UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN

CITY PENSION FUND FOR FIREFIGHTERS AND POLICE OFFICERS IN THE CITY OF TAMPA, Individually and on Behalf of All Others Similarly Situated, Plaintiff, v. BADGER METER, INC., KENNETH C. BOCKHORST, ROBERT A. WROCKLAGE, and DANIEL R. WELTZIEN, Defendants.	Case No. 2:26-CV-01832-JPS CLASS ACTION **AMENDED COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS** **JURY TRIAL DEMANDED**

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Court-appointed Lead Plaintiff City Pension Fund for Firefighters and Police Officers in the City of Tampa ("Tampa" or "Lead Plaintiff") alleges fraud-based claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder on behalf of all purchasers of Badger Meter common stock from April 18, 2024 to April 16, 2026, both inclusive (the "Class Period"), against Badger Meter, Inc. ("Badger Meter" or the "Company"), Kenneth C. Bockhorst, Robert A. Wrocklage, and Daniel R. Weltzien (together, the "Individual Defendants," and with Badger Meter, the "Defendants").

Lead Plaintiff, by and through its counsel ("Lead Counsel"), alleges the following upon personal knowledge as to itself and its own acts, and upon information and belief as to all other matters based on, among other things, the independent investigation conducted by and through Lead Counsel. This investigation included, but was not limited to, a review and analysis of public filings by Badger Meter with the Securities and Exchange Commission ("SEC"); transcripts of Badger Meter conferences with investors and analysts; press releases, media reports, and other information issued and disseminated by the Company; analyst reports concerning Badger Meter; other public information and data regarding the Company; and interviews with former Badger Meter employees.[1]

I. SUMMARY OF THE ACTION

1. This securities class action arises from Defendants' false and misleading statements and omissions concerning the sustainability of demand for Badger Meter's products in 2024 and 2025. Defendants portrayed the Company's extraordinary post-pandemic results as the product of durable demand for replacement equipment, favorable industry fundamentals, robust order pacing, and a resilient business model. In reality, Badger Meter's reported success resulted from

[1] Emphasis is added and citations are omitted unless otherwise noted.

unsustainable and undisclosed pull-forward activity: the Company urged customers to accept products months ahead of their intended delivery dates so that it could recognize the associated revenue earlier.

2. These pull-forward sales secretly accelerated revenue that was slated for later periods into the present quarter, thereby inflating earnings and robbing future periods' profits. Through this unsustainable practice Defendants materially misled investors about Badger Meter's sources of revenue and profits and weakening underlying order activity.

3. With Badger Meter's share price artificially inflated by Defendants' false and misleading statements and omissions, the Individual Defendants reaped concrete personal profits. CEO Bockhorst pocketed approximately $4 million in insider stock sales during the Class Period. And both Bockhorst and CFO Wrocklage received performance-related compensation totaling over $11,000,000 during the Class Period on the basis of the Company's inflated earnings.

4. Contrary to reality, Defendants' messaging during the Class Period of April 18, 2024 through April 16, 2026, centered on profit sustainability. They repeatedly assured investors that Badger Meter's growth benefited from stable, replacement-driven demand and long-term industry trends rather than temporary pandemic conditions, pulling forward sales from the Company's scheduled sales, or accelerated shipments. Specifically, Defendants attributed Badger Meter's performance to "ongoing favorable industry fundamentals," assured investors that results "demonstrate[d] the resilience and durability of our replacement-driven business amidst a volatile macroeconomic environment," and repeatedly touted that demand for Badger Meter's products continued to be "strong," "robust," "steady," and "resilient."

5. Most glaringly, on April 17, 2025, when an analyst specifically asked whether customers had pulled orders forward, Defendant CEO Kenneth Bockhorst expressly stated: "***end***

users really, in many ways, cannot pull forward because they can't really put them into meter pits or homes faster and they don't have the warehouse space to typically hold it" and "***we've not seen large pull forward orders***" for distributors. He concluded the Company was experiencing "***a pretty normal order environment.***"

6. Those assurances were fraudulent. As detailed herein, former Badger Meter employees explained that by 2024, Badger Meter management directed employees to identify orders scheduled for future periods (the so-called "backlog"), contact customers to obtain early acceptance, and ship available products before their scheduled delivery dates to fill current-period revenue gaps. Customers that lacked storage space were warned that they could lose their place in line. In other instances, Badger Meter Project Managers expedited product shipments even when the inventory was not needed by the client or installer. Because Badger Meter generally recognized product revenue upon shipment or delivery, accelerated shipments moved revenue from a future reporting period into the present one. Thus, while Defendants told investors during the Class Period that end users could not pull forward and that the order environment was normal, the Company itself was secretly initiating and intensifying pull forwards to preserve the appearance of strong, sustainable demand. In other words, Defendants personally reported facts about the Company that were completely at odds with reality.

7. Defendants' fraud caused Lead Plaintiff and other Badger Meter investors material harm. Indeed, following Defendants' first set of false statements and omissions on April 18, 2024, Badger Meter's stock increased approximately 16.7%, from $153.00 at the close of trading on April 17, 2024 to $178.48 at the close of trading on April 18, 2024. It continued to steadily rise as Defendants' fraud continued, climbing to a Class Period high of $254.17 on June 3, 2025, approximately six weeks after Defendant Bockhorst told investors on April 17, 2025 that

customers could not accept pull-forward orders. After the truth was revealed through a series of partial corrective disclosures from July 2025 to April 2026, Badger Meter's stock sharply declined, closing at $115.54 per share on April 17, 2026. Since then, it has not even come close to its Class Period high, averaging approximately $131.00 per share between April 17, 2026, and October 29, 2026.

* * *

8. Badger Meter manufactures and sells water measurement and management products to municipal and regional water utilities, municipalities, contractors, water-system operators, and commercial and industrial customers. Its traditional products included mechanical water meters, but in recent years the Company has expanded its product offerings to include advanced metering infrastructure ("AMI"), including communications endpoints, cloud-based software, analytics, water-quality and sewer-monitoring sensors, and related smart-water technologies.

9. Badger Meter's revenue-recognition practices made shipment timing particularly important. The Company recognizes revenue from product sales when control passes to the customer, typically upon shipment or delivery under the applicable customer arrangement. Thus, accelerating shipments allows Badger Meter to recognize revenue months before an order is originally scheduled to ship. Pull-forward sales therefore increase current-period revenue without creating a new sale and necessarily reduce the revenue available in the period when the product otherwise would have been delivered.

10. Before the COVID-19 pandemic, Badger Meter was a comparatively modest-growth company. Net sales were $402.4 million in 2017 and $433.7 million in 2018, then declined to $424.6 million in 2019. Total sales in 2020 were $425.5 million, approximately flat with 2019.

Analysts described organic growth in the Company's core utility-water market as "lackluster," domestic municipal sales as "roughly flat," and demand as "relatively tepid."

11. The pandemic transformed Badger Meter's operating environment. Remote-work requirements and restrictions on in-person meter reading accelerated utilities' adoption of AMI and other remote-reading technologies. Federal stimulus funding, including American Rescue Plan Act ("ARPA") funds, for water and sewer infrastructure, further supported municipal spending.

12. Badger Meter's sales surged as a result. Total sales increased 19% to $505.2 million in 2021, rose another 12% to $565.6 million in 2022, and increased 24% to $703.6 million in 2023. Utility Water sales grew 21% in 2021, 14% in 2022, and 28% in 2023. Before the Class Period, Defendants represented that these results demonstrated the durability of Badger Meter's replacement-driven business and the strength of secular AMI demand. They emphasized "continued robust order pacing," a "strong bid funnel" (i.e., orders that were to be shipped in the future), "record backlog," and "sustainable growth," while declining to quantify the backlog or identify how much reported growth resulted from converting orders accumulated during the pandemic.

13. By early 2024, however, the temporary conditions that had fueled the Company's extraordinary growth were reversing. Supply chains normalized, pandemic-driven advance ordering receded, stimulus-funded spending approached its end, elevated backlog was being converted, and large AMI projects were nearing completion without new replacement projects on the horizon. Municipalities that had accelerated replacement purchases during the pandemic had correspondingly less replacement demand available in later periods. The Company also faced customer complaints, litigation, and demand loss associated with product defects.

14. Notwithstanding those adverse trends, Defendants continued to describe demand as robust, stable, and sustainable during the Class Period. For example, in April 2024, Bockhorst said that Badger Meter continued to see "robust order pacing and a strong bid pipeline" that positioned the Company for continued sales and earnings growth. The Company attributed record first-quarter revenue, operating profit, and earnings per share to "continued strength in both customer demand and operating execution" and "ongoing favorable industry fundamentals." In October 2024, Bockhorst stated that the backlog and shipments remained "as solid as it's ever been," declared that the industry's macro drivers remained "very strong," and said that the Company "certainly do[es]n't expect down years."

15. Defendants reinforced the same message in early 2025. In January 2025, CEO Bockhorst stated that the demand environment remained "resilient," that Badger Meter's "durable business model is underpinned by replacement-driven demand," and that the order book and opportunity pipeline supported the Company's high-single-digit growth outlook. In February 2025, CFO Wrocklage described "a robust demand environment" supported by "multi-year if not multi-decade" drivers and "durable aspects of our business model," while Company presentation materials touted "elevated backlog," "strong order rates," and durable macro trends.

16. On April 17, 2025, Defendants doubled down on their claim that profits were sustainable. Badger Meter's press release attributed revenue growth and record margins to "steady customer demand" and stated that its results "reflect[] the underlying stability of our business model" and "demonstrate the resilience and durability of our replacement-driven business." Bockhorst assured investors that the Company was not seeing customer pullbacks and operated in "a very durable replacement-driven market." Later that day, when asked directly whether orders had been pulled forward, Bockhorst categorically stated that they were not (as noted above). These

statements conveyed to investors that not only had Badger Meter reported strong results, but the results reflected sustainable demand.

17. That impression was false and misleading and omitted the truth. In reality, by 2024, Badger Meter was using pull forwards to bridge the widening gap between those public assurances and weakening demand. At the direction of senior management, Company personnel reviewed orders scheduled for future shipment, identified products that could be manufactured or shipped immediately, and contacted customers to secure early acceptance. Pull forwards intensified near month-end, quarter-end, and particularly year-end, as pressure mounted to meet Wall Street expectations and the financial metrics that triggered Bockhorst's and Wrocklage's massive performance-based compensation. Unknown to investors, the practice secretly created an equivalent hole in later periods and depleted a backlog that was no longer being replenished by new orders at the same rate.

18. Numerous former employees ("FEs") from various positions within the Company corroborated the practice. An account manager from July 2022 through May 2025 described a heavy push beginning in 2024 before the end of each fiscal quarter to ask customers to take orders early so that Badger Meter could make their numbers for Wall Street. (FE-1.)

19. Another account manager described an intensified year-end campaign in 2025. In a Company-wide sales call attended by approximately eighty sales employees and managers, employees were directed to pull orders scheduled for 2026 into 2025 because management feared that the Company would miss its goals. Account managers were instructed to call customers with January or February shipments and ask whether Badger Meter could ship the products before year-end. (FE-2.)

20. Similarly, a project manager on the Turnkey Operations team—which is retained by end-user municipal customers to act as project managers for major installation projects—corroborated a real sense of urgency in October and November 2025 to ship orders sooner before the end of the year. As part of this, the project manager recalled instances in which orders were shipped without purchase orders, and product shipments were expedited even when the product was not yet needed on the project. (FE-3.)

21. The former employees also described why the strategy was unsustainable. They explained that pulling orders forward six or eight months would leave no orders to fill the resulting holes and that the Company would be unable to meet future goals after depleting those orders. Account managers understood the Company was sacrificing the first quarter of 2026 for the fourth quarter of 2025 and discussed how it would "destroy 2026." (FE-2.) When first-quarter 2026 results missed expectations, FE-2 stated: "We all saw this coming."

22. The pull-forward activity was not the rogue conduct of lower-level employees; rather, the direction to accelerate orders was coming from the top and the top brass, including Bockhorst and Wrocklage, who were worried about missing targets. (FE-2.) What's more, sales data were aggregated and funneled through regional management to senior leadership, and the Senior Director of Municipal and Industrial Sales, North America spoke with Bockhorst and Wrocklage weekly. (FE-2.)

23. The Individual Defendants also had direct access to the Company's data systems and visibility into the pull-forward scheme. Access to MicroStrategy—a computer system that displayed orders, shipments, backlog, and future scheduled shipment dates—increased with managerial rank, and was accessible by senior sales managers as well as the accounting and finance

teams. Additionally, the Individual Defendants had access to every system used at Badger Meter and received output reports from these systems. (FE-1, FE-2, FE-4.)

24. The Individual Defendants also had powerful financial incentives to maintain the appearance of sustainable growth. Bockhorst sold 18,824 shares in three open-market transactions between March 3 and March 5, 2025, for total proceeds of approximately $4 million, while the Company's share price was artificially inflated and several months before the truth began to emerge. Before those sales, Bockhorst had made no sales of Badger Meter stock since becoming CEO in January 2019. Moreover, the March 2025 sales disposed of approximately 35% of the shares he held before the first sale and were not made pursuant to a Rule 10b5-1 trading plan, despite the Company stating the importance of such plans when executives wanted to sell shares.

