matter are (i) the significant judgments by management when determining the estimated costs to complete fixed price contracts and (ii) a high degree of auditor judgment and effort in performing procedures and evaluating management's estimates of total costs to complete fixed price contracts. Management's estimates included judgments relating to the allocation of indirect labor and indirect material costs to each project of actual incurred costs to date on the contract.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the determination of estimated costs to complete fixed price contracts and controls over management's review and approval of the actual indirect labor and indirect material costs allocated to the project and testing management's process for reviewing and approving the costs of the contract. These procedures also included, among others testing the estimate of costs at completion for a sample of contracts, which included evaluating the reasonableness of the allocation of indirect labor and indirect material costs to each project and considering the factors that can affect the accuracy of these estimates. Evaluating the reasonableness of the allocation of indirect labor and indirect material costs to each project involved assessing management's ability to reasonably estimate costs to complete fixed price contracts by (i) performing a comparison of the originally estimated and actual costs incurred; and (ii) evaluating the timely identification of circumstances that may warrant a modification to estimated costs to complete, including actual costs in excess of estimates.

/s/ PwC Contadores y Auditores S. A. S.
Barranquilla, Colombia

March 2, 2026

We have served as the Company's auditor since 2014.

Tecnoglass Inc. and Subsidiaries
Consolidated Balance Sheets
(In thousands, except share and per share data)

		December 31, 2025		December 31, 2024
ASSETS				
Current assets:				
Cash and cash equivalents	$	100,901	$	134,882
Investments		3,150		2,645
Trade accounts receivable, net		239,448		202,915
Due from related parties		2,002		2,674
Inventories		213,524		139,642
Contract assets – current portion		31,809		22,920
Other current assets		62,724		54,332
Total current assets	**$**	**653,558**	**$**	**560,010**
Long-term assets:				
Property, plant and equipment, net	$	476,159	$	344,433
Long term accounts receivable		1,730		-
Deferred income taxes		1,257		285
Contract assets – non-current		20,506		15,208
Intangible assets		12,959		4,389
Goodwill		30,059		23,561
Equity method investment		57,443		63,264
Other long-term assets		6,721		5,498
Total long-term assets		**606,834**		**456,638**
Total assets	**$**	**1,260,392**	**$**	**1,016,648**
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Short-term debt and current portion of long-term debt	$	427	$	1,087
Trade accounts payable and accrued expenses		127,228		98,843
Due to related parties		10,881		9,864
Dividends payable		6,730		7,074
Contract liability – current portion		149,442		97,979
Other current liabilities		57,038		50,979
Total current liabilities	**$**	**351,746**	**$**	**265,826**
Long-term liabilities:				
Deferred income taxes	$	22,404	$	11,419
Contract liability – non-current		1,988		-
Long-term debt		171,202		108,220
Total long-term liabilities		**195,594**		**119,639**
Total liabilities	**$**	**547,340**	**$**	**385,465**
SHAREHOLDERS' EQUITY				
Preferred shares, $0.0001 par value, 1,000,000 shares authorized, 0 shares issued and outstanding at December 31, 2025 and December 31, 2024 respectively	$		$	-
Ordinary shares, $0.0001 par value, 100,000,000 shares authorized, 46,389,146 shares issued, and 44,737,726 shares outstanding at December 31, 2025; and, 46,991,558 shares issued and outstanding at December 31, 2024		5		5
Treasury stock		(79,218)		-
Legal Reserves		1,458		1,458
Additional paid-in capital		153,358		192,094
Retained earnings		670,558		538,787
Accumulated other comprehensive (loss)		(33,109)		(101,161)
Shareholders' equity attributable to controlling interest		**713,052**		**631,183**
Total liabilities and shareholders' equity	**$**	**1,260,392**	**$**	**1,016,648**

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

Tecnoglass Inc. and Subsidiaries
Consolidated Statements of Operations and Comprehensive Income
(In thousands, except share and per share data)

	Year ended December 31, 2025	2024	2023
Operating revenues:			
External customers	$ 979,211	$ 887,067	$ 830,879
Related parties	4,399	3,114	2,386
Total operating revenues	983,610	890,181	833,265
Cost of sales	562,200	510,209	442,331
Gross profit	**421,410**	**379,972**	**390,934**
Operating expenses:			
Selling expense	(105,428)	(81,298)	(68,061)
General and administrative expense	(90,882)	(71,673)	(63,111)
Total operating expenses	(196,310)	(152,971)	(131,172)
Other operating income	5,641	-	-
Operating income	**230,741**	**227,001**	**259,762**
Non-operating income, net	3,127	5,858	5,131
Foreign currency transactions gains/(loss)	3,756	(5,665)	686
Loss on debt extinguishment	(1,380)	-	-
Interest expense and deferred cost of financing	(3,445)	(7,433)	(9,178)
Equity method income	2,493	5,397	5,013
Income before taxes	235,292	225,158	261,414
Income tax provision	(75,726)	(63,849)	(77,904)
Net income	**$ 159,566**	**$ 161,309**	**$ 183,510**
Income attributable to non-controlling interest	-	-	(628)
Income attributable to parent	**$ 159,566**	**$ 161,309**	**$ 182,882**
Basic income per share	$ 3.42	$ 3.43	$ 3.85
Diluted income per share	$ 3.42	$ 3.43	$ 3.85
Basic weighted average common shares outstanding	46,678,093	46,996,168	47,508,980
Diluted weighted average common shares outstanding	46,678,093	46,996,168	47,508,980
Other comprehensive income:			
Foreign currency translation adjustments	72,157	(53,167)	63,058
Change in fair value derivative contracts	(4,105)	(2,131)	(2,734)
Other Comprehensive Income (loss)	**68,052**	**(55,298)**	**60,324**
Total Comprehensive income	**$ 227,618**	**$ 106,011**	**$ 243,834**
Income attributable to non-controlling interest	-	-	(628)
Total comprehensive income attributable to parent	**$ 227,618**	**$ 106,011**	**$ 243,206**

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

Tecnoglass, Inc. and Subsidiaries
Consolidated Statements of Shareholders' Equity
(in thousands, except share data)

	Ordinary Shares, $0.0001 Par Value		Treasury Stock		Additional Paid in Capital	Legal Reserve	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity	Non-Controlling Interest	Total Shareholders' Equity and Non-Controlling Interest
	Shares	Amount	Shares	Amount							
Balance at December 31, 2022	**47,674,773**	**5**	**-**	**-**	**219,290**	**1,458**	**234,254**	**(106,187)**	**348,820**	**1,505**	**350,325**
Dividend (0.36 per share)	-	-	-	-	-	-	(17,101)	-	**(17,101)**	-	**(17,101)**
Share Repurchase	(678,065)	-	-	-	(23,537)	-	-	-	**(23,537)**	-	**(23,537)**
Non-controlling interest Purchase	-	-	-	-	(3,368)	-	-	-	**(3,368)**	(2,133)	**(5,501)**
Derivative financial instruments	-	-	-	-	-	-	-	(2,734)	**(2,734)**	-	**(2,734)**
Foreign currency translation	-	-	-	-	-	-	-	63,058	**63,058**	-	**63,058**
Net income	-	-	-	-	-	-	182,882	-	**182,882**	628	**183,510**
Balance at December 31, 2023	**46,996,708**	**5**	**-**	**-**	**192,385**	**1,458**	**400,035**	**(45,863)**	**548,020**	**-**	**548,020**
Dividend (0.44 per share)	-	-	-	-	-	-	(22,557)	-	**(22,557)**	-	**(22,557)**
Share Repurchase	(5,150)	-	-	-	(291)	-	-	-	**(291)**	-	**(291)**
Derivative financial instruments	-	-	-	-	-	-	-	(2,131)	**(2,131)**	-	**(2,131)**
Foreign currency translation	-	-	-	-	-	-	-	(53,167)	**(53,167)**	-	**(53,167)**
Net income	-	-	-	-	-	-	161,309	-	**161,309**	-	**161,309**
Balance at December 31, 2024	**46,991,558**	**5**	**-**	**-**	**192,094**	**1,458**	**538,787**	**(101,161)**	**631,183**	**-**	**631,183**
Dividend (0.60 per share)	-	-	-	-	-	-	(27,795)	-	**(27,795)**	-	**(27,795)**
Share Repurchase	(602,412)	-	-	-	(38,736)	-	-	-	**(38,736)**	-	**(38,736)**

Treasury stock		-	1,651,420	(79,218)	-	-	-	-	**(79,218)**	-	**(79,218)**
Derivative financial instruments	-	-	-	-	-	-	-	(4,105)	**(4,105)**	-	**(4,105)**
Foreign currency translation	-	-	-	-	-	-	-	72,157	**72,157**	-	**72,157**
Net income	-	-	-	-	-	-	159,566	-	**159,566**	-	**159,566**
Balance at December 31, 2025	**46,389,146**	**5**	**1,651,420**	**(79,218)**	**153,358**	**1,458**	**670,558**	**(33,109)**	**713,052**	**-**	**713,052**

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

Tecnoglass Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(In thousands)

