

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of Earliest Event Reported): June 17, 2025

ARGAN, INC.

(Exact Name of Registrant as Specified in its Charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>001-31756</u> (Commission File Number)	<u>13-1947195</u> (IRS Employer Identification No.)
<u>4075 Wilson Boulevard, Suite 440, Arlington, Virginia</u> (Address of Principal Executive Offices)		<u>22203</u> (Zip Code)

Registrant's telephone number, including area code: (301) 315-0027

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

<u>Title of Each Class:</u>	<u>Trading Symbol(s):</u>	<u>Name of Each Exchange on Which Registered:</u>
Common Stock, \$0.15 Par Value	AGX	New York Stock Exchange

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2025 Annual Meeting of the Stockholders of Argan, Inc. ("Argan" or the "Company") held on June 17, 2025, the following five (5) matters were resolved by the stockholders of Argan.

- (1) The election of the following nine (9) members to the Board of Directors of the Company (the "Board"), each to serve until the 2026 Annual Meeting of Stockholders and until his/her successor has been elected and qualified or until his/her earlier resignation, death or removal:
 - Lisa L. Alexander
 - Cynthia A. Flanders
 - Peter W. Getsinger
 - William F. Griffin, Jr.
 - John R. Jeffrey, Jr.
 - William F. Leimkuhler
 - James W. Quinn
 - Karen A. Sweeney
 - David H. Watson
- (2) The non-binding advisory approval of the Company's executive compensation (the "say-on-pay" vote).
- (3) The non-binding advisory vote on the frequency of the stockholder vote on the Company's executive compensation (the "say-on-frequency" vote).
- (4) The approval of an amendment to the Company's Certificate of Incorporation to limit the personal liability of certain officers in addition to the Company's directors.
- (5) The ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accountants for the fiscal year ending January 31, 2026.

Item 8.01. Other Events.

On June 17, 2025, Argan issued a press release announcing that its Board declared a regular quarterly cash dividend in the amount of \$0.375 per share of common stock, payable on July 31, 2025 to stockholders of record at the close of business on July 23, 2025.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Results of Voting at the 2025 Annual Meeting of the Stockholders of Argan, Inc.
99.2	Press Release issued by Argan on June 17, 2025
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARGAN, INC.

Date: June 17, 2025

By: /s/ Joshua S. Baugher

Joshua S. Baugher

Senior Vice President, Chief Financial Officer and
Treasurer

ARGAN, INC.
RESULTS OF VOTING
2025 ANNUAL MEETING OF THE STOCKHOLDERS OF ARGAN, INC.
June 17, 2025

- (1) The election of the following nine (9) directors to the Board of Directors of the Company, each to serve until the 2026 Annual Meeting of Stockholders and until his/her successor has been elected and qualified or until his/her earlier resignation, death or removal.

The results of the voting were as follows:

NAME OF DIRECTOR	FOR	WITHHELD	BROKER NON-VOTES
Lisa L. Alexander	9,767,417	85,863	1,752,326
Cynthia A. Flanders	9,242,585	610,695	1,752,326
Peter W. Getsinger	9,784,858	68,422	1,752,326
William F. Griffin, Jr.	9,753,839	99,441	1,752,326
John R. Jeffrey, Jr.	9,761,904	91,376	1,752,326
William F. Leimkuhler	9,419,442	433,838	1,752,326
James W. Quinn	9,436,542	416,738	1,752,326
Karen A. Sweeney	9,744,215	109,065	1,752,326
David H. Watson	9,707,814	145,466	1,752,326

- (2) The non-binding advisory approval of the Company's executive compensation (the "say-on-pay" vote).

The result of the voting was as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
9,011,132	810,416	31,732	1,752,326

- (3) The non-binding advisory vote on the frequency of the stockholder vote on the Company's executive compensation (the "say-on-frequency" vote).

The result of the voting was as follows:

EVERY YEAR	EVERY TWO YEARS	EVERY THREE YEARS	ABSTAIN	BROKER NON-VOTES
9,382,351	4,909	455,128	10,892	1,752,326

- (4) The approval of an amendment to the Company's Certificate of Incorporation to limit the personal liability of certain officers in addition to the Company's directors.

The result of the voting was as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
8,554,758	1,271,849	26,673	1,752,326

- (5) The ratification of the appointment of Grant Thornton LLP as the Company’s independent registered public accountants for the fiscal year ending January 31, 2026.

The result of the voting was as follows:

FOR	AGAINST	ABSTAIN
11,521,610	76,957	7,039



ARGAN, INC. DECLARES REGULAR QUARTERLY CASH DIVIDEND OF \$0.375 PER COMMON SHARE

June 17, 2025 – ARLINGTON, VA –**Argan, Inc.** (NYSE: AGX) ("Argan" or the "Company") today announces that its Board of Directors (the "Board") declared a regular quarterly cash dividend in the amount of \$0.375 per share of common stock. The dividend will be payable on July 31, 2025, to stockholders of record at the close of business on July 23, 2025.

David Watson, President and Chief Executive Officer of Argan commented, "Argan has paid dividends consistently since 2011 and has returned over \$217 million to shareholders during that time. Our regular quarterly dividend has grown from \$0.25 per share to \$0.375 per share over the last two years, representing a 50% increase. This growth reflects Argan's strong balance sheet, confidence in future earnings growth, and long-term commitment to returning capital to shareholders.

In addition, I want to thank Rainer Bosselmann, Argan's founder and former Chief Executive Officer and Chairman of the Board, who has completed his final term as a director. Rainer's vision and entrepreneurial spirit laid the groundwork for the Company's sustained performance and long-term value creation. We are deeply grateful for his enduring contributions to Argan's success and culture."

About Argan, Inc.

Argan's primary business is providing a full range of construction and related services to the power industry. Argan's service offerings focus on the engineering, procurement and construction of natural gas-fired power plants and renewable energy facilities, along with related commissioning, maintenance, project development and technical consulting services, through its Gemma Power Systems and Atlantic Projects Company operations. Argan also owns The Roberts Company, which is a fully integrated industrial construction, fabrication and plant services company, and SMC Infrastructure Solutions, which provides telecommunications infrastructure services.

Safe Harbor Statement

Certain matters discussed in this press release may constitute forward-looking statements within the meaning of the federal securities laws. Reference is hereby made to the cautionary statements made by the Company with respect to risk factors set forth in its most recent reports on Form 10-K, Forms 10-Q and other SEC filings. The Company's future financial performance is subject to risks and uncertainties including, but not limited to, the successful addition of new contracts to project backlog, the receipt of corresponding notices to proceed with contract activities, the Company's ability to successfully complete the projects that it obtains. Actual results and the timing of certain events could differ materially from those projected in or contemplated by the forward-looking statements due to the risk factors highlighted above and described regularly in the Company's SEC filings.

Company Contact:

David Watson

301.315.0027

Investor Relations Contacts:

John Nesbett/Jennifer Belodeau

IMS Investor Relations

203.972.9200

argan@imsinvestorrelations.com