25. The Company's executive compensation structure created a strong individualized motive to accelerate sales near year-end. Bockhorst's and Wrocklage's annual bonuses depended on adjusted EBITDA and adjusted free cash flow, while their performance share units ("PSUs") depended on adjusted free-cash-flow conversion and adjusted return on invested capital. Pulling sales into 2024 helped Badger Meter exceed the maximum annual-bonus targets and resulted in bonuses equal to 200% of base salary. Pulling sales into 2025 helped generate bonus payouts equal to 179.8% of base salary.

26. The pulling forward of orders could not continue indefinitely, however. As Badger Meter converted its elevated backlog and pulled future orders into earlier periods, it exhausted the inventory of scheduled shipments available to mask weakening demand. Sales declined sequentially in the third and fourth quarters of 2025, and year-over-year growth slowed from 24.4% in 2023 to 17.5% in 2024 and 10.9% in 2025. Defendants nevertheless continued to

attribute the deterioration to project timing and ordinary quarterly variability while maintaining that customer demand and the Company's long-term-growth drivers remained intact.

27. The truth emerged in stages. On July 22, 2025, Badger Meter reported second-quarter earnings below analyst consensus, slowing revenue growth, declining margins, and an expected sequential sales decline. Defendants attributed the disappointing results to utility replacement cycles and the timing of new AMI projects but maintained that demand remained steady. The price of Badger Meter common stock fell $40.42 per share, or 16.5%, from $245.22 on July 21, 2025, to $204.80 on July 22, 2025, on unusually high trading volume. Analysts observed that organic growth was moderating below the Company's long-term target and reported that channel conversations indicated some pull-forward demand for meter replacements and that demand had been decelerating for at least four quarters.

28. On January 28, 2026, Badger Meter disclosed additional disappointing results. Fourth-quarter revenue was approximately $220.71 million, below consensus of approximately $231.64 million, and Utility Water sales declined 6% sequentially. Defendants continued to blame fewer operating days and project pacing, with Weltzien insisting that the decline had "everything to do with" the calendar and customer and project mix and "very little to do with" underlying market conditions or customer demand. The stock fell another $18.09 per share, or 11%, from $164.41 to $146.32. Analysts reduced forecasts: Raymond James cited municipal growth below expectations and long-term guidance; Seaport Research Partners reduced its 2026 and 2027 earnings estimates; and J.P. Morgan identified continuing project-timing headwinds.

29. The full extent of the concealed demand weakness emerged on April 17, 2026 – following the aggressive pull-forward activity described by FE-2 in the fourth quarter of 2025. Badger Meter reported total sales of $202.3 million, 9% below the prior year; Utility Water sales

down 10%; operating earnings down to $35.2 million from $49.4 million; and diluted earnings per share down to $0.93 from $1.30. For the first time, Defendants acknowledged that softer short-cycle (i.e., orders from utilities or distributors for routine replacement and distribution) municipal customer ordering had materially impaired results. Bockhorst disclosed that weaker-than-anticipated short-cycle order rates caused approximately $15 million to $20 million of revenue to fall below internal expectations.

30. Defendants claimed that the weakness had previously been obscured. Similarly, although Bockhorst stated that "the majority of the business is short cycle," Wrocklage explained that short-cycle order rates were the area where the Company had the least visibility. Most significantly, Wrocklage stated that the "size and scope of projects combined with backlog normalization supported strong results over this 3-year period, while muting the impact of underlying short-cycle order variability, which was always present, just not visible in our results against this positive backdrop." Those admissions further revealed Defendants' prior false and misleading statements and omissions that demand remained strong, order patterns were normal, the backlog remained elevated, and Badger Meter's results reflected a durable replacement cycle, were fraudulent.

31. Analysts were surprised because Defendants' messaging had concealed the unsustainability of Badger Meter's results. Deutsche Bank described "the sudden collapse in revenue" from organic growth of positive 2% in the fourth quarter of 2025 to negative 11% in the first quarter of 2026 as "meaningfully worse than we were braced for." Jefferies stated that "[t]he magnitude of the decline and lower-than-expected guidance come as a surprise" given the newly disclosed short-cycle headwind. J.P. Morgan described the approximately $15 million to $20 million short-cycle shortfall as unexpected and "the more meaningful surprise" in the results. Two

days later, Deutsche Bank observed that, despite Defendants' persistent assurances that the demand backdrop had not changed, it was becoming harder to ignore multiple quarters of weaker performance.

32. On April 17, 2026, Badger Meter's stock price fell $36.75 per share, or more than 24%, from $152.29 to $115.54, on unusually heavy trading volume, while the S&P 500 increased 1.2%. Together with the earlier declines of 16.5% and 11%, this collapse removed artificial inflation from Badger Meter's stock price and caused substantial losses to Lead Plaintiff and the Class.

II. JURISDICTION AND VENUE

33. The claims asserted herein arise under Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

34. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. § 1331 and Section 27 of the Exchange Act (15 U.S.C. § 78aa).

35. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C. § 78aa, and 28 U.S.C. § 1391(b). Badger Meter is a Wisconsin corporation with its principal executive offices in Milwaukee, Wisconsin, and the Individual Defendants all work at the Company's headquarters. Additionally, the acts and conduct that constitute the violations of law asserted herein, including the dissemination to the public of materially false and misleading information, occurred in this District.

36. In connection with the acts alleged in this complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited

to, the mails, interstate telephone communications, and the facilities of the national securities markets.

III. PARTIES

37. Lead Plaintiff is a public pension fund that provides retirement plans and benefits for the City of Tampa's police officers and firefighters and their beneficiaries. Lead Plaintiff purchased and sold Badger Meter securities during the Class Period, as detailed in the Certification attached hereto as Exhibit A and incorporated herein, and has been damaged thereby.

38. Defendant Badger Meter is incorporated under the laws of Wisconsin with its principal executive offices located in Milwaukee, Wisconsin. Badger Meter's common stock trades on the New York Stock Exchange ("NYSE") under the symbol "BMI."

39. Defendant Bockhorst was the Company's Chief Executive Officer ("CEO") at all relevant times.

40. Defendant Wrocklage served as Badger Meter's Chief Financial Officer ("CFO") during the Class Period until January 1, 2026. Since January 1, 2026, Defendant Wrocklage has served as the Company's Executive Vice President – North American Municipal Utility.

41. Defendant Weltzien has served as Badger Meter's CFO and Treasurer since January 1, 2026. Defendant Weltzien also served as Vice President - Controller from 2019 to 2026 and added Treasury responsibilities in 2025.

42. Defendants Bockhorst, Wrocklage, and Weltzien are collectively referred to herein as the "Individual Defendants." The Individual Defendants, because of their positions with the Company, possessed the power and authority to control the contents of the Company's reports to the SEC, press releases, and presentations to securities analysts, money and portfolio managers, and institutional investors.

43. The Individual Defendants received copies of the Company's presentations and SEC filings alleged herein to be misleading prior to, or shortly after, their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions and access to material non-public information, the Individual Defendants knew the adverse facts and omissions specified herein had not been disclosed to, and were being concealed from, the public and that the positive representations and omissions which were being made were then materially false and/or misleading.

IV. SUBSTANTIVE ALLEGATIONS

A. Overview and History of Badger Meter's Business

44. Badger Meter was founded in 1905 as the Badger Meter Manufacturing Company in Milwaukee, Wisconsin. At its inception, Badger Meter's core product was the physical water meter, which utilities used to measure and record the volume of water flowing into a property so that water usage could be monitored and billed accurately. Over time, Badger Meter expanded its product line from mechanical meters to communications, software, analytics, and other smart-water solutions. The Company went public in 1971, shortened its name to Badger Meter, Inc., and began trading on the NYSE under the ticker BMI.

45. Badger Meter's principal customers include municipal and regional water utilities, municipalities, contractors, water-system operators, and commercial and industrial users. The Company sells through authorized distributors and directly through its own sales organization, including to larger utilities and major infrastructure projects. The Company's two product lines are Utility Water, which includes meters, communications, water-quality and sewer-monitoring sensors, software, and related technologies sold to water utilities, and Flow Instrumentation, which includes meters, sensing instruments, valves, software, and other solutions for commercial and industrial applications. For Utility Water, approximately 75% of revenue is derived from direct

sales and approximately 25% from distributors. Utility Water represented approximately 85% of sales before the pandemic, 88% in 2024, and 89% in 2025, while Flow Instrumentation represented approximately 11% of 2025 net sales.

46. The water-meter industry progressed from manual meter reading to automated meter reading ("AMR"), and then to AMI. With AMR, a vehicle equipped with a radio receiver, computer, and reading software collects meter data. AMI instead uses fixed or cellular networks to collect data remotely and can provide more frequent readings, outage detection, leak alerts, and detailed usage analytics. Pandemic restrictions, staffing constraints, and limits on in-person field work increased utilities' interest in remote-reading solutions.

47. In its 2023 Form 10-K, the Company estimated one-third of water meters installed in the United States had been converted to AMI systems. During the first quarter of 2024, it described penetration as roughly 35%. As of 2026, the Company estimates that approximately 40% of water meters installed in the United States have been converted to AMI systems.

48. Since May 2024, Badger Meter has marketed its water-related applications as BlueEdge®, which is not a standalone product, but rather a customizable suite of products, software, and services that span the complete water cycle. These tailorable solutions encompass measurement and control hardware, connectivity and communication, data visualization, and software-delivered actionable insights as well as ongoing support.

49. Notable product line offerings include:

a. The ORION® product family, which offers the choice between AMI and AMR communications for reading meters, with cellular endpoints powering the Company's Network as a Service ("NaaS") approach to AMI and mobile read endpoints for AMR solutions;

b. BEACON®, a cloud-based SaaS platform, which combines the Advanced Metering Analytics ("AMA") software suite with ORION® AMI technology. BEACON® provides utility management and consumer engagement solutions by improving utilities' visibility to their water and water usage and enabling consumer engagement tools that permit end water users (such as homeowners) to view and manage their water usage activity;

c. Recordall®, a range of traditional mechanical positive displacement water meters, which have historically been the Company's core residential and small commercial water meter product line and include Disc Series Meters (which include the M25 and LP), Turbo Series Meters, Compound Series Meters, Fire Series Meters, and Fire Series Assemblies;

d. E-Series® Ultrasonic meters using ultrasonic sound waves rather than moving parts to measure flow and offering additional data elements compared with traditional meters. They are commonly deployed with ORION® cellular AMI endpoints and BEACON® software for advanced metering and analytics.

50. Badger Meter recognizes revenue from product sales when control transfers to customers, typically upon shipment or delivery under the applicable customer arrangement. Thus, the timing of product shipment could materially affect the period in which product revenue was reported. Badger Meter also recognizes certain revenue over time, the majority of which relates to the BEACON® SaaS, which is recorded as the customer benefits from the use of the Company's software.

B. Badger Meter's Pre-Pandemic Sales Were Flat

51. In the years preceding the COVID-19 pandemic, Badger Meter maintained a marginal growth profile. Net sales for 2017 modestly increased 2.2% year-over-year to $402.4

million, as a result of higher flow instrumentation sales (6.9%) and slightly higher municipal water sales (0.8%), which analysts identified as "lackluster organic growth trends in its core utility water metering market." Other analysts similarly observed that domestic municipal sales were "roughly flat" and that demand had been "relatively tepid for about six months." This trend improved slightly in 2018, which had 8% year-over-year sales growth to $433.7 million driven by increased water utility revenues (9%) and flow instrumentation products (4%).

52. However, net sales in 2019 decreased by $9.1 million year-over-year to $424.6 million, or 2%, with municipal water market sales decreasing by 1% and flow instrumentation end market sales decreasing by 5%. Badger Meter cited "order postponements" for new product launches as customers conducted pilot testing prior to system-wide deployments but remained positive about spending trends. Ultimately, municipal water sales benefited from higher sales of smart water solutions in North America, where sales increased 1% year-over-year.

53. Badger Meter's total sales in 2020 were $425.5 million, approximately flat with the $424.6 million in the previous year. Sales in the utility water sector grew 4% for the year, but the flow instrumentation market proved less resilient, with global sales down 13.6%. Badger Meter attributed this to significantly reduced activity across the array of industrial end markets it serves and widespread COVID-19 shelter-in-place and lockdown restrictions. Analysts looking beyond the pandemic expected growth to resume and rebound in 2021, but none anticipated sales would skyrocket.

C. The Pandemic Drove Extraordinary Sales Growth

54. The COVID-19 pandemic flipped the script. Suddenly, there was accelerated adoption of Badger Meter's remote technologies and a temporary period of elevated demand and growth as utilities began to prioritize remote solutions such as smart water AMI solutions and BEACON® SaaS offerings. At the same time, supply chain disruptions and broader uncertainty

led some customers to place orders earlier and in larger quantities, as well as to accelerate planned replacement programs. This demand included both shorter-cycle purchases, such as replacement meters, and longer-cycle AMI projects involving meters, communications hardware, and associated software deployed over extended periods.