	Year ended December 31, 2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	$ 159,566	$ 161,309	$ 183,510
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for bad debts	2,606	857	2,809
Provision for obsolete inventory	116	98	67
Depreciation and amortization	36,765	26,470	21,878
Deferred income taxes	7,623	(1,870)	8,345
Equity method income	(2,493)	(5,397)	(5,013)
Gain on disposal of assets	(4,078)		
Deferred cost of financing	935	1,214	1,243
Other non-cash adjustments	338	34	120
Loss on debt extinguishment	1,327	-	-
Realized gain on derivative instruments	(2,070)	-	-
Unrealized currency translation losses	(22,505)	11,984	(25,854)
Changes in operating assets and liabilities:			
Trade accounts receivable	(25,348)	(44,388)	(780)
Inventories	(45,083)	(2,880)	(522)
Prepaid expenses	(4,223)	(4,017)	(2,849)
Other assets	(5,877)	(2,996)	(27,547)
Other liabilities	(92)	94	(62)
Trade accounts payable and accrued expenses	8,124	14,661	(17,429)
Taxes payable	(3,805)	(4,344)	(12,851)
Labor liabilities	1,884	1,090	1,109
Contract assets and liabilities	31,362	14,322	13,871
Related parties	683	4,291	(1,218)
CASH PROVIDED BY OPERATING ACTIVITIES	**$ 135,755**	**$ 170,532**	**$ 138,827**
CASH FLOWS FROM INVESTING ACTIVITIES			
Business acquisition	(6,841)	-	-
Sale of property and equipment	12,312	-	-
Dividends received	8,914	2,703	2,282
Purchase of investments	(677)	(429)	(339)
Acquisition of property and equipment	(101,262)	(79,563)	(77,960)
CASH USED IN INVESTING ACTIVITIES	**$ (87,554)**	**$ (77,289)**	**$ (76,017)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Cash dividend	(28,127)	(19,743)	(16,427)
Share Repurchases	(117,954)	(291)	(23,537)
Deferred financing costs and debt issuance fees	(1,045)	-	-
Non controlling interest purchase	-	(2,500)	(3,000)
Proceeds from debt	175,965	2,532	196
Repayments of debt	(114,365)	(64,547)	-
CASH USED IN FINANCING ACTIVITIES	**$ (85,526)**	**$ (84,549)**	**$ (42,768)**
Effect of exchange rate changes on cash and cash equivalents	$ 3,344	$ (3,320)	$ 5,795
NET (DECREASE) INCREASE IN CASH	**(33,981)**	**5,374**	**25,837**
CASH – Beginning of period	134,882	129,508	103,671
CASH – End of period	$ 100,901	$ 134,882	$ 129,508
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash paid during the period for:			
Interest	$ 6,603	$ 9,977	$ 11,624
Income Tax	$ 76,110	$ 86,602	$ 107,150
NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Assets acquired under credit or debt	$ 8,988	$ 6,410	$ 9,311
Unpaid portion of non-controlling interest purchase	$ -	$ -	$ 2,500
Account payable for business acquisition	3,588	-	-

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

Note 1. General

Business Description

Tecnoglass Inc., a Cayman Islands exempted company (the “Company”, “Tecnoglass”, “we”, “us” or “our”) manufactures hi-specification, architectural glass and windows for the global residential and commercial construction industries. Currently the Company offers design, production, marketing, and installation of architectural systems for buildings of high, medium and low elevation size. Products include windows and doors in glas, aluminum, and vinyl, office partitions and interior divisions, floating facades and commercial window showcases. The Company sells to customers in North, Central and South America, and exports more than 97% of its production to foreign countries.

The Company manufactures glass, aluminum, and vinyl products. Its glass products include tempered glass, laminated glass, thermo-acoustic glass, curved glass, silk-screened glass, acoustic glass and digital print glass. Its Alutions plant produces mill finished, anodized, painted aluminum profiles and rods, tubes, bars and plates. Alutions’ operations include extrusion, smelting, painting and anodizing processes, and exporting, importing and marketing aluminum products. Its newly installed vinyl assembling lines manufacture and distributes cutting-edge vinyl windows for new and existing customers.

The Company also designs, manufactures, markets and installs architectural systems for high, medium and low-rise construction, glass, aluminum and vinyl windows and doors, office dividers and interiors, floating facades and commercial display windows.

Note 2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation and Management’s Estimates

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and pursuant to the accounting and disclosure rules and regulations of the Securities and Exchange Commission (“SEC”).

The preparation of the accompanying consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities at the date of the Company’s financial statements. Actual results may differ from these estimates under different assumptions and conditions. Estimates inherent in the preparation of these consolidated financial statements relate to the collectability of account receivables, the valuation of inventories, estimated earnings on uncompleted contracts, income taxes, useful lives and potential impairment of long-lived assets.

Principles of Consolidation

These audited consolidated financial statements consolidate Tecnoglass, its subsidiaries Tecnoglass S.A.S (“TG”), C.I. Energía Solar S.A.S E.S. Windows (“ES”), ES Windows LLC (“ESW LLC”), Tecnoglass LLC, Tecno RE LLC, Tecnoglass Armour, LLC, GM&P Consulting and Glazing Contractors (“GM&P”), Componenti USA LLC, ES Metals SAS (“ES Metals”), Ventanas Solar S.A (“VS”), which are entities in which we have a controlling financial interest because we hold a majority voting interest. To determine if we hold a controlling financial interest in an entity, we first evaluate if we are required to apply the variable interest entity (“VIE”) model to the entity, otherwise the entity is evaluated under the voting interest model. All significant intercompany accounts and transactions are eliminated in consolidation, including unrealized intercompany profits and losses. The equity method of accounting is used for investments in affiliates and other joint ventures over which the Company has significant influence but does not have effective control.

Foreign Currency Translation and Transactions

The consolidated financial statements are presented in U.S. Dollars, the reporting currency. Our foreign subsidiaries’ local currency is the Colombian Peso, which is also their functional currency as determined by the market analysis, costs and expenses, assets, liabilities, financing and cash flow indicators. As such, our subsidiaries’ assets and liabilities are translated at the exchange rate in effect at the balance sheet date, with equity being translated at the historical rates. Revenues and expenses of our foreign subsidiaries are translated at the average exchange rates for the period. The resulting cumulative foreign currency translation adjustments from this process are included as a component of accumulated other comprehensive income (loss). Therefore, the U.S. Dollar value of these items in our financial statements fluctuates from period to period.

Cash and Cash Equivalents

Cash and cash equivalents include investments with original maturities of three months or less. As of December 31, 2025, and 2024, cash and cash equivalents were primarily comprised of deposits held in operating accounts in the United States, and to a lesser amount, Colombia, and Panama. As of December 31, 2025, and 2024 the Company had no restricted cash.

Investments

The Company's investments are comprised of securities available for sale, short term deposits and income producing real estate.

We have investments in long-term marketable equity securities which are classified as available-for-sale securities and are recorded at fair value.

Short- term deposits and other financial instruments with maturities greater than 90 days and shares in other companies that do not meet the requirements for equity method treatment are recorded for at cost.

Trade Accounts Receivable

Trade accounts receivable are recorded net of allowances for cash discounts for prompt payment, doubtful accounts and sales returns. The Company's policy is to reserve for uncollectible accounts based on its best estimate of the amount of expected credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance for credit losses is necessary based on an analysis of current credit losses and other factors that may indicate that the collectability of an account may be in doubt. Other factors that the Company considers include its existing contractual obligations, historical payment patterns of its customers and individual customer circumstances, and a review of the local economic environment and its potential impact on the collectability of accounts receivable. Account balances are deemed to be uncollectible and are charged off within 90 days of having recorded an allowance and all means of collection have been exhausted and the potential for recovery is considered remote.

On certain fixed price contracts, a portion of the amounts billed are withheld by the customer as a retainage which typically amount to 10% of the invoiced amount and can remain outstanding for several months until a final good receipt of the complete project to the customers satisfaction.

Concentration of Risks and Uncertainties

Financial instruments which potentially subject the Company to credit risk consist primarily of cash and trade accounts receivable. The Company mitigates its cash risk by maintaining its cash deposits with major financial institutions in the United States and Colombia. As discussed above, the Company mitigates its risk to trade accounts receivable by performing on-going credit evaluations of its customers.

Inventories

Inventories of raw materials, which consist primarily of purchased and processed glass, aluminum, vinyl parts and supplies held for use in the ordinary course of business, are valued at the lower of cost or net realizable value. Cost is determined using a weighted-average method. Inventory consisting of certain job specific materials not yet finished (work in process) are valued using the specific identification method. Cost for finished product inventory are recorded and maintained at the lower of cost or net realizable value. Cost includes raw materials and direct and applicable indirect manufacturing overheads.

Reserves for excess or slow-moving raw materials inventories are updated based on historical experience of a variety of factors including sales volume and levels of inventories at the end of the period. The Company does not maintain allowances for the lower of cost or market for inventories of finished products as its products are manufactured based on firm orders rather than built-to-stock.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Significant improvements and renewals that extend the useful life of the asset are capitalized. Interest caused while acquired property is under construction and installation are capitalized. Repairs and maintenance are charged to expense as incurred. When property is retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any related gains or losses are included in income as a reduction to or increase in selling, general and administrative expenses. Depreciation is computed on a straight-line basis, based on the following estimated useful lives:

Buildings	20 years
Aircraft	20 years
Machinery and equipment	10 years
Furniture and fixtures	10 years
Office equipment and software	5 years
Vehicles	5 years

The Company also records within property, plant and equipment all the underlying assets of a finance lease. Initial recognition of these assets is done at the present value of all future lease payments. A capital lease is a lease in which the lessor transferred substantially all the benefits and risks associated with the ownership of the property.

Long Lived Assets

The Company periodically reviews the carrying values of its long lived assets when events or changes in circumstances would indicate that it is more likely than not that their carrying values may exceed their realizable values, and record impairment charges when considered necessary.