55. Further fueling the demand for Badger Meter's products was the municipal customers' access to federal stimulus funds made available in the wake of the pandemic. ARPA, for instance, passed in March 2021, provided approximately $350 billion in Coronavirus State and Local Fiscal Recovery Funds to states, counties, cities, towns, and other governmental entities. A significant portion of these funds could be used for investments in water, sewer, and broadband infrastructure, including upgrades to drinking-water systems and technology intended to improve system efficiency, resiliency, and conservation. ARPA funds were required to be committed by December 31, 2024, and fully spent by December 31, 2026.

56. By the end of 2021, Badger Meter had surpassed all previous sales and earnings with total sales of $505.2 million, a 19% increase over 2020. Sales in the utility water sector grew 21%, with core utility water sales growth of 9%. Flow instrumentation sales still stuttered, increasing 11% over the COVID-impacted 2020, but remaining well below 2018 sales of $99.0 million.

57. Badger Meter's sales continued to soar through 2022 and 2023. Total sales in 2022 ended up at $565.6 million, an increase of 12% compared to $505.2 million in 2021, with sales into the utility water sector growing 14%. Flow instrumentation sales increased 4% over 2021 with its focus on water-related applications. And total sales in 2023 were $703.6 million, an increase of 24% year-over-year. Utility water sector sales grew 28% and flow instrumentation sales increased 7% over 2022 with a continuing focus on water-related applications.

58. Defendants repeatedly assured investors that these results were insulated from economic cycles because replacement activity rather than discretionary spending was driving demand. For example, during the July 20, 2022 2Q22 earnings call, Defendant Bockhorst addressed the "increasing market-wide concern about the potential U.S. recession and rising interest rates to potentially dampen demand," assuring investors that "the industry fundamentals that have proven to be resilient for Badger Meter in past downturns still exist and have only strengthened in recent years." Specifically, Bockhorst represented that "the critical nature of metering infrastructure, replacement-driven demand, customer's long-term investment mindset," and "stable SaaS revenue" would enable the Company to withstand economic uncertainty and recessionary conditions. Bockhorst emphasized that "aging water infrastructure and technology adoption all ***continue to support a dependable demand environment***."

59. When an analyst on the same earnings call asked about the sustainability of the Company's above-average growth, Bockhorst assured analysts that "macro drivers, particularly around AMI and real-time water quality monitoring, the macro drivers are there for those businesses with or without infrastructure" and that they were "***not hearing anything that looks like a slowdown***" but instead "[i]n general, ***the utility world feels really strong***."

60. During the Company's next earnings call on October 19, 2022, for 3Q22, Bockhorst again reiterated that Badger Meter's "business model remains resilient" due to "replacement-driven demand, secular AMI drivers and growing proportion of stable SaaS revenue" which support "durable multiyear growth." And during the April 20, 2023 1Q23 earnings call, Bockhorst assured investors that the boost was not temporary and that he "remain[s] ***excited about the opportunities ahead with continued robust order pacing, a strong bid funnel and record***

backlog" and "confident that [Badger Meter's] exceptional customer support and winning portfolio of digital smart water solutions position [it] well for sustainable growth."

61. At the same time, Badger Meter increasingly highlighted its backlog, which had grown beyond the healthy, normalized pre-pandemic levels and became a more significant revenue driver. Analysts accordingly sought to quantify the backlog, but Defendants declined to provide specifics, instead reiterating their confidence. For example, during the April 19, 2022 1Q22 earnings call, an analyst asked whether management could "help frame the backlog" and explain "how long it could possibly take to kind of work that down to normalized levels?" In response, Wrocklage vaguely said, "I don't see us getting back to normalized backlog levels within 2022." Thereafter, during the October 19, 2022 3Q22 earnings call, an analyst asked about the sustainability of this above-average growth and Bockhorst noted the "bid funnel is as strong as it's ever been throughout the cycle" and even though order rates "are extremely strong . . . up roughly 16% in utility [Badger Meter] keep[s] booking more backlog."

62. Similarly, during the January 27, 2023 earnings call, an analyst asked Defendants Bockhorst and Wrocklage to "square up where backlog sits at year-end relative to 12 months ago" and provide the "order of magnitude" of the increase. Defendants again refused, with Wrocklage responding that Badger Meter "do[es not] specifically disclose backlog" and was "not going to size it." Nevertheless, Defendants continued to emphasize backlog as evidence of future demand, and on the April 20, 2023 earnings call Bockhorst assured investors that the Company had "a strong bid funnel and record backlog."

63. Importantly, Badger Meter differentiated its healthy backlog—consisting of the normal pipeline of orders that have been received but not yet shipped and recognized as revenue within the expected production and delivery timeframe—from its past-due backlog. On the April

20, 2023 earnings call, an analyst asked if "past due backlog [was] still a little bit below where you would have been in 2019 and it sounds like maybe hoping to be back to that level by the end of '23." Bockhorst responded that "we have a very high bar in expectations for on-time delivery and past due backlog. ***And admittedly, yes, they are -- on-time delivery is lower than we expect of ourselves, and past due backlog is higher***." Later, the same analyst followed up, "Let's say, hypothetically, that the supply chains are back to normal by the end of 2023. Is there a meaningful amount of backlog for you to work down? Or is the record backlog more a result of, obviously, very strong orders, if it's still going up as supply chains are improving." Bockhorst responded, "So the backlog is perhaps inflated a bit because demand has been so hot and supply chain has caused some things to be later in backlog. ***There's the very positive side of it, as we've talked for years now about growing technology adoption***. So now we're selling a larger portion of radios with meters. So just by pure definition, the backlog is going to be higher than it used to be because the average sell price of the bundle. So I think we're going to continue into the future at an elevated rate versus pre-COVID, but it's still certainly elevated beyond where I think it will normalize after we get through the supply chain operational challenges."

64. Moving into 2024, despite the post-pandemic boost starting to wane, Defendants continued to tout the elevated backlog as an ongoing source of future revenue. During the April 18, 2024 1Q24 earnings call, Defendant Wrocklage specifically noted that the 22% growth in 2023 "benefited from supply chain easing and related backlog conversion." However, Defendants remained vague about the value of the backlog and would not specify how much growth came from backlog conversion versus new orders. Then, during the next earnings call on July 19, 2024, when an analyst asked about the Company's "level of visibility . . . around the high single digit"

backlog conversion, Defendant Bockhorst responded, "***So as you know, we never have sized the backlog***."

D. In 2024 the Demand for Badger Meter's Products Declined but Defendants Nevertheless Touted the "Stability" of Badger Meter's Sales

65. By 2024, the extraordinary conditions that had fueled Badger Meter's record growth were reversing. Pandemic-driven advance ordering was subsiding, supply-chain constraints were easing, elevated backlog was being converted, large AMI projects were nearing completion, and stimulus-funded spending was approaching its end. Because some municipalities had accelerated meter replacements in response to federal funding and the operational need for remote-reading technology, those purchases reduced demand that otherwise would have remained available in later periods.

66. Additionally, by at least June 2024 and through at least April 2025, Badger Meter was experiencing large-scale customer complaints and demand loss based on product defects. Indeed, FE-2 recalled a project with the Little Thompson Water District in Colorado where there was "a total failure of the system" and "1,000s" of the units were "not communicating." Around June 2024, the Little Thompson Water District returned approximately 1,800 faulty endpoint products. FE-2 recalled that Badger Meter was accepting these returns and the issue was negatively impacting the Company's margins, and that the bulk of the problem continued until at least April 2025. The Little Thompson Water District eventually began installing products from Metron, a Badger Meter competitor, to resolve the issue.

67. Badger Meter was also facing litigation concerning product defects during this time. For instance, the Warren County, Kentucky Water District sued Badger Meter in 2024 regarding product quality issues. Specifically, during routine testing on March 14, 2023, plaintiffs discovered that the Company's water meters incorrectly reported the quantity of water passing

through them. Between 2013 and 2023, Plaintiffs purchased 27,705 meters and 21.8% of those were defective.[2]

68. Defendants nevertheless touted the sustainability of Badger Meter's growth. During the April 18, 2024 1Q24 earnings call, Bockhorst spoke directly to the growth concern, stating that "a common topic with investors is our growth algorithm and our endorsement of high single-digit utility water growth over a strategic cycle" and rather than acknowledging that the demand was leveling off, he assured investors that although they "used to talk about a mid-single-digit growth rate for the company as a whole . . . even after the strong performance of the past several years, [they] have increased that strategic cycle rate of growth to high single digits." Bockhorst further emphasized "[w]e continue to see robust order pacing and a strong bid pipeline that positions us well for continued sales and earnings growth."

69. On the October 17, 2024 3Q24 earnings call, Bockhorst responded to a question about whether he expected low or even down sales by claiming "***the macro drivers in the industry are still very strong***" and although the cyclical business "can have varying effects that 1 year might be 12%, another year might be 5%" he stated the Company "***certainly do[es]n't expect down years***." On the same call Wrocklage stated that demand for meters, not merely the cost associated with upgraded meters, drove growth: "top line growth is not a function of just mix or pricing. ***It's absolutely unit volumes increasing***."

70. Heading into 2025, Badger Meter continued to confront revenue challenges as large projects ended, and pipeline projects had not begun. Indeed, while total sales in 2024 were $826.6 million, an increase of 18% year-over-year, and sales into the utility water sector grew 20%, sales

[2] This case is currently pending in the United States District Court for the Western District of Kentucky. *Warren County Water District, et al. v. Badger Meter, Inc.*, No. 1:24-cv-00109 (W.D. Ky. 2024).

declined in the last two quarters of the year. Flow instrumentation sales continued to stagnate and were flat with 2023 levels as growth in water-related applications offset select de-emphasized markets.

71. Badger Meter's April 17, 2025 1Q25 press release quoted Bockhorst as stating, "[s]teady customer demand and disciplined operating execution drove solid revenue growth and record margins in a strong start to 2025." He continued, "[o]ur ability to build upon record results ***reflects the underlying stability of our business model*** as favorable industry fundamentals drive the need for our innovative smart water solutions" and "[o]ur first quarter results demonstrate ***the resilience and durability of our replacement-driven business*** amidst a volatile macroeconomic environment."

72. Bockhorst echoed that sentiment on an earnings call later that day, clarifying that Badger Meter was "***not seeing or hearing from customers anything on pullbacks***" and stressing that "it's important [not] to forget the 100 years of history that talked about this being ***a very durable replacement-driven market***." When asked whether he was suggesting that Badger Meter was not seeing changes in order rates, Bockhorst agreed and asserted that the factors supporting growth "continue to be strong."

73. Indeed, even when an analyst asked if "there [was] any perception that customers might have pulled forward some orders into the quarter," Bockhorst rejected the concern, stating "2 things to remember is that ***75% of our revenue is direct to end users [who] really, in many ways, cannot pull forward*** because they can't really put them into meter pits or homes faster and they don't have the warehouse space to typically hold it," and regarding the other 25%, "***we've not seen large pull forward orders. So it was a pretty normal order environment***."

E. In Reality, Badger Meter Hid Demand Weakness With Concealed Pull-Forward Activity

74. Defendants' statements were false and misleading because they concealed from investors that when faced with weakening underlying order activity during the Class Period, Defendants caused Badger Meter to accelerate shipments scheduled for future periods, a practice referred to as "pulling forward," allowing the Company to recognize the associated revenue earlier and preserve the appearance of continued growth and continued short-cycle demand without disclosing the true driver of revenue (i.e., the pull forwards) to investors. In other words, Badger Meter's success after 2024 was not driven by the "stability of [its] business model" or the "durability of [its] replacement-driven business" but rather the unsustainable practice of robbing future quarters to improve the results of the present.

75. A pull forward occurs when Badger Meter ships an existing customer order before its originally scheduled delivery date and recognizes the associated revenue in the earlier reporting period. The practice does not create new or incremental demand; it shifts revenue from a future period into the current period, leaving less revenue available when the order originally was scheduled to ship. Although a customer may independently request early delivery because of anticipated price increases, supply constraints, regulatory changes, or similar considerations, here Badger Meter identified future-dated orders, pressured customers and distributors to accept early shipments, and used those shipments to fill current-period revenue gaps and meet financial targets.

76. FE-1 explained that, beginning in 2024, Badger Meter made a heavy push near the end of each fiscal quarter to pull forward customer purchase orders. FE-1's regional sales manager, Cassandra Rosina, and Sales Director Colin Middaugh would instruct FE-1 to pull forward certain orders, and Middaugh asked FE-1 whether particular customers could receive products early. FE-1 indicated that these efforts occurred at the end of every quarter and especially

at the end of the calendar year, and FE-1 assumed these efforts were designed to make their numbers for Wall Street.

77. FE-1 explained that the MicroStrategy dashboard showed product ordered and shipped, along with orders scheduled to ship several months forward.[3] FE-1 further described an instance in 2024 where one of FE-1's customers in Virginia was told that they would lose their place in line if they did not accept residential meter shipments ahead of schedule. Additionally, FE-1 recalled hearing from former colleagues that the pressure to pull orders forward at the end of each fiscal quarter had increased after FE-1 left the Company in May 2025. This was corroborated by FE-2 and FE-3.