When circumstances indicate that an impairment may have occurred, the Company tests such assets for recoverability by comparing the estimated undiscounted future cash flows expected to result from the use of such assets and their eventual disposition to their carrying amounts. If the undiscounted future cash flows are less than the carrying amount of the asset, an impairment loss, measured as the excess of the carrying value of the asset over its estimated fair value, is recognized. Fair value is determined through various valuation techniques, including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary.

Goodwill

We review goodwill for impairment each year on December 31st or more frequently when events or significant changes in circumstances indicate that the carrying value may not be recoverable. Under ASC 350-20-35-4 through 35-8A, the goodwill impairment test requires a comparison of the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit is greater than zero and its fair value exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. The Company has only one reporting unit and as such the impairment analysis was done by comparing the Company's market capitalization with its book value of equity. As of December 31, 2024, the Company's market capitalization substantially exceeded its book value of equity and as such no impairment of goodwill was indicated. See Note 11- Goodwill and Intangible Assets for additional information.

Intangible Assets

Intangible assets with definite lives subject to amortization are amortized on a straight-line basis. We also review these intangibles for impairment when events or significant changes in circumstance indicate that the carrying value may not be recoverable. Events or circumstances that indicate that impairment testing may be required include changes in building codes and regulation, loss of key personnel or a significant adverse change in business climate or regulations. There were no triggering events or circumstances noted and as such no impairment was needed for the intangible assets subject to amortization. See Note 11 – Goodwill and Intangible Assets for additional information.

Leases

We determine if an arrangement is a lease at inception. We include finance lease right-of-use assets as part of property and equipment and the lease liability as part of our current portion of long-term debt and long-term debt on our Consolidated Balance Sheet. Leases considered short-term are not capitalized, given our election not to recognize right-of-use assets and lease liabilities arising from short-term leases, but instead considered operating leases and the resulting rental expense is recognized on our Consolidated Statement of Operations as incurred.

Finance lease right-of-use assets and lease liabilities are recognized based on the present value of the future lease payments over the lease term at commencement date. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option.

Financial Liabilities

Financial liabilities correspond to the financing obtained by the Company through bank credit facilities and accounts payable to suppliers and creditors. Financial liabilities are initially recognized based on their fair value, which is usually equal to the transaction value less directly attributable costs. Subsequently, such financial liabilities are carried at their amortized cost according to the effective interest rate method determined at initial recognition and recognized in the results of the period during the time of amortization of the financial obligation.

Fair Value of Financial Instruments

ASC 820, *Fair Value Measurements*, establishes a fair value hierarchy which requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. We primarily apply the market approach for financial assets and liabilities measured at fair value on a recurring basis. Fair value is the price we would receive to sell and asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date.

The standard describes three level of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

See Note 16 – Hedging Activities and Fair Value Measurements.

Derivative Financial Instruments

The Company recognizes all derivative financial instruments as either assets or liabilities at fair value on the consolidated balance sheet. The unrealized gains or losses arising from changes in fair value of derivative instruments that are designated and qualify as cash flow hedges, are recorded in the consolidated statement of comprehensive income. Amounts in Accumulated other comprehensive loss on the consolidated balance sheet are reclassified into the consolidated statement of income in the same period or periods during which the hedged transactions are settled.

Revenue Recognition

Our principal sources of revenue are derived from product sales, sometimes referred to as standard form sales, and supply and installation contracts, sometimes referred to as revenues from fixed price contracts. We identified one single performance obligation for both forms of sales. Revenue is recognized when control is transferred to our customers. For product sales, the performance obligations are satisfied at a point in time and control is deemed to be transferred.

Approximately 27% of the Company's consolidated net sales is generated by supply and installation contracts with customers that require the Company to design, develop, test, manufacture, and install windows according to the customers' specifications. These contracts are primarily multi-year contracts with real estate general contractors and are generally priced on a fixed-price basis and are invoiced based on contract progress.

To determine the proper revenue recognition method, the Company first evaluates each of its contractual arrangements to identify its performance obligations. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. All the Company's contracts have a single performance obligation because the promise to transfer the individual good or service is not separately identifiable from other promises within the contract and is, therefore, not distinct. These contractual arrangements either require the use of a highly specialized manufacturing process to provide goods according to customer specifications or represent a bundle of contracted goods and services that are integrated and together represent a combined output, which may include the delivery of multiple units.

These performance obligations are satisfied over time. Sales are recognized over time when control is continuously transferred to the customer during the contract. The continuous transfer of control to the customer is supported by contract clauses that provide for progress or performance-based payments. Generally, if a customer unilaterally terminates a contract, the Company has the right to receive payment for costs incurred plus a reasonable profit for products and services that do not have alternative use to the Company.

Sales are recorded using the cost-to-cost method on supply and installation contracts that include performance obligations satisfied over time. These sales are generally recorded at amounts equal to the ratio of actual cumulative costs incurred divided by total estimated costs at completion, multiplied by (i) the transaction price, less (ii) the cumulative sales recognized in prior periods.

Accounting for the sales and profits on performance obligations for which progress is measured using the cost-to-cost method involves the preparation of estimates of: (1) transaction price and (2) total costs at completion, which is equal to the sum of the actual incurred costs to date on the contract and the estimated costs to complete the contract's statement of work. Incurred costs include labor, material, and overhead and represent work performed, which corresponds with and thereby represents the transfer of ownership to the customer. Performance obligations are satisfied over time when the risk of ownership has been passed to the customer and/or services are performed. The estimated profit or loss at completion on a contract is equal to the difference between the transaction price and the total estimated cost at completion.

Contract modifications routinely occur to account for changes in contract specifications or requirements. In most cases, contract modifications are for goods or services that are not distinct and, therefore, are accounted for as part of the existing contract. Transaction price estimates include additional consideration for submitted contract modifications or claims when the Company believes it has an enforceable right to the modification or claim, the amount can be reliably estimated, and its realization is reasonably assured. Amounts representing modifications accounted for as part of the existing contract are included in the transaction price and recognized as an adjustment to sales on a cumulative catch-up basis.

The Company's supply and installation contracts allow for progress payments to bill the customer as contract costs are incurred and the customer often retains a small portion of the contract price until satisfactory completion of the contractual statement of work, which is a retainage of approximately 10%. The Company records an asset for unbilled receivables due to completing more work than the progress payment schedule allows to collect at a point in time. For certain supply and installation contracts, the Company receives advance payments. Advanced payments are not considered a significant financing component because they are a negotiated contract term to ensure the customer meets its financial obligation, particularly when there are significant upfront working capital requirements. The Company records a liability for advance payments received in excess of sales recognized, which is presented as a contract liability on the balance sheet.

Revisions or adjustments to estimates of the transaction price, estimated costs at completion and estimated profit or loss of a performance obligation are often required as work progresses under a contract, as experience is gained, as facts and circumstances change and as new information is obtained, even though the scope of work required under the contract may not change. Revisions or adjustments may also be required if contract modifications occur. While there are various factors that can affect the accuracy of cost estimates related to the revision of the proper allocation of indirect labor and indirect material costs to each project, such estimates are made based on the most updated historical information and margins of those indirect costs over the associated revenues and on all relevant information associated with each specific project at any point in time. The impact of revisions in profit or loss estimates are recognized on a cumulative catch-up basis in the period in which the revisions are made. The revisions in contract estimates, if significant, can materially affect the Company's results of operations and cash flows, as well as reduce the valuations of contract assets and inventories, and in some cases result in liabilities to complete contracts in a loss position. The Company recognizes a liability for non-recurring obligations as situations considering that projects actual costs are usually adjusted to estimated costs. The Company did not recognize sales for performance obligations satisfied in prior periods during year ended December 31, 2025.

Shipping and Handling Costs

The Company classifies amounts billed to customers related to shipping and handling as product revenues. The Company records and presents shipping and handling costs in selling expenses.

Sales Tax and Value Added Taxes

The Company accounts for sales taxes and value added taxes imposed on its goods and services on a net basis – value added taxes paid for goods and services purchased is netted against value added tax collected from customers and the net amount is paid to the government. The current value added tax rate in Colombia for all of the Company's products is 19%. A municipal industry and commerce tax ("ICA") sales tax of 0.7% is payable on all of the Company's products sold in the Colombian market.

Product Warranties

The Company offers product warranties in connection with the sale and installation of its products that are competitive in the markets in which the products are sold. Standard warranties depend upon the product and service and are generally from five to ten years for architectural glass, curtain wall, laminated and tempered glass, window and door products. Warranties are not priced or sold separately and do not provide the customer with services or coverages in addition to the assurance that the product complies with original agreed-upon specifications. Claims are settled by replacement of the warranty products. The cost associated with product warranties was $1,410, $2,597, and $1,860, during the years ended December 31, 2025, 2024, and 2023, respectively.

Advertising Costs

Advertising costs are expensed as they are incurred and are included in general and administrative expenses. Advertising costs for the years ended December 31, 2025, 2024, and 2023, amounted to approximately $2,612, $2,502, and $2,250, respectively.

Employee Benefits

The Company provides benefits to its employees in accordance with Colombian labor laws. Employee benefits do not give rise to any long-term liability.