78. In late July and early August 2025, FE-2 began to hear about a panic at Badger Meter "about the numbers." At the end of the third quarter of 2025, FE-2 recalled hearing that Badger Meter executives were worried that the Company would not hit its numbers and that it needed to bring sales forward. Specifically, in October 2025, FE-2 attended a company-wide sales call via Teams during which Senior Director of Municipal and Industrial Sales, North America Shauna Griffin directed sales employees to pull orders from 2026 into 2025. FE-2 estimated that Badger Meter sales employees in FE-2's region pulled forward around "a couple of million" dollars in this time period, noting that some pull-forward orders could be "hundreds of thousands of dollars."

79. FE-3, a Project Manager on the Turnkey Operations team, recalled a similar push at the end of 2025. The Turnkey Operations team was retained by end-user municipal customers to act as project managers for major installation projects. Badger Meter's Turnkey Operations

[3] MicroStrategy, now known as Strategy, is a business-intelligence and analytics platform that allows companies to aggregate data from multiple sources and use that data to create reports, dashboards, and other visualizations for analyzing business performance.

Best Practices White Paper states that the Turnkey Operations team "assists utilities in delivering successful projects by utilizing current data to analyze potential project approaches, refine project scope, and determine success measurement strategies that will result in the best possible outcome." Key tasks include procuring installation materials, planning resource and work order management, securing budgetary approval, selecting a qualified installation partner, software system integrations and data management, performing a pre-installation survey, and deploying a community outreach plan.

80. In October and November 2025, FE-3 recalled there was a real sense of urgency and a panic to ship orders sooner at the end of the year in 2025, and that the pressure "did not let up" in 2026. Specifically, FE-3 recalled that project managers were encouraged to expedite shipments even when the inventory was not needed by the client or installer, and recalled that the amount of inventory that could be shipped early was based on how much warehouse space was available, regardless of whether the inventory was going to be immediately needed by installers. FE-3 also recalled instances where products were shipped before a purchase order was even completed so that the Company could recognize the revenue.

81. FE-4, a Principal Engineer with experience on the regional control valves and irrigation product lines, recalled that during FE-4's employment, including the year 2024, Badger Meter called customers to get approval to ship valve orders ahead of schedule when the Company wanted to recognize revenue early. FE-4 also recalled hearing in 2025 that Badger Meter produced meter orders ahead of schedule to ship to customers for the purpose of making up revenue shortfalls.

82. As noted, Defendants did not disclose this practice to investors, but instead repeatedly and misleadingly asserted that Badger Meter's results were driven by the inherent

"stability" and "durability" of Badger Meter's business. More than that, on April 17, 2025, Bockhorst told investors that "***end users really, in many ways, cannot pull forward because they can't really put them into meter pits or homes faster and they don't have the warehouse space to typically hold it. So a large portion of the revenue really doesn't even have that leverage pull***."

F. The Truth Emerges

83. The truth about Badger Meter's business began to emerge on July 22, 2025, when the Company reported disappointing second-quarter results, including below-consensus earnings, slowing revenue growth, and declining margins. During that day's earnings call, Bockhorst attributed the disappointing results to "simply the nature of the business, given utility replacement cycles, project deployment schedules." He specifically blamed "a number of AMI projects [that] wrap[ped] up in the second quarter," and added that "[w]hile we already have new AMI projects in hand to replace them, the timing of the start of those projects" is delayed.

84. Although Defendants described their "funnel as robust as ever," this announcement marked the first indication of potential underlying performance issues. Following this disclosure, the Company's stock price declined approximately 16.5% in a single trading day.

85. Ultimately, sales decreased sequentially in the third and fourth quarters, and although net sales in 2025 increased $90.1 million to $916.7 million, year-over-year growth fell to 10.9%, as compared to 17.5% growth in 2024 and 24.4% growth in 2023. Sales in the utility water market increased 12.5%, but sales of products into the global flow instrumentation end markets were down 0.5% year-over-year, as modest growth across the water-focused end markets was offset by declines in deemphasized applications.

86. Still, Defendants covered up the declining demand and insisted on the resiliency of the replacement nature of the business. At the RBC Global Industrials Conference on November 6, 2025, Wrocklage assured investors that the "***underlying metering business is driven by a very***

predictable replacement cycle," which presented a "***historic, attractive, durable business model*** with . . . long-cycle macro drivers, adoption drivers."

87. But as Badger Meter depleted its backlog, demand ebbed, and sales numbers continued to decline, the Company was forced to reveal additional corrective information. On January 28, 2026, Badger Meter reported disappointing fourth-quarter 2025 results, including a decline in utility water sales and revenue below expectations. Defendants again characterized the poor performance as the result of "project pacing efforts," maintained that the issues were timing-related rather than indicative of weakening demand, and touted the durability of the business and persistent customer demand. When asked about the impact of project cycles on growth outlook during the earnings call that same day, Bockhorst responded that "no matter what happens with these project cycles, ***85% of what we're going to take orders and ship for every year are replacement by nature in terms of meters and radios***."

88. During the same call, Weltzien downplayed the declines of the previous year, stating "the sequential quarterly sales decline between the third and fourth quarters of 2025 has everything to do with the calendar and quarter-specific customer and project mix and very little to do with other influences such as underlying market conditions, customer demand trends, utility budgets or the broader funding environment."

89. Nonetheless, the market reaction suggested growing skepticism, with the stock price falling another 11%, reflecting increasing investor concern that the Company's earlier explanations did not fully account for its deteriorating performance trends.

90. Ultimately, the profound decrease in demand could not be hidden forever, and the market learned the extent of the demand weakness and the unsustainability of the prior growth on April 17, 2026, when Badger Meter reported disappointing 1Q26 financial results in a press release

disclosing "[t]otal sales of $202.3 million, 9% lower than the prior year's 222.2 million," with "[u]tility water sales declin[ing] 10% year-over-year."

91. It was not until that day that investors learned that a distinct demand category—what the Company called "short-cycle" municipal orders—had weakened materially and was adversely affecting financial performance. The short-cycle orders included those from utilities or distributors for routine replacement and distribution, as opposed to in-flight long-term AMI-adoption projects. In discussing disappointing first-quarter 2026 results, Bockhorst disclosed that "softer-than-expected short-cycle order activity" had reduced revenue and distinguished those orders from the large-project and replacement-driven demand emphasized in the Company's prior public statements.

92. Contrary to Defendants' repeated assurances regarding the durability of demand, Badger Meter blamed its lower numbers on "project timing" and "softer short-cycle municipal customer ordering." Bockhorst also explained that "the majority of the business is short cycle. So distribution is very short cycle," while Wrocklage admitted that "short-cycle order rates [are] where we have the least amount of visibility." Wrocklage also stated that "the size and scope of projects combined with backlog normalization supported strong results over this 3-year period, while muting the impact of underlying short-cycle order variability, which was always present, just not visible in our results against this positive backdrop." Pivoting from being a company operating a business model with consistent and stable revenue, Defendants disclosed that most of Badger Meter's business relied on sales over which they had limited visibility.

93. The April 17, 2026 disclosure revealed that the growth Defendants had portrayed as durable had been supported by temporary conditions that hid weakening short-cycle demand. After repeatedly attributing results to replacement-driven demand and stable industry

fundamentals, Defendants acknowledged that large projects and elevated backlog had supported results from 2023 through 2025 while masking the underlying variability of short-cycle demand. The Company further disclosed that short-cycle order rates were materially weaker than expected and had reduced first-quarter revenue by approximately $15 million to $20 million. These disclosures contradicted Defendants' prior assurances that order patterns were normal, demand remained strong, and the Company's growth reflected durable replacement activity rather than temporary backlog, project, and timing effects.

94. Analyst reactions to the disclosure demonstrate the false impression that Defendants' Class Period statements gave to investors. Indeed, on the day of the disclosure, Deutsche Bank stated that "the sudden collapse in revenue with organic sales going from +2% in 4Q25 to -11% in 1Q26 (well below our +2% estimate) was meaningfully worse than we were braced for." Similarly, Jefferies stated that "[t]he magnitude of the decline and lower-than-expected guidance come as a surprise given incremental commentary on headwind from short-cycle orders, and we await more detail on the demand environment and how current conditions impact the long-term outlook," and J.P. Morgan noted that "an incremental ~$15-20mm short-cycle shortfall … was not anticipated [and was] the more meaningful surprise on the results." Two days later, after the 1Q26 earnings call, Deutsche Bank noted the results' inconsistency with prior statements: "Despite persistent comments, the underlying demand backdrop has not changed, it is getting harder to ignore the multiple quarters of weaker results along with softer peer results."

95. On this news, the price of Badger Meter stock declined $36.75 per share, or more than 24%, from $152.29 per share on April 16, 2026, to close at $115.54 per share on April 17, 2026, on unusually heavy trading volume.

V. FORMER EMPLOYEE ALLEGATIONS

96. Together with the allegations attributed to the former employees of Badger Meter herein, this section provides an overview of the basis for the FEs' personal knowledge and the basis for the allegations herein.

A. FE-1

97. FE-1 served as an account manager at Badger Meter from July 2022 through May 2025. In this role, FE-1 was responsible for promoting Badger Meter's water meters and AMI to potential new customers and managing the accounts of existing customers for ongoing maintenance and upgrades. FE-1's customers were primarily municipal utility entities. FE-1 reported to Regional Sales Manager Cassandra Rosina; who reported to Sales Director Colin Middaugh; who reported to Shauna Griffin, who was Senior Director of Utility Sales, North America until January 2025 when she was promoted to Senior Director of Municipal and Industrial Sales, North America.

98. Badger Meter Pulled in Revenue from Future Periods to Meet Financial Goals: According to FE-1, COVID-related supply chain problems—namely the inability to obtain small components that were used in the production of meters—caused long lead times that persisted throughout FE-1's time at the Company. Although lead times decreased by the spring of 2025, FE-1 claimed to have never experienced fast lead times and recalled that forty-five to sixty days was as good as it got.

99. Given the lead-time problems, Badger Meter pressured account managers to pull forward future orders. FE-1 recalled that account managers could track purchase orders and shipments through a dashboard called MicroStrategy. According to FE-1, the dashboard showed what a particular account had ordered over the prior six-month period and whatever was in the

backorder or pipeline. FE-1 recalled that senior sales managers and accounting/finance personnel also had access to MicroStrategy, and FE-1 believed that Badger Meter's C-suite also had access.

100. According to FE-1, Badger Meter made a heavy push at the end of each fiscal quarter to pull forward customer orders beginning in 2024. FE-1 recalled receiving instructions from Rosina and Sales Director Colin Middaugh to pull forward certain orders by both phone call and email. For example, if FE-1 had a customer that had ordered meters for a future project, and those meters were available, Middaugh would ask FE-1 if the customer would be willing to take the product early. Specifically, Middaugh would ask FE-1 to see if the customer could start taking meters before the customer was ready. FE-1 recalled another time when Middaugh asked FE-1 to see if a customer would take an order early when FE-1 had already told the customer that it would receive the order in three months.

101. However, some customers indicated that they could not take orders early. As an example, FE-1 recalled urging a municipal customer in Virginia to receive shipments ahead of schedule in 2024. The customer indicated that it did not have warehouse space. In response, FE-1 informed the customer that it might lose its place in line. The customer then agreed to accept the products ahead of schedule.

102. FE-1 assumed that Badger Meter pulled orders forward to make their numbers for Wall Street. FE-1 recalled that Rosina regularly commented that she was receiving pressure from her superiors Colin Middaugh and Shauna Griffin, who told her that the Company needed a certain number of million-dollar deals and asked what Rosina's team could pull through for them. FE-1 also noted that it was not a coincidence that it happened at the end of every quarter and especially at the end of the calendar.

103. For orders that were pulled forward, customers would typically receive their products approximately two months ahead of schedule. FE-1 knew from conversations with other account managers that the pull-forward activity was occurring across the Company.

104. Regional managers were more aggressive in pressuring account managers to pull orders forward ahead of the close of the fiscal year. According to FE-1, these efforts occurred at the end of every quarter and especially at the end of the calendar year.

105. FE-1 recalled hearing from former colleagues that the pressure to pull orders forward at the end of each fiscal quarter had gotten worse after FE-1 left the Company in May 2025, noting that after FE-1 left, they were really trying to pull forward deals.

106. Defendants Bockhorst and Wrocklage Were Hands-On Executives: FE-1 believed that Defendants Bockhorst and Wrocklage likely accessed the MicroStrategy dashboard directly because they were very hands-on executives. Account managers had to submit bid packages to Shauna Griffin and Colin Middaugh, who in turn had to submit bid packages to Bockhorst and/or Wrocklage for approval of any bid over $2 million. This was unusual in FE-1's experience as a sales representative, because the approvals were required for relatively small bids. Indeed, a $2 million deal was not a large deal for Badger Meter, and FE-1's largest bids were for $50 million projects. Additionally, FE-1 recalled that reports were generated from MicroStrategy for FE-1's sales manager Rosina, who had a monthly call with the C-suite, including Defendant Bockhorst.

B. FE-2

107. FE-2 worked at Badger Meter as an Account Manager from January 2023 through May 2026. In this role, FE-2 promoted and sold Badger Meter products to customers and managed existing customer accounts in the West region of the United States. FE-2 worked directly with municipality customers as well as some distributors. FE-2 reported to Sales Manager Jennifer Buetow; who reported to Director of Sales Mark Leveille, who was eventually replaced by

Regional Sales Manager of West Trino Pedraza; both of whom reported to Shauna Griffin, who was Senior Director of Utility Sales, North America until January 2025 when she was promoted to Senior Director of Municipal and Industrial Sales, North America.

108. Badger Meter's Demand and Backlog were Decreasing Throughout the Class Period: FE-2 recalled that demand and sales had slowed down at Badger Meter over the course of FE-2's time at the Company and that Badger Meter had lost out on deals that contributed to the demand issue. According to FE-2, the decline began toward the end of 2024 and Badger Meter's backlog was decreasing "quite a bit." The reason for this was there were a lot of projects closing and "not a whole lot of new ones starting up." In addition, FE-2 recalled that sometimes bigger projects were delayed. For example, FE-2 recalled that the City of Glendale project in Arizona was awarded and was added to FE-2's goals for 2025, but the contract negotiations were ongoing. Therefore, the project did not start deploying until 2026, a year and a half after it was originally scheduled to deploy. FE-2 believed this project was valued at $24 million just for Badger Meter's portion of the job, to span over a five-year period.

109. According to FE-2, MicroStrategy allowed users to track shipments, the timing of shipments, and any shipments that were past due. FE-2 recalled that account managers had to present the backlog data to their supervisors, including the already-placed orders that had not shipped, and preliminary purchase orders that they were expecting for projects that had been awarded. The account managers typically presented the backlog in both dollars and units.

110. FE-2 recalled that the MicroStrategy data gave account managers visibility into whether new orders in their personal territories were keeping pace with the declining backlog. According to FE-2, by the end of the third quarter of 2024, it was obvious from the data in the MicroStrategy system that new orders were not coming in at the pace the backlog was declining.

111. FE-2 offered a hypothetical example of the decline in the backlog. If FE-2 had a "big order" ship and close, the backlog would drop, perhaps from a $2 million backlog for a specific territory to a $1.4 million backlog. Then, new orders would come in, and the backlog might increase to $1.6 million, and as other projects closed, it might drop to $1 million. According to FE-2, the trend in the backlog was consistent with new orders not being on pace to replace the decline in the backlog, and there was not enough to keep the backlog up. FE-2 recalled that the backlog kept dropping because future sales were lower than what Badger Meter was shipping.

112. According to FE-2, Defendants' statements regarding the backlog were inaccurate. Specifically, regarding Defendant Bockhorst's October 17, 2024 3Q24 earnings call statement that "[a]ll the areas of the market that we look at from customers in the engineering phase to what's in the bid phase to what's in our backlog to what we're shipping remains as solid as it's ever been," FE-2 stated this statement was "definitely wrong" and inaccurate because in FE-2's region the backlogs were declining and it was "obvious to see" in the MicroStrategy reports. FE-2 knew this was also the case in other territories, based on discussions FE-2 had with fellow account managers. FE-2 likewise said Defendant Bockhorst's January 31, 2025 4Q24 earnings call statement that "what we're seeing in terms of backlog and how order rates are flowing through, I would say, is very normal," was false for the same reasons.

113. Additionally, by at least June 2024 and through at least April 2025, FE-2 recalled a project with the Little Thompson Water District in Colorado where there was "a total failure of the system" and "1,000s" of the units were "not communicating." Around June 2024, the Little Thompson Water District returned approximately 1,800 faulty endpoint products. FE-2 recalled that Badger Meter was accepting these returns and the issue was negatively impacting the Company's margins, and that the bulk of the problem continued until at least April 2025. The

Little Thompson Water District eventually began installing products from Metron, a Badger Meter competitor, to resolve the issue.

114. Badger Meter Pulled in Revenue from Future Periods to Meet Financial Goals: In late July and early August 2025, FE-2 began to hear about a panic at Badger Meter about its numbers. At the end of the third quarter of 2025, FE-2 recalled hearing from Sales Manager Buetow that the executives were worried that Badger Meter was not going to hit its numbers and that the Company needed to bring sales forward, likely "thinking Q4 was going to be bad for them."

115. Badger Meter typically held regular region-wide sales meetings, which were attended by account managers from the region. But in October 2025, Badger Meter held a company-wide sales call via Teams during which the sales employees were directed to pull orders from 2026 into 2025. There were around 80 attendees at the October 2025 meeting, including all the account managers, sales managers, and Shauna Griffin. According to FE-2, the direction to pull forward sales came from Griffin, who was "really scared we were not going to hit our numbers." FE-2 recalled that Griffin's direction was along the lines of: we are not going to hit our goals, and we need to ship everything we can.

116. According to FE-2, toward the end of 2025, Badger Meter was having account managers pull orders forward from Q1 2026 to "pad the numbers" in 2025. This was an effort to get customers to take their shipments in late 2025 rather than in the first part of 2026, when they were scheduled to be delivered. Specifically, according to FE-2, the shipments that were pulled from 2026 were orders that were already on the books, which Badger Meter then shipped in the fourth quarter of 2025.

117. FE-2 recalled receiving emails from Buetow regarding specific customers that Badger Meter sought to ask to take early shipments. The emails would ask for an update on a particular city, and whether customers were able to take "x amount" of inventory early, by the end of the year. In response, FE-2 would state whether the customer was willing to take an early shipment, and, if so, would quantify in the email the amount of inventory that could be shipped early. FE-2 also recalled that Buetow provided accompanying instructions to her team of account managers to call their customers with orders from January or February, to see if the customer could take that inventory before the end of the year.

118. FE-2 recalled calling "so many places" to ask customers to allow shipments scheduled for delivery in 2026 to be delivered in the fourth quarter of 2025. For example, FE-2 recalled securing successful pull-forward orders in the fourth quarter of 2025 from multiple municipality customers in Colorado, including the cities of Broomfield, Thornton, and Fort Lupton. FE-2 estimated pull-forward orders totaling $150,000 each for Broomfield and Thornton, and $250,000 for Fort Lupton. Other Badger Meter sales employees were also participating, and FE-2 estimated that Badger Meter sales employees in FE-2's region pulled forward around "a couple of million" dollars in this time period, noting that some of the pull-forward orders could be "hundreds of thousands of dollars," and that FE-2 assumed the dollar value of orders in places like Southern California may have been a lot higher, as there were more meters for projects in that area.

119. Municipalities had the Capacity to Take on Early Shipments and Store Unused Product: According to FE-2, Defendant Bockhorst's April 17, 2025 1Q25 earnings call statement that "end users really, in many ways, cannot pull forward because they can't really put them into meter pits or homes faster and they don't have the warehouse space to typically hold it" was inaccurate. The customers that did agree to take their shipments early either had sufficient

warehouse space or secured storage units. For example, FE-2 recalled that the City of Fort Lupton, Colorado secured extra storage containers to take inventory early from Badger Meter in the fourth quarter of 2025.

120. The Direction to Pull Forward Orders "Came from the Top": FE-2's sales team in the West region held regularly occurring monthly sales calls led by Buetow. The calls included Buetow's team of six account managers, including FE-2, and were conducted via Teams. FE-2 recalled that during the calls, Buetow would inform the team that the directions to pull forward orders were coming from senior executives, and "this is coming from the top." Specifically, FE-2 recalled that several times over the course of the fourth quarter of 2025, Buetow said something along the lines of: the direction was coming from the top, and that the top brass was worried, so the team needed to pull in orders to boost its numbers to meet public earnings targets. FE-2 understood "top brass" to mean Defendants Bockhorst and Wrocklage.

121. According to FE-2, Shauna Griffin was "on top of it." FE-2 explained that account managers had to provide reports to their immediate sales managers and believed that the data from those reports were aggregated and funneled up through the regional managers to Griffin. These reports could be pulled from MicroStrategy and Salesforce and included ordering history and pending orders. According to FE-2, Griffin talked with Defendants Bockhorst and Wrocklage every week after the data were distributed from the field level to more senior managers.

122. Additionally, FE-2 recalled that the level of access to information in the MicroStrategy system increased with managerial rank. For example, a sales manager was able to see the data for all the accounts assigned to him or her, including future scheduled shipping dates. According to FE-2, everybody above the sales managers had access to everything, and FE-2's

understanding was that Bockhorst and Wrocklage "could see anything they want to look at in any of our systems."

123. Badger Meter Executives Informed Employees that Their Results were Unsustainable: FE-2 recalled Defendant Wrocklage making statements at quarterly townhall meetings in the second half of 2025 informing employees that a downturn was anticipated. According to FE-2, the statement was along the lines of: we have been on a really great pace, breaking record after record and that cannot be done forever, but we are going to enjoy it while we have it.

124. Badger Meter Employees Questioned the Sustainability of the Pull-Forward Strategy: Most account managers in the West region were already hitting their personal sales quotas at the end of 2025, including FE-2, who was already "$5 million over" the assigned target for 2025. Accordingly, FE-2 and other account managers were against the pull-forward strategy. Despite being over target, FE-2 was still required to ask customers to accept their scheduled 2026 shipments early in the fourth quarter of 2025.

125. According to FE-2, all the account managers knew what was happening. The Company was "going to sacrifice our first quarter for the last quarter in December," meaning that the Company was going to "ship everything out in 2025" that Badger Meter was "supposed to have go out in January and February 2026," to the detriment of revenue for the first quarter of 2026. "Everyone was kind of talking about how it was going to destroy 2026" and deplete future periods for the Company. Accordingly, it was no surprise when Badger Meter announced at the end of the first quarter of 2026 that it did not meet projections. "We all saw this coming." FE-2 did not recall any comments from managers or executives regarding what Badger Meter would do when the orders were short in 2026, and noted the Company was not planning for the future.

126. FE-2 recalled phone calls and in-person conversations with fellow account managers on the topic but noted that they would not document the conversations so that the Company "would not fire us for talking about it." According to FE-2, there were "certain people you just didn't challenge."

C. FE-3

127. FE-3 worked at Badger Meter from June 2023 until August 2026. During this time, FE-3 held the roles of Proposal Specialist from June 2023 through July 2025, and Project Manager from July 2025 through August 2026. As a Proposal Specialist, FE-3 responded to requests from municipalities for proposals and bids and worked with sales representatives to develop quotes and documentation in response to bid requests. As a Project Manager, FE-3 worked in the Turnkey Operations department, which, according to FE-3, subcontracted labor to install water technology for municipal jobs. The projects entailed implementing meters and software, as well as cellular endpoints, or, according to FE-3, "essentially turning over the whole system" for the municipality. FE-3 reported to Senior Project Manager Joe Kokol, who reported to Director of Turnkey Operations Rod Krings, who in turn reported to Defendant Vice President – Controller and Treasurer Daniel Weltzien until his appointment as CFO and Treasurer on January 1, 2026, after which Krings reported to Defendant Wrocklage.

128. The Turnkey Operations Department was Directed to Place Customer Orders Before Necessary, to Increase Revenue: According to FE-3, Badger Meter's Turnkey Operations managed the installation of product for customers. FE-3 recalled that Badger Meter's Project Managers were responsible for placing the orders for the municipalities on the turnkey projects. According to FE-3, there was a draw schedule that concerned the pace of what was shipped in order to supply the installers. FE-3 recalled that the draws typically scheduled one shipment per month, and that Project Managers were responsible for monitoring the installation and predicting

the needs of the installers. According to FE-3, Badger Meter recognized the revenue on those draws when the inventory shipped.

129. In October and November 2025, FE-3 recalled that it became apparent that Badger Meter was more interested in recognizing the revenue from shipments than providing quality service. According to FE-3, the Turnkey Operations project management team held monthly meetings led by Krings and attended by the approximately seven or eight project managers. The meetings were held virtually via Teams. FE-3 recalled that Krings repeatedly made the comment at these meetings that there was a push to ship orders out sooner. According to FE-3, "it was at the end of the month always, not letting your orders slide out." FE-3 recalled experiencing firsthand pressure to ship orders sooner and also observed other project managers being pressured. Additionally, FE-3 stated that in October and November 2025, there was a real sense of urgency and a panic to ship orders sooner at the end of the year in 2025, and that the pressure did not let up in 2026.

130. Specifically, FE-3 recalled that in project management meetings, "they would say: if your customer has space in a warehouse, let's ship this early." FE-3 further noted that it was "all about can your customer take this as soon as possible," and there was a constant effort to get project managers to push product out the door. According to FE-3, if there was an extra six weeks of inventory that was not yet needed on the project, the goal was "as long as they could ship it, they could report the revenue." FE-3 reiterated that project managers were encouraged to expedite draw shipments even when the inventory was not needed by the client or installer, and FE-3 recalled that the amount of inventory that could be shipped early was based on how much warehouse space was available, regardless of whether the inventory was going to be immediately needed by installers.