Income Taxes

The Company's operations in Colombia are subject to the taxing jurisdiction of the Republic of Colombia. Tecnoglass LLC, Tecnoglass RE LLC, GM&P, and ESW LLC are U.S. entities based in Florida, and are subject to the taxing jurisdiction of the United States. VS is subject the taxing jurisdiction in the Republic of Panama. Tecnoglass is subject to the taxing jurisdiction of the Cayman Islands. Annual tax periods prior to December 2016 are no longer subject to examination by taxing authorities in Colombia.

The company accounts for income taxes using the asset and liability approach of accounting for income taxes (ASC 740 "Income Taxes"). Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The provision for income taxes represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from differences between the financial and tax basis of the Company's assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. For each tax jurisdiction in which the Company operates, deferred tax assets and liabilities are offset against one another and are presented as a single noncurrent amount within the consolidated balance sheets.

The Company presents deferred tax assets and liabilities net as either a non-current asset or liability, depending on the net deferred tax position. The Company recognizes the financial statement effects of uncertain income tax positions when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. The Company accrues for other tax contingencies when it is probable that a liability to a taxing authority has been incurred and the amount of the contingency can be reasonably estimated. Interest accrued related to unrecognized tax and income tax related penalties are included in the provision for income taxes. The uncertain income taxes positions are recorded in "Taxes payable" in the consolidated balance sheets.

Earnings per Share

The Company computes basic earnings per share by dividing net income attributable to parent by the weighted-average number of ordinary shares outstanding during the period. Income per share assuming dilution (diluted earnings per share) would give effect to dilutive potential ordinary shares outstanding during the period. See Note 19 – Shareholders' Equity for further detail on the calculation of earnings per share.

Recently Issued Accounting Pronouncements

In December 2025, the FASB issued ASU 2025-11 “Interim Reporting (Topic 270)”. The Board is issuing amendments in this Update to improve the guidance in Topic 270, Interim Reporting, by improving the navigability of the required interim disclosures and clarifying when that guidance is applicable. The amendments also provide additional guidance on what disclosures should be provided in interim reporting periods. The amendments in this Update are effective for interim reporting periods within annual reporting periods beginning after December 15, 2027, for public business entities and for interim reporting periods within annual reporting 3 periods beginning after December 15, 2028, for entities other than public business entities. Early adoption is permitted for all entities. The Company is currently evaluating the potential effect of this ASU on its interim consolidated financial statements

In November 2025, the FASB issued ASU 2025-09 “Derivative and Hedging (Topic 815)”. Consistent with the original objective of Update 2017-12, the objective of this Update is to more closely align hedge accounting with the economics of an entity’s risk management activities. The amendments included in the five issues addressed in this Update are intended to better reflect those strategies in financial reporting by enabling entities to achieve and maintain hedge accounting for highly effective economic hedges of forecasted transactions. The five issues addressed are: Issue 1: Similar Risk Assessment for Cash Flow Hedges, Issue 2: Hedging Forecasted Interest Payments on Choose-Your-Rate Debt Instruments, Issue 3: Cash Flow Hedges of Nonfinancial Forecasted Transactions, Issue 4: Net Written Options as Hedging Instruments and Issue 5: Foreign-Currency-Denominated Debt Instrument as Hedging Instrument and Hedged Item (Dual Hedge). For public business entities, the amendments in this Update are effective for annual reporting periods beginning after December 15, 2026, and interim periods within those annual reporting periods. The Company is currently evaluating the potential effect of this ASU on its consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06 “Intangibles-Goodwill and other-Internal-Use Software (Subtopic 350-40)”. The Board is issuing this Update to modernize the accounting for software costs that are accounted for under Subtopic 350-40, Intangibles—Goodwill and Other—Internal-Use Software (referred to as “internal-use software”). Feedback from preparer and practitioner stakeholders on the 2021 FASB Invitation to Comment, Agenda Consultation, indicated that the accounting for software costs should be a top priority for the Board. Considering this feedback, the Board decided to make targeted improvements to Subtopic 350-40 to increase the operability of the recognition guidance considering different methods of software development. The amendments in this Update are effective for all entities for annual reporting periods beginning after December 15, 2027, and interim reporting periods 4 within those annual reporting periods. Early adoption is permitted as of the beginning of an annual reporting period. The Company is currently evaluating the potential effect of this ASU on its consolidated financial statements.

Accounting Standards Adopted in 2025

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures”. The Board is issuing the amendments in this Update to enhance the transparency and decision usefulness of income tax disclosures. Investors, lenders, creditors, and other allocators of capital (collectively, “investors”) indicated that the existing income tax disclosures should be enhanced to provide information to better assess how an entity’s operations and related tax risks and tax planning and operational opportunities affect its tax rate and prospects for future cash flows. Investors currently rely on the rate reconciliation table and other disclosures, including total income taxes paid, to evaluate income tax risks and opportunities. While investors find these disclosures helpful, they suggested possible enhancements to better (1) understand an entity’s exposure to potential changes in jurisdictional tax legislation and the ensuing risks and opportunities, (2) assess income tax information that affects cash flow forecasts and capital allocation decisions, and (3) identify potential opportunities to increase future cash flows. The amendments in this Update address investor requests for more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. For public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2024. The Company prospectively adopted this standard effective January 1, 2025. For further information, refer to Note 15- Income Taxes.

Note 3. Acquisitions

Contiglass Asset Acquisition, LLC

In April 3, 2025, Tecnoglass acquired certain assets and assumed liabilities of Florida-based Continental Glass Systems, LLC., a premier provider of innovative architectural glass and glazing solutions in the Southeast U.S., to create wholly owned Contiglass Asset Acquisition, LLC (“Contiglass”). This acquisition included a manufacturing plant, various intangibles, and a substantial project backlog in both execution and pipeline phases. This transaction is considered a business combination under U.S. GAAP. Continental’s production capabilities, high-quality product portfolio, and reputation for excellence strengthens Tecnoglass’ U.S. market presence, broadens its client reach, and creates synergies that reinforce Tecnoglass’ leadership position in the architectural glass industry. Additionally, the Company anticipates operational benefits as it integrates Continental’s supply chains into its existing manufacturing operations.

The purchase price for the acquisition was $10,429, of which $6,588 of the purchase price was paid in cash by the Company on April 3, 2025. Post-acquisition working capital adjustment of $253 was paid 45 days after transaction closing date, with the remaining amount to be payable by the Company in cash within 365 days after closing date. The total amount of acquisition-related costs was $588, which are included within general and administrative expenses in the Statement of operations for the period ending December 31|, 2025.

The total purchase price is $10,429. Under ASC 805, a company can apply measurement period adjustments during the twelve-month period after the date of acquisition. During this period, the acquirer may adjust preliminary amounts recognized at the acquisition date to their subsequently determined final fair values. The allocation of the purchase price was based on management’s judgment after evaluation of several factors, including a preliminary valuation assessment. Finalization of the analysis has not been completed and could result in measurement periods adjustments that could change the composition of current assets, fixed assets, intangible assets, goodwill, and liabilities. Goodwill is not expected to be deductible for tax purposes.

The following table summarizes the preliminary purchase price allocation:

Total purchase price			$ 10,429

Recognized amounts of identifiable assets acquired and liabilities assumed:	Preliminary Purchase Price Allocation	Measurement Period Adjustments	Adjusted Purchase Price Allocation
Cash and equivalents	$ -	-	-
Accounts Receivable	4,814	-	4,814
Other Current Assets	585	-	585
Property, plant, and equipment	826	-	826
Trade Name	170	-	170
Contract Backlog	670	-	670
Notice of Acceptance and FBC permits	6,260	-	6,260
Right-of-use assets	1,192	(555)	637
Account payable	(2,890)	-	(2,890)
Accrued expenses	(81)	-	(81)
Service revenue deposit	(518)	94	(424)
Lease liabilities	(1,229)	580	(649)
Billings in excess of cost and profit	(5,987)	-	(5,987)
Total identifiable net assets	3,812	119	3,931
Goodwill	**$ 6,617**	(119)	$ 6,498

The excess of the purchase price over the estimated fair values of assets acquired and liabilities assumed were recorded as goodwill. The identifiable intangible asset subject to amortization was the tradename, backlog of projects, and certain Notice of Acceptance and Florida Building Code permits, which have a remaining useful life of two to five years. See Note 11 – Goodwill and Intangible Assets for additional information.

The following unaudited pro forma financial information assumes the business acquisition had occurred at the beginning of the earliest period presented. Pro forma results have been prepared by adjusting our historical results to include the results from Continental Glass Systems' acquired assets and assumed liabilities adjusted for the amortization expense related to the intangible assets arising from the acquisition. The unaudited pro forma results below do not necessarily reflect the results of operations that would have resulted if the acquisition had been completed at the beginning of the earliest periods presented, nor does it indicate the results of operations in future periods. The unaudited pro forma results do not include the impact of synergies, nor any potential impacts on current or future market conditions which could alter the following unaudited pro forma results.

	Pro-Forma Twelve months Ended December 31, 2025	Pro-Forma Twelve months Ended December 31, 2024
Pro Forma Results		
Net sales	$ 987,996	$ 917,544
Net income	$ 157,452	$ 154,413

Contiglass Asset Acquisition, LLC, contributed revenues of $14.5 million and a loss of $2.7 million to The Company for the period from April 3, 2025, to December 31, 2025.

Note 4. Long Term Investments

Saint-Gobain Joint Venture

In 2019 we entered into a joint venture agreement with Compagnie de Saint-Gobain S.A. ("Saint-Gobain"), a world leader in the production of float glass, a key component of our manufacturing process, whereby we acquired a 25.8% minority ownership interest in Vidrio Andino, a Colombia-based subsidiary of Saint-Gobain. Income from this investment is recorded using the equity method and is presented within the Consolidated Statement of Operations as a component of non-operating income as the Company is not subject to income tax over this investment.

The joint venture agreement includes plans to build a new plant that will be located approximately 20 miles from our primary manufacturing facility in Barranquilla Colombia, in which we will also have a 25.8% interest. The new plant will be funded with proceeds from the original cash contribution made by us, operating cash flows from the Bogota plant, debt incurred at the joint venture level that will not be consolidated into our company.

In June of 2025 the Group entered into a partnership with the company Storm Armour, LLC to create the newco named Storm Armour Solutions, LLC which has the purpose of participating in the sale, sublicensing, and distribution of licensed products in the areas of influence, under a licensing agreement. To join this business Tecno Inc created a wholly owned subsidiary named Tecnoglass Armour, LLC, a Limited Liability Company based in the Florida State. Tecnoglass Armour, LLC has a 60% of the capital contribution of Storm Armour Solutions, LLC.

Note 5. Segment and Geographic Information

The Company has one operating segment, Architectural Glass and Windows, which is also its reporting segment. The segment comprises the design, manufacturing, distribution, marketing and installation of high-specification architectural glass and window products sold to residential and commercial markets. The following table presents geographical information about external customers. Geographical information is based on the location where the customer is located.

	Twelve months ended December 31,		
	2025	2024	2023
Colombia	$ 31,691	$ 25,025	$ 25,103
United States	932,931	849,904	795,063
Panama	760	1,158	1,382
Other	18,228	14,094	11,717
Total revenues	$ 983,610	$ 890,181	$ 833,265

The following table presents revenues from external customer by product groups.

	Years ended December 31,		
	2025	2024	2023
Glass and framing components	$ 61,407	$ 80,179	$ 81,497
Windows and architectural systems	922,203	810,002	751,768
Total revenues	$ 983,610	$ 890,181	$ 833,265

During the year ended December 31, 2025, 2024, and 2023, no single customer accounted for more than 10% of our revenues.

The accounting policies of the single segment are the same as those described in the summary of significant accounting policies. The chief operating decision maker ("CODM") assesses performance and decides how to allocate resources based on gross profit and net income that also is reported on the income statement as consolidated net income, cash flows from operations which are reported on the consolidated statement of cash flows, along with certain non-G.A.A.P metrics. These metrics are used to monitor budgeted versus actual results, and competitive analysis by benchmarking to the Company's competitors. Significant segment expenses include cost of sales, selling expense, and general and administrative expenses. Other segment items included in consolidated net income are interest expense, other expense, net and the provision for income taxes, which are reflected in the consolidated statements of comprehensive income. The Company's CODM are the CEO and COO together as a group.

The Company performs intra-entity sales and transfers within its single segment comprised of several vertically integrated processes including its main manufacturing operations in Colombia and distribution and installation in the United States. The Company considers its operations to be a single reporting segment because it only produces architectural glass and window systems to serve similar markets in a vertically integrated platform.

The measure of segment assets is reported on the balance sheet as total consolidated assets.

The Company's long-lived assets are distributed geographically as follows:

	Year ended December 31,	
	2025	**2024**
Colombia	$ 432,942	$ 384,090
Panamá	-	20
United States	172,635	72,243
Total long-lived assets	$ 605,577	$ 456,353

Note 6. Revenue Disaggregation, Contract Assets and Contract liabilities

Disaggregation of Total Net Sales

The Company disaggregates its sales with customers by revenue recognition method for its only segment, as the Company believes these factors affect the nature, amount, timing, and uncertainty of the Company's revenue and cash flows.

	Years ended December 31,		
	2025	**2024**	**2023**
Fixed price contracts	$ 263,577	$ 161,959	$ 128,292
Product sales	720,033	728,222	704,973
Total revenues	$ 983,610	$ 890,181	$ 833,265

The table below presents revenues distribution by end-market.

	Years ended December 31,		
	2025	**2024**	**2023**
Commercial	$ 580,191	$ 518,067	$ 497,855
Residential	403,419	372,114	335,410
Total Revenues	$ 983,610	$ 890,181	$ 833,265

Remaining Performance Obligations

As of December 31, 2025, the Company had $912.2 million of remaining performance obligations, which represents the transaction price of firm orders minus sales recognized from inception to date. Remaining performance obligations exclude letters of intent, unexercised contract options, verbal commitments, and potential orders under basic ordering agreements. The Company expects to recognize 100% of sales relating to existing performance obligations within two years, of which $492.9 million are expected to be recognized during the year ended December 31, 2026, $354.8 million during the year ended December 31, 2027, and $64.5 million thereafter.

Contract Assets and Contract Liabilities

Contract assets represent accumulated incurred costs and earned profits on contracts with customers that have been recorded as sales but have not been billed to customers and are classified as current. As a result, the timing of the satisfaction of performance obligations might differ from the timing of payments, given some conditions must be met before billing can occur. Contract assets also include a portion of the amounts billed on certain fixed price contracts that are withheld by the customer as a retainage until a final good receipt of the complete project to the customers satisfaction. Contract liabilities consist of advance payments and billings in excess of costs incurred and deferred revenue, and represent amounts received in excess of sales recognized on contracts. The Company classifies advance payments and billings in excess of costs incurred as current, and deferred revenue as current or non-current based on the expected timing of sales recognition. Contract assets and contract liabilities are determined on a contract-by-contract basis at the end of each reporting period. The non-current portion of contract liabilities is included in other liabilities in the Company's consolidated balance sheets.

The table below presents the components of net contract assets (liabilities).

	December 31, 2025	December 31, 2024
Contract assets — current	$ 31,809	$ 22,920
Contract assets — non-current	20,506	15,208
Contract liabilities — current	(149,442)	(97,979)
Contract liabilities — non-current	(1,988)	-
Net contract liabilities	$ (99,115)	$ (59,851)

The components of contract assets are presented in the table below.

	December 31, 2025	December 31, 2024
Unbilled contract receivables, gross	$ 9,084	$ 6,584
Retainage	43,231	31,544
Total contract assets	52,315	38,128
Less: current portion	31,809	22,920
Contract assets – non-current	$ 20,506	$ 15,208

The components of contract liabilities are presented in the table below.

	December 31, 2025	December 31, 2024
Billings in excess of costs	$ 104,376	$ 58,708
Advances from customers on uncompleted contracts	47,054	39,271
Total contract liabilities	151,430	97,979
Less: current portion	149,442	97,979
Contract liabilities – non-current	$ 1,988	$ -

During the year ended December 31, 2025, the Company recognized $33.4 million of sales related to its billing in excess of cost liability on January 1, 2025. During the year ended December 31, 2024, the Company recognized $15.6 million of sales related to its contract liabilities on January 1, 2024.

Note 7. Trade Accounts Receivable

Trade accounts receivable consist of the following:

	December 31,			
	2025		202	
Short-term trade accounts receivable		243,768		205,730
Less: Allowance for credit losses		(4,320)		(2,815)
Total short-term trade accounts receivable	$	239,448	$	202,915
Long term trade accounts		1,730		-
Total trade accounts receivable		**241,178**		**202,915**

The changes in the allowance for credit losses for the years ended December 31, 2025, 2024, and 2023, are as follows:

	Years ended December 31,					
	2025		2024		2023	
Balance at beginning of year	$	2,815	$	2,280	$	577
Provision for bad debts		2,606		857		2,809
Deductions and write-offs, net of foreign currency adjustment		(1,101)		(322)		(1,106)
Balance at end of year	**$**	**4,320**	**$**	**2,815**	**$**	**2,280**

Note 8. Inventories

Inventories are comprised of the following:

	December 31, 2025		December 31, 2024	
Raw materials	$	152,174	$	98,336
Work in process		27,467		16,891
Finished goods		3,222		1,248
Spares and accessories		28,662		22,215
Packing material		2,439		1,220
		213,964		**139,910**
Less: Inventory allowance		(440)		(268)
	$	**213,524**	**$**	**139,642**

Note 9. Other Current Assets

Other assets consist of the following:

	Year ended December 31,	
	2025	2024
Prepaid income taxes	$ 44,348	38,503
Derivative financial instruments	2,184	4,335
Prepaid expenses	7,837	5,721
Advances to suppliers and loans	3,523	$ 2,148
Other creditors	3,844	2,849
Employee receivables	988	776
Total	**$ 62,724**	**$ 54,332**

During the years ended December 31, 2025, 2024, and 2023, the Company recorded $3,365, 2,803, and $2,208 of prepaid expenses amortization, respectively.

Note 10. Property, Plant and Equipment

Property, plant, and equipment is comprised of the following:

	December 31, 2025	December 31, 2024
Land	$ 83,383	$ 56,142
Buildings	189,269	125,856
Machinery and equipment	356,729	265,340
Office equipment and software	13,074	10,311
Vehicles	33,469	28,933
Furniture and fixtures	4,379	3,714
Total property, plant and equipment	**680,303**	**490,296**
Accumulated depreciation	(204,144)	(145,863)
Total property, plant and equipment, net	**$ 476,159**	**$ 344,433**

Depreciation expense was $30,744, $22,225, and $18,482 for the years ended December 31, 2025, 2024, and 2023, respectively.