131. FE-3 recalled this being "interesting" from a Turnkey Operations perspective, as the Company was managing the installation of the product. FE-3 reiterated that if a Project Manager was directed to ship inventory early, it was done to increase revenue for the month. FE-3 offered a hypothetical where the Company may have shipped two draws in one month, and that if a draw schedule called for a shipment on September 4, the inventory might have been shipped on August 30 to recognize revenue in the earlier period. FE-3 recalled that it did not seem that customers intensely reviewed shipping patterns and that permission from customers did not necessarily need to be asked.

132. According to FE-3, Defendant Bockhorst's April 17, 2025 1Q25 earnings call statement that "end users really, in many ways, cannot pull forward because they can't really put them into meter pits or homes faster and they don't have the warehouse space to typically hold it" was misleading from a Turnkey perspective. FE-3 recalled that the project managers "had a ton of control" and that "managing the subcontractor and running the project for the municipality" essentially afforded Badger Meter the ability to "speed up or slow down a project."

133. The Turnkey Operations Department was Directed to Place Customer Orders Before Receiving Purchase Orders, to Increase Revenue: FE-3 served as the project manager for the Toho Water Authority project in Florida. According to FE-3, the practice of shipping product early "really became a problem" on that project, as it was "almost like we don't care they are struggling to implement this – we just need to keep pace with our deliveries." FE-3 emphasized that it was quantity over quality.

134. FE-3 worked as the project manager on the Toho Water Authority project—which involved retrofitting Badger Meter cellular endpoints onto Toho's pre-installed meters—from September 2025 until FE-3 closed out the project in mid-June 2026. According to FE-3, the project

called for the installation of 180,000 endpoint units total and was split into phases. Phase I called for 34,000 units, Phase II called for 19,000 units, and the rest would be negotiated and determined as the project continued. FE-3 recalled that the total Toho project value for the first two phases was around $12 million - $8 million for Phase I and $4 million for Phase II. FE-3 recalled that Phase I was completed at the end of January 2026, but that the project had been a "horrible disaster" as the company had trouble retrofitting its endpoints on older meters, and that the endpoints often were not reading or working. Despite these issues, Badger Meter was "launching as fast as [it] could into Phase II," and FE-3 recalled being directed to ship product before the purchase order was completed.

135. Specifically, FE-3 recalled being directed by Krings via email or Teams to place the order before the purchase order was received. According to FE-3, the pressure to move to Phase II was "very great," and Krings communicated that he was "accepting the risk that something dramatic could happen." FE-3's take-away was that it was worth it to place the order so that Badger Meter could report the related revenue. FE-3 recalled placing the order for Phase II before the purchase order was received so that the project "could keep rolling as fast as possible." According to FE-3, Toho pushed back, saying that it was not aware that Badger Meter was going to start already, and FE-3 recalled hearing from a sales representative that Toho had called Badger Meter "bullies" for moving ahead so quickly.

136. The Pressure to Ship Product Early Came from the Executive Team: According to FE-3, Defendant Weltzien was pressuring Krings to direct this practice on Turnkey project managers. FE-3 recalled that Krings was reporting to Dan Weltzien, so Krings "had to push for us to ship stuff as soon as possible." FE-3 also recalled that, beginning in October and November 2025, Krings repeatedly commented at the monthly project manager meetings that Badger Meter

executives were watching shipments closely and that project managers should be careful not to let anything slide. According to FE-3, "it was like you were being watched very closely." Additionally, FE-3 was sure the Individual Defendants were getting reported to by Krings, and the only executives senior to Krings were Defendants Bockhorst, Wrocklage, and Weltzien.

D. FE-4

137. FE-4 worked at Badger Meter from August 2010 until September 2025. During this time, FE-4 held the roles of Senior Mechanical Engineer from April 2010 through April 2022, and Principal Engineer from April 2022 through September 2025. In these roles, FE-4 was a lead engineer for various product lines, including regional control valves and irrigation. FE-4 reported to Director of Engineering Jeff Schreiner, who reported to Vice President Matt Stuyvenberg, who FE-4 believed in turn reported to CEO Ken Bockhorst.

138. Badger Meter Pulled in Revenue from Future Periods to Meet Financial Goals: FE-4 recalled that Badger Meter would call customers to get approval to ship valve orders ahead of schedule when the Company "wanted to get it off the books and recognize the revenue," and that the intent in shipping the valves early was to "move the needle" in terms of making projected revenue numbers. FE-4 offered a hypothetical example where if there was an order for valves that was scheduled to be delivered in the middle of September, and Badger Meter completed production for the order at the end of August, it was not uncommon for the Company to call customers to tell them the order was ready and that Badger Meter wanted to ship the order early if the customer was willing to accept it. FE-4 recalled that a lot of times, valve customers agreed to accept the early shipments.

139. FE-4 recalled that in the years that FE-4 worked at Badger Meter, pull-forward activity "happened quite a bit," and that it probably happened more under Defendant Bockhorst's time as CEO than it did with Bockhorst's predecessor.

140. According to FE-4, each pulled-forward order may move the needle "a little bit," but if the Company did that over a number of orders and for the right orders at the right revenue and profit, it could make a difference. FE-4 recalled that this occurred when the product was already manufactured, and Badger Meter was "just shipping to recognize it[s]" value. According to FE-4, this activity occurred during an "end of the month scramble," and there was a lot of talk at the Company about "what can we do here, what can we do there." FE-4 recalled that employees "all knew the Company would do better and look better if we could ship things early and make our monthly numbers look better."

141. Additionally, FE-4 recalled hearing rumblings that Badger Meter had meter orders produced ahead of schedule to ship to customers for the purpose of making up revenue shortfalls. Specifically, FE-4 recalled hearing talks that Badger Meter had meter "order[s] ready to go out," so the Company needed to "get it out of here, ship it." FE-4 recalled hearing from other employees that this activity was "done to make the monthly numbers look better." According to FE-4, these discussions occurred in 2025, after a lot of Badger Meter's acquisitions.

142. Indeed, FE-4 recalled "a lot of chatter" at Badger Meter after the Company acquired companies that "had a bunch of growth," which "spiked" Badger Meter's projected revenue, but that the growth from the acquisitions flatlined so that the company could not sustain the trajectory that "everyone thought [Badger Meter] w[as] on." FE-4 believed that the acquired entities did not have the "true growth" that was expected, and Badger Meter therefore had to "cover up that misunderstanding or mistake." FE-4 suspected that Badger Meter had over-forecasted and that this was the reason for the pull-forward activity, and the Company resultingly had "this scrambling" to "try and do what we said."

143. The Individual Defendants Were Aware of the Pull-Forward Activity: According to FE-4, Badger Meter executives, including Defendants Bockhorst and Wrocklage, were aware of the pull-forward activity as it was a well-known practice of which everyone at the company was aware. According to FE-4, things known at the level FE-4 worked, like revenue shortfalls and related order pull-forwards, were "well known above me." FE-4 also recalled that the Individual Defendants had access to "every system used" at Badger Meter and received output reports "from these systems all the time."

VI. MATERIALLY FALSE AND MISLEADING STATEMENTS AND OMISSIONS

144. Throughout the Class Period, Defendants made a series of materially false and misleading statements and omissions concealing the truth regarding Badger Meter's financial results, demand for the Company's product, prospects for continued growth, pull-forward activity, and project timelines. The specific statements and omissions alleged to be false and misleading are set forth below.

A. April 18, 2024 Q1 8-K and 1Q24 Earnings Call

145. On April 18, 2024, Badger Meter filed a Form 8-K, signed by Defendant Wrocklage, announcing its 1Q24 results. The press release filed on that Form 8-K stated that Badger Meter had "reported ***record results*** for the first quarter ended March 31, 2024." The press release also quoted Defendant Bockhorst as stating, "***[t]he continued strength in both customer demand and operating execution drove exceptional performance in our first quarter***, with record quarterly revenue, operating profit and EPS results. ***These record results are reflective of ongoing favorable industry fundamentals, driving robust customer demand for our innovative smart water solutions.***" Finally, the press release stated that "[u]tility water sales increased 29% year-over-year ***reflecting continued customer adoption across our broad and expanding portfolio of smart water solutions***."

146. Also on April 18, 2024, Badger Meter held its 1Q24 earnings call. During the call, Defendant Wrocklage stated in his prepared remarks that "***[w]e continue to experience strong demand for our suite of utility smart water solutions***, which benefited from ongoing favorable water industry fundamentals coupled with increased adoption of our innovative offerings."

147. The statements in ¶¶ 145-46 were materially false and misleading and omitted the truth when made because while Defendants attributed Badger Meter's "record" first-quarter results to "favorable industry fundamentals, driving robust customer demand for our innovative smart water solutions," they omitted and concealed the truth that Badger Meter had begun, as early as 2024, pulling forward orders from future periods to increase current-period revenue and meet financial targets. Due to this concealed method of revenue recognition, investors were misled about the sustainability of Badger Meter's purported "record results." In addition, the demand-related statements were false and misleading because the pull-forward scheme depleted revenue otherwise available in later periods and thus had the effect of concealing the weakening demand for the Company's products resulting from the end of pandemic-related supply chain issues, completion of large AMI projects, and the approaching end of stimulus-funded spending.

148. During the call, Defendant Bockhorst stated in his prepared remarks that "***[w]e continue to see robust order pacing and a strong bid pipeline that positions us well for continued sales and earnings growth***."

149. This statement was materially false and misleading and omitted the truth when made because Defendants represented that Badger Meter's robust order pacing, strong bid pipeline, and long runway for AMI adoption positioned the Company for continued sales and earnings growth while omitting and concealing the truth that the Company was already pulling orders scheduled for future periods into current periods to meet financial targets and sustain the

appearance of growth, concealing Badger Meter's growth struggles. Indeed, the pull-forward scheme was necessarily depleting revenue that was available for future periods in order to conceal deteriorating near-term order trends. In reality, Badger Meter's practice of pulling in revenue from future periods coupled with weakening underlying demand materially deteriorated its growth prospects.

150. Following Defendants' statements on this day, Badger Meter's stock rose approximately 16.7%, from $153.00 at the close on April 17, 2024 to $178.48 at the close on April 18, 2024.

B. October 17, 2024 Q3 8-K and 3Q24 Earnings Call

151. On October 17, 2024, Badger Meter filed a Form 8-K, signed by Defendant Wrocklage, announcing its 3Q24 results. The press release quoted Defendant Bockhorst as stating, "***[s]ales in the quarter continued to benefit from solid demand for our tailorable water management solutions.*** Notably, we achieved ***record operating profit margins of 19.5%, the result of favorable sales mix, price/cost management, strong operating execution and continued selling, engineering and administration (SEA) expense leverage***" and "[u]tility water sales increased 14% year-over-year against a difficult prior year comparison ***reflecting continued solid adoption*** across the BlueEdge suite of solutions by utility customers."

152. Also on October 17, 2024, Badger Meter held its 3Q24 earnings call. During the call, Defendant Wrocklage stated in his prepared remarks that, "[t]otal utility water product line sales increased 14% year-over-year, ***as we continue to deliver on solid demand for our BlueEdge suite of utility smart water solutions***."

153. Later in the call, an analyst from Robert W. Baird & Co. Inc. asked, "[y]ou talked about normalizing backlog . . . [s]o can you give us any sense as to where maybe your backlog

level is relative to what you would consider more of a steady state, assuming it's higher than that? If that's correct?" Defendant Bockhorst replied:

> [***W]e've never sized the backlog***, but we didn't call it out this quarter because there was no meaningful change within it. So it still remains very positive. All the areas of the market that we look at from customers in the engineering phase to what's in the bid phase to ***what's in our backlog to what we're shipping remains as solid as it's ever been***.

154. The statements in ¶¶ 151-53 were materially false and misleading and omitted the truth when made because while Defendants attributed sales results and record profit margins to "favorable sales mix, price/cost management, strong operating execution and continued selling, engineering and administration (SEA) expense leverage," they omitted and concealed the truth that Badger Meter had begun, as early as 2024, pulling forward orders from future periods to increase current-period revenue and meet financial targets. Accordingly, because of this concealed method of revenue recognition, investors were misled about the sustainability of Badger Meter's purported financial results and "record operating profit margins." In addition, Defendants' statements that there was "solid demand" for and "solid adoption" of Badger Meter's products were false and misleading because the pull-forward scheme concealed the weakening demand for the Company's products resulting from the end of pandemic-related supply chain issues, completion of large AMI projects, and the approaching end of stimulus-funded spending. Finally, Defendants' statements that they had never sized the backlog, that there was no "meaningful change" within the backlog, that the backlog "remain[ed] very positive," and that "what's in our backlog" and "what we're shipping remain[ed] as solid as it's ever been" were false and misleading because they omitted that Badger Meter's pull-forward scheme was depleting the backlog of orders scheduled for future periods. This backlog depletion, coupled with the fact that the backlog was

not being replenished due to weakening demand, materially deteriorated Badger Meter's growth prospects.