Note 11. Goodwill and Intangible Assets

Goodwill

The table below provides a reconciliation of the beginning and ending balances of Goodwill recorded on the Company's balance sheet:

Beginning balance – January 1, 2025	$	23,561
Continental glass acquisition PPA – June 30, 2025		6,617
Continental glass acquisition PPA adjustment – September 30, 2025		(119)
Ending balance – December 31, 2025	$	30,059

Intangible Assets, Net

Intangible assets include Miami-Dade County Notices of Acceptances ("NOA's"), which are certificates issued for approved products and required to market hurricane- resistant glass in Florida. Also, it includes the intangibles acquired from the acquisition of GM&P.

	December 31, 2025					
	Gross		Acc. Amort.		Net	
Trade Names		170		(28)		142
Software and licenses		17,217		(10,138)		7,079
Notice of Acceptances (NOAs), product designs and other intellectual property		6,260		(1,043)		5,217
Customer Relationships		670		(149)		521
Total	**$**	**24,317**	**$**	**(11,358)**	**$**	**12,959**

	December 31, 2024		
	Gross	Acc. Amort.	Net
Notice of Acceptances ("NOA's"), product designs and other intellectual property	14,263	(9,874)	4,389

The average weighted amortization period is 5 years.

During the twelve months ended December 31, 2025, 2024, and 2023, the amortization expense amounted to $2,656, $1,441, and $1,207, respectively, and was included within the general and administration expenses in our consolidated statement of operations.

The estimated aggregate amortization expense for each of the five succeeding years as of December 31, 2025, is as follows:

Year ending		(in thousands)
2026		3,562
2027		3,320
2028		2,842
2029		1,523
Thereafter		1,712
	$	12,959

Note 12. Other Long-Term Assets

Other long-term assets are comprised of the following:

	December 31,			
	2025		2024	
Real estate investments	$	4,933	$	3,828
Other long-term investments	$	1,788	$	1,670
	$	**6,721**	**$**	**5,498**

Note 13. Supplier Finance Program

Tecnoglass, Inc. has established payment times to suppliers for the purchase of goods and services, which normally range between 30 and 60 days. In the normal course of business, suppliers may require liquidity and manage, through third parties, the advanced payment of invoices. The Company allows its suppliers the option to payments in advance of an invoice due date, through a third-party finance provider or intermediary, with the purpose of allowing suppliers to obtain the required liquidity. For these purposes, suppliers present to Tecnoglass, Inc. the third-party finance provider or intermediary with whom they will carry out the finance program and establish an agreement, through which the invoices will be paid by the third-party finance provider or intermediary once Tecnoglass, Inc. has confirmed the invoices as valid. Once the Company confirms the invoices are valid, the third-party finance provider or intermediary proceeds with the payment to the supplier. Subsequently, Tecnoglass, Inc. pays the invoices for goods or services to the third-party finance provider or intermediary selected by the supplier. Payment times do not vary from those initially agreed with the supplier, as stated in the invoices factored by the supplier (i.e. between 30 and 60 days). Pursuant to the supplier finance programs, the Company has not been required to pledge any assets as security nor to provide any guarantee to third-party finance provider or intermediary.

As of December 31, 2025, the obligations outstanding related to the supplier finance program amounted to $13,206, recorded as current liabilities, in the following balance sheet lines: Trade accounts payable and accrued expenses ($11,740) & due to related parties ($1,466).

The roll forward of Tecnoglass, Inc.´s outstanding obligations confirmed as valid under its supplier finance program for the years ended December 31, 2025, and December,2024, are as follows:

	Twelve months ended December 31, 2025	Twelve months ended December 31, 2024
Confirmed Obligations outstanding at the beginning of the year	$ 1,852	$ 2,722
Invoices confirmed during the year	64,619	30,314
Confirmed invoices paid during the year	(53,265)	(31,184)
Confirmed Obligations outstanding at the end of the year	**13,206**	**1,852**

Note 14. Debt

The Company's debt is comprised of the following:

	December 31, 2025	December 31, 2024
Revolving lines of credit	$ 387	$ 600
Finance lease	41	111
Other current debt	-	378
Senior Secured Credit Facility	174,000	110,000
Less: Deferred cost of financing	(2,799)	(1,782)
Total obligations under borrowing arrangements	171,629	109,307
Less: Current portion of long-term debt and other current borrowings	427	1,087
Long-term debt	**$ 171,202**	**$ 108,220**

In September 2025, the Company entered into a new Senior Secured Credit Facility , transitioning from a term loan and revolving facility structure to a fully committed revolving facility structure which allowed the company (i) increase total committed borrowing capacity from $150 million to $500 million, (ii) reduce borrowing costs by approximately 25 basis points, and (iii) extend the initial maturity date by five years to December 2030. Borrowings under the new facility bear interest at the Secured Overnight Financing Rate (SOFR) with no floor, plus a spread of 1.25 % based on the Company's net leverage ratio (previously 1.50 % over SOFR). The effective interest rate for the facility, including deferred issuance costs, is 6.98 % as of December 31, 2025. The Company incurred total costs and fees of $2,783 in lender fees which were capitalized as deferred financing costs, and are presented as a deduction from the related debt liability.

The transaction was accounted for as a debt extinguishment under ASC 470-50. Accordingly, the prior term-loan and revolving credit facilities were derecognized, and the new revolving facility was initially recognized at its principal amount, net of deferred financing costs. As a result, the Company recognized a loss on extinguishment of debt of $1,354, representing $1,302 for the write-off of the remaining unamortized deferred financing costs related to the prior term-loan and revolving credit facilities, and $52 of termination costs associated with closing the prior facility. Cash proceeds from the new facility and repayments of the extinguished debt are reflected within financing activities in the condensed consolidated statements of cash flows. Of the $2,783 of total fees incurred, $1,803 were deducted from the gross proceeds and presented net within "Proceeds from debt," with the remaining $980 recorded as cash outflows classified under "Deferred financing costs and debt issuance fees" within financing activities. During Q4 2025, the company drew down $60 million from its revolving credit facility.

Maturities of long-term debt and other current borrowings as of December 31, 2025, are as follows:

2026	427
2027	-
2028	-
2029	-
2030	174,000
Total	$ 174,427

The Company's loans have maturities ranging from a few weeks to 3 years. Our credit facilities bear interest at a weighted average of 5.15% as of December 31, 2025.

Interest expense and deferred financing cost is comprised of the following:

	Years ended December 31,		
	2025	2024	2023
Interest expense	$ 5,965	$ 6,219	$ 7,935
Deferred financing cost	935	1,214	1,243
Derivative financial instrument gain	(3,455)	-	-
Interest expense and deferred financing cost	**$ 3,445**	**$ 7,433**	**$ 9,178**

Note 15. Income Taxes

The components of income before taxes are as follows:

	Twelve months ended December 31,		
	2025	2024	2023
United States	109,898	48,399	47,623
Foreign	125,394	176,759	213,792
Income before taxes	235,292	225,158	261,414

The components of income tax expense are as follows:

	Twelve months ended December 31,		
	2025	2024	2023
Current income tax			
Federal	$ (22,817)	$ (9,535)	$ (9,895)
State and local	(7,186)	(2,594)	(2,667)
Foreign	(38,100)	(53,590)	(56,996)
Total current income tax	(68,103)	(65,719)	(69,558)
Deferred income tax			
Federal	1,911	124	260
State and local	235	88	72
Foreign	5,477	1,658	(8,679)
Total deferred income tax	7,623	1,870	(8,346)
Total income tax provision	$ (75,726)	$ (63,849)	$ (77,904)

The Company has the following deferred tax assets and liabilities:

	Year ended December 31,	
	2025	2024
Deferred tax assets:		
Property, plant and equipment adjustments	207	52
Tax benefit on installation of renewable energy project	-	83
Depreciation	821	635
Accounts payable and debt	647	223
Foreign currency transactions	1,919	2,440
Other	1,015	58
Total deferred tax assets	$ 4,609	$ 3,491
Deferred tax liabilities:		
Depreciation and Amortization	(6,396)	(7,902)
Property, plant and equipment adjustments	(4,753)	-
Other	(2,403)	(1,966)
Foreign currency transactions	(12,204)	(4,757)
Total deferred tax liabilities	$ (25,756)	$ (14,625)
Net deferred tax	**$ (21,147)**	**$ (11,134)**

A reconciliation of the statutory tax rate to the Company's effective tax rate is as follows:

	Year ended December 31, 2025	
	$ Amount	%
Tax provision at the U.S. federal statutory rate	49,411	21.0%
State and local income tax, net of federal income tax effect (1)	6,023	2.6%
Foreign tax effects:		
Statutory tax rate difference between Colombia and United States	17,180	7.3%
Other	1,795	0.8%
Other	1,317	0.5%
Income tax expense and effective income tax rate	75,726	32.2%

(1) The state that contributed the majority of the effect in this category was Florida.

The Company is incorporated in the Cayman Islands, which does not impose corporate income taxes. For purposes of the rate reconciliation, the Company uses the U.S. federal statutory rate of 21%, as the majority of its operating revenue is generated in the United States.

As previously disclosed for the years ended December 31, 2024 and 2023, prior to the adoption of ASU 2023-09, the following is a reconciliation of the difference between the effective income tax rate and the statutory tax rate:

	Year ended December 31,	
	2024	2023
Income tax expense at statutory rates	31.2%	33.0%
Non-deductible expenses	1.5%	0.9%
Non-taxable income	-4.3%	-1.2%
Effective tax rate	28.4%	29.8%

No single individual item contributed significantly to the reconciliation of the Company's effective tax rate to the statutory rate during the year ended December 31, 2024 and 2023.

Income taxes paid, net of refunds, during the periods presented were as follows:

	2025
Income taxes paid:	
Domestic:	
Federal	19,911
State	3,246
Foreign:	
Colombia	52,901
Other	52
Total cash taxes paid	$ 76,110

We are subject to taxation in the U.S. and various state and foreign jurisdictions. Primarily the state of Florida, the Republic of Colombia and the Republic of Panama. As of December 31, 2025, our tax years 2020 to 2024 remain subject to examination by tax authorities.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was enacted, reinstating 100% bonus depreciation, increasing Section 179 expensing limits, modifying the Section 163(j) interest limitation, full expensing of domestic R&D and deductibility of qualified production structures. As these provisions are temporary in nature, their current and deferred tax effects offset, resulting in no material impact on the Company's effective tax rate.

Note 16. Hedging Activities and Fair Value Measurements

Hedging Activity

During the quarter ended March 31, 2022, we entered into several interest rate swap contracts thorough November of 2026 to hedge the interest rate fluctuations related to our outstanding debt. The effective date of the contract is December 31, 2022 and, thus, we shall have payment dates each quarter, commencing March 31 2023. During the quarter ended December 31, 2024, we entered into several foreign currency non-delivery option contracts to hedge the fluctuations in the exchange rate between the Colombian Peso and the U.S. Dollar. Our contracts are designated as cash flow hedges since they are highly effective in offsetting changes in the cash flows attributable to forecasted LIBOR and Colombian Peso denominated costs and expenses, respectively.

We record our hedge contracts at fair value and consider our credit risk for contracts in a liability position, and our counter-party's credit risk for contracts in an asset position, in determining fair value. We assess our counter-party's risk of non-performance when measuring the fair value of financial instruments in an asset position by evaluating their financial position, including cash on hand, as well as their credit ratings.

Due to the Libor discontinuation, on June 21, 2023, the Company amended the Interest Rate Swap contract from Libor 1 Month plus spread to SOFR 3 Months plus spread. The settlements of the instruments remain under the existing conditions; however, the fixed leg goes from 1.93% to 1.87%. Regarding the conditions of our outstanding debt, only Libor was replaced by SOFR, maintaining the other initial conditions.

On September 4, 2025 Tecnoglass, Inc amended its senior secured revolving credit facility to (i) increase the borrowing capacity under its committed Line of credit from $150 million to $500 million, (ii) reduce its borrowing costs by an approximate 25 basis points, and (iii) extend the initial maturity date by five years to the end of 2030. Borrowings under the credit facility will now bear interest at the Secured Overnight Financing Rate (SOFR) with no floor plus a spread of 1.25%, based on the Company's net leverage ratio, compared to a prior spread of 1.50%. The facility was led by Wells Fargo Bank N.A. as Administrative Agent; with BMO Bank N.A, Citibank N.A, Citizens Bank N.A, First Citizens Bank & Trust Company and J.P. Morgan Chase Bank N.A, as Joint Lead Arrangers.

As of December 31, 2025, the fair value of our interest rate swap and foreign currency non-delivery option contracts was in a net asset position of $2.2 million. We had 4 outstanding interest rate swap contracts of $110 million through November 2026 as an economic hedge and 6 nondelivery option contracts to exchange $15 million U.S. Dollars to Colombian Pesos through June 2026.

Because of the discontinuation of the hedge accounting for the interest rate swap in Q2 of 2025, we didn't assess the effectiveness of this instrument.

The gain or loss on our foreign currency non-delivery option contracts are reported as a component of the earnings. The change in the fair value of the interest rate swap designated as an economic hedge will be included in earnings at the moment of its valuation.

As of December 31,2025, there are not no gains or losses, net, recognized in the "accumulated other comprehensive income" for non-delivery option and interest rate swap contracts.

The fair value of our interest rate swap and foreign currency non-delivery option hedges is classified in the accompanying consolidated balance sheets, as of December 31, 2025, as follows:

	Derivative Assets		**Derivative Liabilities**	
Derivatives designated as hedging instruments	**December 31, 2025**		**December 31, 2025**	
under Subtopic 815-20:	**Balance Sheet Location**	**Fair Value**	**Balance Sheet Location**	**Fair Value**
Derivative instruments:				
Interest Rate Swap Contracts	Other current assets	$ 2,070	Accrued liabilities	$ -
foreign currency non-delivery forwards	Trade accounts Receivable, net	113		-
Total derivative instruments	Total derivative assets	$ 2,183	Total derivative liabilities	$ -

The fair value of our interest rate swap and foreign currency non-delivery forward hedges is classified in the accompanying consolidated balance sheets, as of December 31, 2024, as follows:

Derivatives designated as hedging instruments under Subtopic 815-20:	Derivative Assets December 31, 2024 Balance Sheet Location	Fair Value	Derivative Liabilities December 31, 2024 Balance Sheet Location	Fair Value
Derivative instruments:				
Interest Rate Swap Contracts	Other current assets	$ 4,311	Accrued liabilities	$ -
foreign currency non-delivery forwards		16		-
Total derivative instruments	Total derivative assets	$ 4,327	Total derivative liabilities	$ -

The ending accumulated balance for foreign currency non-delivery option contracts included in earnings, net of tax, was $73 as of December 31,2025, comprised of a derivative gain of $113 and an associated net tax liability of $40; compared to $4,322 as of December 31,2024, comprised of a derivative gain of $4,327 and an associated net tax liability of $5. The ending accumulated balance for the interest rate swap contracts included in accumulated other comprehensive income was $6,453 as of December 31,2023.

The following table presents the gains (losses) on derivative financial instruments, and their classifications within the accompanying consolidated financial statements, for the twelve months ended December 31, 2025, and 2024:

Location of Gain or (Loss) Reclassified from accumulated OCI (Loss) into Income	Derivatives in Cash Flow Hedging Relationships Amount of Gain or (Loss) Recognized in OCI (Loss) on Derivatives Twelve Months Ended December 31, 2025	December 31, 2024	December 31, 2023
Interest Rate Swap and foreign currency non-delivery forwards Contracts	$ (4,105)	$ (2,131)	$ (2,734)

	2025	2024	2023
Operating revenues	$ 6,839	$ (10)	$ 2,523
Interest (expense), net of deferred cost of financing	$ 4,703	$ 4,092	$ 3,857
Total	**$ 11,542**	**$ 4,082**	**$ 6,380**

Fair Value Measurements

The Company accounts for financial assets and liabilities in accordance with accounting standards that define fair value and establish a framework for measuring fair value. The hierarchy prioritizes the inputs into three broad levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's assumptions used to measure assets and liabilities at fair value. A financial asset's or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and advances from customers approximate their fair value due to their relatively short-term maturities. The Company bases its fair value estimate for long term debt obligations on its internal valuation that all debt is floating rate debt based on current interest rates.

The fair values of derivatives used to manage interest rate risks are based on LIBOR rates and interest rate swap curves. Measurement of our derivative assets and liabilities is considered a level 2 measurement. To carry out the swap valuation, the definition of the fixed leg (obligation) and variable leg (right) is used. Once the projected flows are obtained in both fixed and variable rates, the regression analysis is performed for prospective effectiveness test. The projection curve contains the forward interest rates to project flows at a variable rate and the discount curve contains the interest rates to discount future flows, using the one-month USD Libor curve.

As of December 31, 2025, financial instruments carried at amortized cost that do not approximate fair value consist of long-term debt. See Note 14–- Debt. The fair value of long-term debt was calculated based on an analysis of future cash flows discounted with our average cost of debt, which is based on market rates, which are level 2 inputs.

The following table summarizes the fair value and carrying amounts of our long-term debt:

	December 31, 2025	December 31, 2024
Fair Value	170,727	109,341
Carrying Value	171,202	108,220

Note 17. Related Parties

The following is a summary of assets, liabilities, and income transactions with all related parties:

	December 31, 2025	December 31, 2024
Due from related parties:		
Alutrafic Led SAS	525	629
Studio Avanti SAS	403	301
Prisma Glass LLC	404	375
Fundación Tecnoglass-ESWindows	71	809
Due from other related parties	599	560
Total due from related parties	**$ 2,002**	**$ 2,674**
Due to related parties:		
Vidrio Andino (St. Gobain)	5,717	5,660
Due from other related parties	5,164	4,204
Total due to related parties	**$ 10,881**	**$ 9,864**

	Year ended December 31,		
	2025	**2024**	**2023**
Sales to related parties:			
Prisma Glass LLC	1,998	1,197	761
Alutrafic Led SAS	$ 1,121	$ 1,082	$ 816
Studio Avanti SAS	995	761	585
Sales to other related parties	285	74	224
	$ 4,399	**$ 3,114**	**$ 2,386**

Alutrafic Led SAS

In the ordinary course of business, we sell products to Alutrafic Led SAS ("Alutrafic"), a fabricator of electrical lighting equipment. Affiliates of Jose Daes and Christian Daes, the Company's Chief Executive Officer and Chief Operating Officer, respectively, have an ownership stake in Alutrafic. We sold $1,121, $1,082, and $816 to Alutrafic during fiscal years 2025, 2024, and 2023, respectively. We had outstanding accounts receivable from Alutrafic for $525 and $629 as of December 31, 2025, and December 31, 2024, respectively.

Fundacion Tecnoglass-ESWindows

Fundacion Tecnoglass-ESWindows is a non-profit organization set up by the Company to carry out social causes in the communities around where we operate. During the years ended December 31, 2025, 2024, and 2023, we made charitable contributions for $4,604, $3,396, and $3,265 respectively.