C. January 31, 2025 Q4 8-K and 4Q24 Earnings Call

155. On January 31, 2025, Badger Meter filed a Form 8-K, signed by Defendant Wrocklage, announcing its 4Q24 and full-year 2024 results. The press release quoted Defendant Bockhorst as stating that Badger Meter's performance "***demonstrates our ability to further capitalize on the robust demand environment for comprehensive and tailorable digital water management solutions***" and "[a]s we enter 2025, ***the demand environment for our end-to-end smart water offerings remains resilient***."

156. Also on January 31, 2025, Badger Meter held its Q4 2024 earnings call. During the call, Defendant Wrocklage stated in his prepared remarks that "[t]otal utility water product line sales increased 14% year-over-year ***as we continue to deliver on solid demand across our BlueEdge suite of utility smart water solutions.***" Also in his prepared remarks, Defendant Bockhorst stated, "***Our durable business model is underpinned by replacement-driven demand,*** secular AMI adoption drivers and the expanding need for real-time data visualization and analytics spanning the water network," and "***[o]ur order book and opportunity pipeline along with constructive customer budgets continue to support the high single-digit average top line growth we've been communicating for some time now.***"

157. The statements in ¶¶ 155-56 were materially false and misleading and omitted the truth when made because while Defendants attributed results and sales to Badger Meter's "robust demand environment" and "durable business model," they omitted and concealed the truth that Badger Meter had begun, as early as 2024, pulling forward orders from future periods to increase current-period revenue and meet financial targets. Accordingly, because of this concealed method of revenue recognition, investors were misled about the sustainability of Badger Meter's purported

financial results. Finally, Defendants' statement that the Company's "order book and opportunity pipeline . . . support[ed] . . . high single-digit average top line growth we've been communicating for some time now" was materially false and misleading when made because Defendants omitted and concealed the truth that the Company was already pulling orders scheduled for future periods into current periods to meet financial targets and sustain the appearance of growth, concealing Badger Meter's growth struggles.

D. February 27, 2025 Gabelli PVW Symposium

158. On February 27, 2025, Defendant Wrocklage participated in a discussion at the Gabelli Funds 35th Annual Pump, Valve & Water Symposium. During the discussion, Defendant Wrocklage stated, "we're benefitting from what I would call ***a robust demand environment and macro drivers that I would say are not one or two or three year dynamics, they're multi-year if not multi-decade*** . . . there's just a lot of really good, constructive, ***and durable aspects of our business model*** . . . and given that we talk ***about a high single digit growth outlook as we move forward, we expect that to continue to occur***." Badger Meter also displayed presentation slides during the discussion, one of which highlighted its commitment to creating long-term shareholder value and touted the Company's "***elevated backlog***," and "***strong order rates***," and stated that "***durable macro trends support long-term smart water solution adoption***."

159. These statements were materially false and misleading and omitted the truth when made because Defendants represented that Badger Meter was benefitting from a "robust demand environment," "multi-year or multi-decade" and "durable" macro drivers/trends, and strong order rates, while omitting and concealing the truth that the pull-forward scheme depleted revenue otherwise available in later periods and thus had the effect of concealing the weakening demand for the Company's products resulting from various macro trends like the end of pandemic-related supply chain issues, completion of large AMI projects, and the approaching end of stimulus-funded

spending. In addition, Defendants' statements regarding continued growth expectations were materially false and misleading because Badger Meter's practice of pulling in revenue from future periods coupled with weakening underlying demand materially deteriorated its growth prospects. Finally, Defendants' statements purporting an "elevated backlog" were false and misleading because the pull-forward scheme was depleting the backlog of orders scheduled for future periods. This backlog depletion, coupled with the fact that the backlog was not being replenished due to weakening demand, materially deteriorated Badger Meter's growth prospects.

E. April 17, 2025 Q1 8-K and 1Q25 Earnings Call

160. On April 17, 2025, Badger Meter filed a Form 8-K, signed by Defendant Wrocklage, announcing its 1Q25 results. The press release quoted Defendant Bockhorst as stating, "***[s]teady customer demand*** and disciplined operating execution ***drove solid revenue growth and record margins in a strong start to 2025***. Our ability to build upon record results ***reflects the underlying stability of our business model as favorable industry fundamentals drive the need for our innovative smart water solutions***," and "[o]ur first quarter results ***demonstrate the resilience and durability of our replacement-driven business amidst a volatile macroeconomic environment***."

161. These statements were materially false and misleading and omitted the truth when made because while Defendants attributed revenue growth and record margins to "steady customer demand and disciplined operating execution" and "the underlying stability of our business model," they omitted and concealed the truth that Badger Meter had begun, as early as 2024, pulling forward orders from future periods to increase current-period revenue and meet financial targets. Accordingly, because of this concealed method of revenue recognition, investors were misled about the sustainability of Badger Meter's purported financial results. In addition, Defendants' demand-related statements—including purportedly favorable industry fundamentals—were false

and misleading because the pull-forward scheme concealed the weakening demand for the Company's products resulting from the end of pandemic-related supply chain issues, completion of large AMI projects, and the approaching end of stimulus-funded spending.

162. During the earnings call also on April 17, 2025, an analyst from Stifel, Nicolaus & Company, Inc. asked, "[i]s there any perception that customers might have pulled forward some orders into the quarter in front of potential price increases or in front of potential supply chain disruptions or anything like that? Or did it kind of progress through the quarter as you would expect it to normally?" Defendant Bockhorst replied:

> So 2 things to remember is that 75% of our revenue is direct to end users and ***end users really, in many ways, cannot pull forward*** because they can't really put them into meter pits or homes faster and they don't have the warehouse space to typically hold it. So a large portion of the revenue really doesn't even have that leverage pull. And then the 25% that goes through distribution, ***we've not seen large pull forward orders***. ***So it was a pretty normal order environment.***

163. These statements were materially false and misleading and omitted the truth when made because Bockhorst denied that Badger Meter's end-user customers could pull orders forward, represented that the Company had not seen large distributor pull-forward orders, and characterized the order environment as "pretty normal," while omitting and concealing the truth that Badger Meter had begun, as early as 2024, pulling forward orders from future periods for both its municipality (i.e., "end users") and distributor customers. Indeed, at the time this statement was made, Badger Meter had been relying on the pull-forward scheme to conceal weakening demand and near-term ordering trends. Thus, Bockhorst's response misleadingly addressed whether customers independently chose to accelerate orders while concealing that Badger Meter was initiating accelerated shipments, including shipments to end users and distributors, and pressuring customers to accept them, to increase current-period revenue. The statement that the

quarter reflected a "pretty normal order environment" was likewise misleading because the frequency of Company-directed pull forwards had increased materially by early 2025 and continued throughout the period, depleting revenue otherwise available in later quarters and masking weakening underlying demand.

164. Following Defendants' statements on this day that customers could not take pull forward orders, Badger Meter's stock rose approximately 10%, from $183.90 at the close of trading on April 16, 2025 to $201.63 at the close of trading on April 17, 2025.

F. July 22, 2025 Q2 8-K and 2Q25 Earnings Call

165. On July 22, 2025, Badger Meter filed a Form 8-K, signed by Defendant Wrocklage, announcing its 2Q25 results. Amid disappointing results, the press release filed on that Form 8-K quoted Defendant Bockhorst as touting, "***[d]emand for our versatile, industry-leading cellular AMI solution and broad BlueEdgeTM portfolio of tailorable water management solutions remained steady***, despite continuously evolving and challenging macroeconomic, trade and policy environments," and "***[o]ngoing customer adoption of digital smart water solutions, including increased sales of metering, BEACON SaaS, and water quality and remote monitoring solutions, were the primary drivers of growth compared to the prior year quarter***." Bockhorst also lauded the Company's outlook, stating "[o]ur ongoing conviction in high single digit revenue growth over the long term is underpinned by ***enduring favorable industry fundamentals, customer order and demand trends, project awards, pending and future RFP activity and the competitive positioning of our broad solution portfolio to best address customer water challenges and needs***."

166. Also on July 22, 2025, Badger Meter held its 2Q25 earnings call. In his prepared remarks, Defendant Bockhorst stated, "Halfway through the year, I remain encouraged by the resilience of our business as we face ongoing macroeconomic trade and policy uncertainty. ***Our***

proven history of differentiated operational execution combined with ongoing customer demand and momentum in technology adoption trends positions us to successfully navigate this near-term uncertainty while supporting the long-term goals of our customers."

167. Later on the call, an analyst from Deutsche Bank AG asked, "can you maybe also just generally comment on like muni activity in general because I think there have been some fears maybe of like a little bit of softness there[?]" Defendant Bockhorst replied:

> In terms of total just market demand, like we always have, we continue to spend a lot of time talking to customers in several pieces of the cycle on who's working with consulting firms on AMI projects that we'll see in 3 to 5 years, how we're doing on RFPs that are currently in motion, things that are currently being rolled out, orders, backlog. We're every bit as bullish as we've ever been. ***So customer demand side in terms of people inquiring about new projects or moving forward with projects remains largely unchanged***.

168. The statements in ¶¶ 165-67 were materially false and misleading and omitted the truth when made because Defendants' demand-related statements—including that demand remained "steady," "ongoing," and that "customer demand . . . remain[ed] largely unchanged"—concealed that Badger Meter had been relying on the pull-forward scheme to conceal weakening demand and near-term ordering trends resulting from the end of pandemic-related supply chain issues, completion of large AMI projects, and the approaching end of stimulus-funded spending. In addition, Defendants' statements attributing "ongoing customer adoption" of Badger Meter's products as the "primary drivers of growth" omitted and concealed that the Company had actually been pulling forward orders from future periods to increase current-period revenue and sustain the appearance of growth. Likewise, Defendants' statements touting the Company's "conviction in high single digit revenue growth" due to favorable industry fundamentals, customer order and demand trends, and other factors were false and misleading because Badger Meter's practice of

pulling in revenue from future periods coupled with weakening underlying demand materially deteriorated its growth prospects.

G. November 6, 2025 RBC Global Industrials Conference

169. On November 6, 2025, Defendant Wrocklage participated in a discussion on "Innovators and Ideas," an audio series hosted by RBC Capital Markets. The discussion was held during RBC's Global Industrials Conference in New York City. During the discussion, the moderator asked, "[i]nvestor appetite for water-focused technologies has grown meaningfully. How do Badger's smart meters and software help utilities optimize their systems to meet these sustainability priorities?" Defendant Wrocklage replied:

> I think investors, and we have a very attractive investor base, and we engage with them routinely, very much view our business model as being durable. ***Our underlying metering business is driven by a very predictable replacement cycle***, and because of our 120-year history, we have the benefit of being a market leader, and I think that that's an attractive investment thesis, when you combine that with the competitive moats that are naturally inherent in our market, in our industry . . . ***So now, when you put together that historic, attractive, durable business model with these long-cycle macro drivers, adoption drivers, and then the stability of a growing, virtually non-cancelable software model***. And then you add to that, these beyond the meter technologies that are in even earlier innings of technology adoption. Quite frankly, I think it puts together an investment thesis that was attractive on its own and is even more attractive as we move forward.

170. These statements were materially false and misleading and omitted the truth when made because Defendants represented that Badger Meter's business was driven by a "very predictable" replacement cycle and that it was a "durable business model" with "long-cycle macro drivers," while omitting that the "stability" of the business had actually been propped up by the pull-forward scheme. Moreover, Defendants omitted and concealed the truth that the pull-forward scheme depleted revenue otherwise available in later periods and thus had the effect of concealing

the weakening demand for the Company's products resulting from various macro trends like the end of pandemic-related supply chain issues, completion of large AMI projects, and the approaching end of stimulus-funded spending.

H. January 28, 2026 Q4 8-K and 4Q25 Earnings Call

171. On January 28, 2026, Badger Meter filed a Form 8-K, signed by Defendant Weltzien, announcing its 4Q25 results. The press release quoted Defendant Bockhorst as stating, "As expected, fewer operating days in the fourth quarter and ***previously-communicated project pacing effects contributed to the 6% sequential decline in utility water sales versus the third quarter of 2025, illustrating the long-standing and inherent top-line unevenness that can occur quarter-to-quarter and year-to-year, regardless of underlying market conditions.***"

172. Also on January 28, 2026, Badger Meter held its Q4 2025 earnings call. During the call, Defendant Weltzien stated in his prepared remarks, "As expected, fewer operating days in the fourth quarter and ***previously communicated project pacing effects resulted in a 6% sequential decline in utility water sales versus the third quarter of 2025***. The term project pacing is intended to describe typical variation in activity driven by periodic changes in our active customer base and whether or not we act as prime contractor in what we refer to as turnkey projects. ***Simply put, the sequential quarterly sales decline between the third and fourth quarters of 2025 has everything to do with the calendar and quarter-specific customer and project mix and very little to do with other influences such as underlying market conditions, customer demand trends, utility budgets or the broader funding environment.***"

173. The statements in ¶¶ 171-72 were materially false and misleading and omitted the truth when made because Defendants attributed disappointing financial results to "project pacing effects," "customer and project mix," and "concluding AMI turnkey projects" while omitting and concealing that Badger Meter began depleting the backlog through its pull-forward scheme in

2024, and continued to do so throughout the Class Period while simultaneously failing to replenish the backlog due to weakening demand. As a result, Badger Meter was left with fewer and fewer orders to ship in future quarters, resulting in decelerated revenue growth and EPS. Accordingly, having chosen to speak about the cause of their financial results, Defendants omitted material facts necessary to make the statements not misleading.