Prisma-Glass LLC

In the ordinary course of business, we sell products to Prisma-Glass LLC a distributer and installer of architectural systems in Florida that is owned and controlled by family members of Christian Daes, the Company's COO. We sold $1,998, $1,197, and $761 to Prisma-Glass LLC during fiscal years 2025, 2024, and 2023, respectively, and had outstanding accounts receivable of $404, and $375 as of December 31, 2025. And 2024, respectively.

Santa Maria del Mar SAS

In the ordinary course of business, we purchase fuel for use at our manufacturing facilities from Estación Santa Maria del Mar SAS, a gas station located near our manufacturing campus which is owned by affiliates of Jose Daes and Christian Daes, the Company's Chief Executive Officer and Chief Operating Officer, respectively. During the years ended December 31, 2025, 2024, and 2023, we purchased $1,114, $1,199, and $1,315, respectively.

Studio Avanti SAS

In the ordinary course of business, we sell products to Studio Avanti SAS ("Avanti"), a distributer and installer of architectural systems in Colombia. Avanti is owned and controlled by Alberto Velilla, who is director of Energy Holding Corporation, the controlling shareholder of the Company. We sold $995, $761, and $585, to Avanti during fiscal years 2025, 2024, and 2023, respectively, and had outstanding accounts receivable from Avanti for $403 and $301 as of December 31, 2025, and 2024, respectively.

Vidrio Andino Joint Venture

In 2019 we entered into a joint venture agreement with Saint-Gobain, a world leader in the production of float glass, a key component of our manufacturing process, whereby we acquired a 25.8% minority ownership interest in Vidrio Andino, a Colombia-based subsidiary of Saint-Gobain. Income from this investment is recorded using the equity method and is presented within the Consolidated Statement of Operations as a component of non-operating income as the Company is not subject to income tax over this investment.

The joint venture agreement includes plans to build a new plant that will be located approximately 20 miles from our primary manufacturing facility in Barranquilla Colombia, in which we will also have a 25.8% interest. The new plant will be funded with proceeds from the original cash contribution made by us, operating cash flows from the Bogota plant, debt incurred at the joint venture level that will not be consolidated into our company.

In the ordinary course of business, we purchased $41,018, $31,310, and $32,036, from Vidrio Andino in 2025, 2024, and 2023, respectively. As of December 31, 2025, and 2024, we had outstanding payables to Vidrio Andino for $5,717 and $5,660, respectively. We recorded equity method income of $2,658, $5,397, and $5,013, on our Consolidated Statement of Operations during the years ended December 31, 2025, 2024, and 2023, respectively. We received a dividend payment of $8,914 and $2,703 from Vidrio Andino During the years ended December 31, 2025 and 2024, respectively.

Zofracosta SA

We have an investment in Zofracosta SA, a real estate holding company located in the vicinity of the proposed glass plant being built through our Vidrio Andino joint venture, recorded at $810 and $690 as of December 31, 2025, and December 31, 2024, respectively. Affiliates of Jose Daes and Christian Daes have a majority ownership stake in Zofracosta SA.

Note 18. Commitments and Contingencies

Commitments

As of December 31, 2025, the Company had outstanding obligations to purchase an aggregate of at least $161,669 of certain raw materials from a specific supplier before February 28, 2033, and an aggregate of at least $9,336 of certain raw materials from a specific supplier through 2028.

Additionally, in connection with the joint venture agreement the Company consummated with Saint-Gobain on May 3, 2019, further described in Note 4. Long Term Investments, the Company acquired a contingent obligation to purchase minimum volumes of float glass once the new plant located close to the Company's actual manufacturing facilities commences operations.

Guarantees

As of December 31, 2025, the Company does not have guarantees on behalf of other parties.

General Legal Matters

From time to time, the Company is involved in legal matters arising in the regular course of business. Some disputes are derived directly from our construction projects, related to supply and installation, and even though deemed ordinary; they may involve significant monetary damages. We are also subject to other type of litigations arising from employment practices, worker's compensation, automobile claims and general liability. It is very difficult to predict precisely what the outcome of these litigations might be. However, with the information at out disposition as this time, there are no indications that such claims will result in a material adverse effect on the business, financial condition or results of operations of the Company.

Note 19. Shareholders' Equity

Preferred Shares

Tecnoglass is authorized to issue 1,000,000 preferred shares with a par value of $0.0001 per share with such designation, rights and preferences as may be determined from time to time by the Company's board of directors.

As of December 31, 2025, there are no preferred shares issued or outstanding.

Ordinary Shares

The Company is authorized to issue 100,000,000 ordinary shares with a par value of $0.0001 per share. As of December 31, 2025, a total of 46,389,146 Ordinary shares were issued, of which 44,737,726 were outstanding.

Legal Reserve

Colombian regulation requires that companies retain 10% of net income until it accumulates at least 50% of subscribed and paid in capital. The amount recorded meets this standard.

Treasury Stock

During the fiscal year ended December 31, 2025, The Company repurchased and held 1,651,420 shares of its common stock for an aggregate purchase price of $79.2 million as part of its existing share repurchase program to enhance long-term stockholders value.

Treasury stock is recorded at cost and presented as a reduction of stockholders' equity in the accompanying Consolidated Balance Sheets. As of December 31, 2025, treasury shares are carried at their aggregate repurchase cost of $79.2 million.

Earnings per Share

The following table sets forth the computation of the basic and diluted earnings per share for the years ended December 31, 2025, 2024, and 2023:

	Twelve months ended December 31,		
	2025	**2024**	**2023**
Numerator for basic and diluted earnings per shares			
Net Income attributable to parent	$ 159,566	$ 161,309	$ 182,882
Denominator			
Denominator for basic earnings per ordinary share - weighted average shares outstanding	46,678,093	46,996,168	47,508,980
Effect of dilutive securities and stock dividend	-	-	-
Denominator for diluted earnings per ordinary share - weighted average shares outstanding	46,678,093	46,996,168	47,508,980
Basic earnings per ordinary share	$ 3.42	$ 3.43	$ 3.85
Diluted earnings per ordinary share	$ 3.42	$ 3.43	$ 3.85

Long Term Incentive Compensation Plan

On December 20, 2013, our shareholders approved our 2013 Long-Term Equity Incentive Plan ("2013 Plan"). Under the 2013 Plan, 1,593,917 ordinary shares are reserved for issuance in accordance with the plan's terms to eligible employees, officers, directors and consultants. As of December 31, 2025, no awards have been made since the inception of 2013 Plan.

Dividend

In December 2025, the Board of Directors approved a quarterly dividend of $0.15 per share, or $0.60 per share on an annualized basis. Shareholders of record as of the close of business on December 31, 2025 were paid a dividend of $0.15 on January 30, 2025.

The payment of any dividends is ultimately within the discretion of our Board of Directors. The payment of dividends in the future, if any, will be contingent upon our revenues and earnings, if any, capital requirements and our general financial condition and limitations imposed by our outstanding indebtedness.

Dividend declarations and the establishment of future record and payment dates are subject to the Board of Directors' continuing determination that the dividend policy is in the best interests of the Company and its shareholders. The dividend policy may be changed or cancelled at the discretion of the Board of Directors at any time.

Note 20. Operating Expenses

Selling expenses for the years ended December 31, 2025, 2024, and 2023, were comprised of the following:

	Twelve months ended December 31,		
	2025	**2024**	**2023**
Shipping and handling	42,117	$ 40,659	$ 38,460
Sales commissions	13,042	12,533	11,331
Personnel	15,095	12,379	9,300
Services	2,951	2,781	2,479
Accounts receivable provision	2,606	857	2,809
Packaging	131	1,518	1,707
Taxes / Tariffs	20,478	1,672	193
Travel	2,368	2,061	1,242
Other selling expenses	6,640	6,838	540
Total Selling Expense	**105,428**	**$ 81,298**	**$ 68,061**

General and administrative expenses for the years ended December 31, 2025, 2024, and 2023, were comprised of the following:

	Twelve months ended December 31,		
	2025	**2024**	**2023**
Personnel	$ 25,565	$ 17,288	$ 15,223
Related parties	19,775	18,925	14,518
Services	5,040	4,996	5,032
Depreciation and amortization	7,872	4,623	3,829
Professional fees	8,814	7,741	5,022
Insurance	4,761	3,930	3,329
Taxes	3,365	1,745	1,324
Bank charges and tax on financial transactions	5,173	4,638	4,168
Rent expense	841	480	559
Strategic Review related expenses	-	1,846	-
Project specific legal expenses	-	-	5,023
Other expenses	9,676	5,461	5,084
Total General and administrative expenses	**$ 90,882**	**$ 71,673**	**$ 63,111**

Note 21. Non-Operating Income and Expenses

Non-operating income and expenses, net on our consolidated statement of operations amounted to an income of $3,127, $5,858 million, and $5,131 million, for the years ended December 31, 2025, 2024, and 2023, respectively. These amounts are primarily comprised of rental properties and gains on sale of scrap materials as well as non-operating expenses related to certain charitable contributions outside of the company's direct sphere of influence.

During the year ended December 31, 2025, the Company recorded a non-operating gain of $3,756 associated with foreign currency transactions gains. Comparatively, the Company recorded a net loss of $5,665 during the year ended December 31, 2024, within the statement of operations. The company recorded net gain of $686 during the year ended December 31, 2023, within the statement of operations.