I. February 26, 2026 Gabelli PVW Symposium

174. On February 26, 2026, Defendant Weltzien participated in a discussion at the Gabelli Funds 36th Annual Pump, Valve & Water Symposium. During the discussion, a symposium attendee asked, "just wondering . . . your history of being a slow and steady grower was very attractive, so what do you think was miscommunicated to the market last summer when your stock price got hammered from $250 down to like $160 or something? And, more importantly, whatever that problem was, is it fixed? And how can we rely on your stock price to be a steady grower in the future like it has been in the past?" Defendant Weltzien replied:

> Throughout that period of time, we've continued to be a steady grower . . . I think the reaction you're seeing there in our stock price is the slowing rate of growth that we're seeing as compared to what we had been doing historically. And we've been trying to signal that to the market over the last two quarters . . . ***we saw this pocket coming and really what happened was we had a number of large solutions that we saw wrapping up as we moved throughout 2025.*** Our sales cycle is very long . . . As projects wrapped up in 2025, we have visibility to a number of projects that we anticipate starting in the back half of 2026, but they just haven't yet for a variety of reasons, whether it be those municipalities getting preparation in the form of finalizing the contract, the installation, labor, how they warehouse the products, etc. That was what we were trying to signal to the market, and I feel that message didn't land with the investment community, and I think that's part of the reason for the reaction. As we've talked about our business over that entire span, we haven't changed our position in terms of what we think the business will do over five year strategic horizon . . . our business can be lumpy . . . because of what I just described . . . over that five year horizon, we feel like high

> single digits is still the outlook based on what we know today and what projects we've either been awarded and have not yet started or what sits in the opportunity funnel for us.

175. These statements were materially false and misleading and omitted the truth when made because Defendants attributed the drop in the Company's stock price to the "slowing rate of growth" due to a "pocket" of ending projects, while omitting and concealing that Badger Meter began depleting the backlog through its pull-forward scheme in 2024, and continued to do so throughout the Class Period while simultaneously failing to replenish the backlog due to weakening demand. As a result, Badger Meter was left with fewer and fewer orders to ship in future quarters, resulting in decelerated revenue growth and EPS. Accordingly, having chosen to speak about the cause of their financial results, Defendants omitted material facts necessary to make the statements not misleading.

VII. ADDITIONAL ALLEGATIONS OF SCIENTER

176. As set forth herein, Defendants knew or were reckless in not knowing that the statements identified in Section VI above were materially false and misleading and omitted the truth when made. What follows are additional particularized allegations of Defendants' scienter, which, when taken together with all the allegations set forth herein, support a strong inference of scienter.

A. Defendant Bockhorst Was Motivated to Inflate Badger Meter's Share Price to Generate $4 Million in Insider Sales

177. Defendant Bockhorst had a significant informational advantage and was uniquely situated to gain substantial financial rewards by portraying the Company in a positive light during the Class Period.

178. During the Class Period, Bockhorst sold 18,824 shares of Badger Meter common stock in three separate open-market transactions between March 3, 2025 and March 5, 2025—

approximately one month after he misleadingly told investors that "[a]s we enter 2025, the demand environment for our end-to-end smart water offerings remains resilient" and several months before the truth began to emerge—for total proceeds of approximately $4 million. Between January 1, 2019—when Bockhorst became CEO—and March 2, 2025, Bockhorst made no open-market sales of Badger Meter stock.

179. On March 3, 2025, Defendant Bockhorst sold 1,165 shares at an average price of $212.13 per share, for proceeds of $247,131.45. The SEC Form 4 accompanying Bockhorst's March 3, 2025 sale indicates that it was an open-market sale.

180. The next day, on March 4, 2025, Bockhorst sold an additional 1,586 shares at an average price of $209.50, for proceeds of $332,267. The SEC Form 4 accompanying Bockhorst's March 4, 2025 sale indicates that it was an open-market sale.

181. Then, on March 5, 2025, Defendant Bockhorst sold another 16,073 shares at an average price of $209.74 per share, for proceeds of $3,371,151.02. The SEC Form 4 accompanying Bockhorst's March 5, 2025 sale indicates that it was an open-market sale.

182. After the sale, Bockhorst reported owning 34,961 shares. Accordingly, the March 5 sale represented more than 31% of the 51,034 shares Bockhorst held immediately before that transaction. As discussed further below, Defendant Bockhorst's March 2025 sales were **not** made pursuant to a Rule 10b5-1 trading plan.

183. Defendant Bockhorst's Class Period purchases were far more meager. On February 10, 2026, Defendant Bockhorst purchased 3,300 shares at a price of $152.42 per share, for a total purchase price of $502,986. In sum, during the Class Period, Defendant Bockhorst sold a net of 15,524 shares in open-market transactions, with his total sale proceeds exceeding his total purchase price by $3,447,563.47.

184. A Rule 10b5-1 trading plan is a prearranged plan, designed in accordance with Rule 10b5-1 of the Securities Exchange Act, used by individuals who may have access to material non-public information to allow them to make predetermined trades that may qualify for an affirmative defense against insider trading (e.g., sell 100 shares per month every month on the 1st of the month).

185. During the Class Period, the Company's Insider Trading Policy specifically contemplated the use of Rule 10b5-1 trading plans. For example, in Badger Meter's Form 10-K filed on February 14, 2025—less than three weeks before Bockhorst's March 3–5, 2025 sales—the Company stated the importance of Rule 10b5-1 trading plans for its executives and directors. Despite this, Defendant Bockhorst engaged in multiple unscheduled sales collectively disposing of 18,824 shares, or approximately 35% of the 53,785 shares he held immediately before the first March 2025 sale, at a price inflated by Defendants' fraud.

186. Notably, on April 21, 2026, four days after the April 17, 2026 revelations caused Badger Meter's stock price to decline by 24%, Defendant Bockhorst purchased 2,200 shares at a bargain price of $117.53 per share, for a purchase price of $258,566.

B. The Company's Executive Compensation Plan Incentivized Defendants Bockhorst and Wrocklage to Pull in Sales to Meet Year-End Targets

187. Pulling in sales, especially before year-end, was critical to Defendants Bockhorst and Wrocklage because Badger Meter's Executive Compensation Plan that governed their compensation during the Class Period was tied directly to the Company's year-end adjusted EBITDA, adjusted absolute free cash flow, and adjusted return on invested capital ("ROIC"), all of which are directly impacted by sales of Badger Meter's products.

188. Badger Meter defines EBITDA as "GAAP net earnings plus interest, income taxes, depreciation and amortization"; absolute free cash flow as "GAAP cash flow from operations less

capital expenditures"; and ROIC as "net operating profit after-tax, utilizing a fixed tax rate, divided by the simple average of beginning and ending net debt plus shareholder's equity."

189. In 2024, Defendant Bockhorst received an annual salary of $830,000, while Defendant Wrocklage received an annual salary of $450,000. In 2025, Defendant Bockhorst received an annual salary of $879,800 (a 6% increase), while Defendant Wrocklage received an annual salary of $499,500 (an 11% increase).

190. Under Badger Meter's Executive Compensation Plan, Defendants Bockhorst and Wrocklage were entitled to annual cash bonuses if Badger Meter met or exceeded two equally weighted financial performance target metrics during the calendar year: adjusted EBITDA (50% weighting) and adjusted free cash flow (50% weighting).

191. By pulling forward sales prior to the end of 2024, Defendants' activity helped Badger Meter exceed the maximum adjusted EBITDA and adjusted free cash flow targets under the Company's annual bonus plan, which resulted in Defendants Bockhorst and Wrocklage receiving the maximum bonus of 200% of base salary.

	2024 Annual Bonus Scale			2024 Annual Bonus Achievement
	Threshold	Target	Maximum	Actual
2024 Adjusted EBITDA	$ 146.7	$ 158.4	$ 170.1	$ 191.5
Bonus Payout	50%	100%	200%	200%
2024 Absolute Free Cash Flow	$ 95.0	$ 106.0	$ 116.0	$ 142.2
Bonus Payout	50%	100%	200%	200%

192. By pulling forward sales prior to the end of 2025, Defendants' activity helped Badger Meter exceed the target adjusted EBITDA and exceed the maximum adjusted free cash flow target under the Company's annual bonus plan, which resulted in Defendants Bockhorst and Wrocklage receiving cash bonus payouts of 179.85% of base salary (i.e., the mid-point between the 159.7% and 200% below).

	2025 Annual Bonus Scale			2025 Annual Bonus Achievement
	Threshold	Target	Maximum	Actual
2025 Adjusted EBITDA	$ 196.2	$ 210.0	$ 224.0	$ 218.4
Bonus Payout	50%	100%	200%	159.7%
2025 Absolute Free Cash Flow	$ 135.0	$ 145.0	$ 155.0	$ 169.8
Bonus Payout	50%	100%	200%	200.0%

193. The Company's Executive Compensation Plan also provided for performance-related equity awards for Defendants Bockhorst and Wrocklage. Specifically, during the Class Period, Badger Meter's Long-Term Incentive Plan provided for two forms of equity compensation – PSUs, which were earned based on the achievement of objective performance criteria over a three-year period, and restricted stock awards, which vested ratably over a three-year period. Achievement and vesting of the PSUs were based on two equally weighted financial performance metrics – adjusted free cash flow conversion (50% weighting) and adjusted ROIC (50% weighting) as measured over a three-year performance period.

194. By pulling forward sales through the end of 2024, Defendants' activity helped the Company exceed the threshold adjusted free cash flow conversion target and exceed the target adjusted ROIC for the 2022 to 2024 period, which triggered the payment of incentive plan performance awards to Defendants Bockhorst and Wrocklage.

	2022-2024 LTIP Incentive Plan Performance Awards			LTIP Incentive Result (Achievement)
Performance Metric	Threshold (50%)	Target (100%)	Maximum (200%)	Actual
Free Cash Flow Conversion	100.0%	112.5%	125.0%	111.6%
ROIC	14.5%	17.0%	19.5%	28.9%

195. By pulling forward sales through the end of 2025, Defendants' activity helped the Company exceed the target adjusted free cash flow conversion and exceed the maximum adjusted ROIC for the 2023 to 2025 period, which triggered the payment of incentive plan performance awards to Defendants Bockhorst and Wrocklage.

Performance Metric	2023-2025 LTIP Incentive Plan Performance Awards Threshold (50%)	Target (100%)	Maximum (200%)	LTIP Incentive Result (Achievement) Actual
Free Cash Flow Conversion	100.0%	107.5%	115.0%	113.6%
ROIC	15.5%	18.5%	20.5%	37.0%

196. In sum, as shown in the table below, Defendant Bockhorst received $4,891,842 in salary, stock awards, and annual bonus in 2024. Of that, $4,061,842 (83%) was performance-related, which was based directly on Badger Meter meeting or exceeding financial metrics that were positively impacted by the Company pulling in sales before the end of the relevant periods. Defendant Wrocklage received $1,725,437 in salary, stock awards, and annual bonus in 2024. Of that, $1,275,437 (74%) was performance-related, which was based directly on Badger Meter meeting or exceeding financial metrics that were positively impacted by the Company pulling in sales before the end of the relevant periods.

Summary Compensation Table for 2024 (all amounts in $)

Name & Principal Position	Year	Salary (1)	Bonus (2)	Stock Awards (3)	Non-Equity Incentive Plan Compensation: Annual Bonus (4)	Non-Equity Incentive Plan Compensation: LTIP Cash (5)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (6)	All Other Compensation (7)	Total
Kenneth C. Bockhorst	2024	830,000	-	2,235,842	1,826,000	-	103,034	89,701	5,084,577
Chairman, President &	2023	750,000	-	1,962,621	1,650,000	-	97,362	84,305	4,544,288
CEO	2022	675,000	-	1,380,249	968,220	804,752	34,012	78,611	3,940,844
Robert A. Wrocklage	2024	450,000	-	645,437	630,000	-	27,439	58,550	1,811,426
Senior Vice President - Chief	2023	405,000	-	464,756	526,500	-	22,452	50,737	1,469,445
Financial Officer	2022	368,000	-	359,925	263,930	197,392	7,748	47,970	1,244,965
Sheryl L. Hopkins	2024	330,000	-	203,098	330,000	-	12,632	49,094	924,824
Vice President - Human	2023	285,000	-	154,836	228,000	-	5,219	42,333	715,388
Resources									
Kimberly K. Stoll	2024	310,000	-	177,831	279,000	-	12,446	53,440	832,717
Vice President - Sales and	2023	290,000	-	180,704	232,000	-	8,123	49,370	760,197
Marketing	2022	275,000	-	147,894	143,440	102,492	6,433	43,475	718,734
Richard Htwe	2024	310,000	-	203,098	248,000	-	12,315	46,490	819,903
Vice President - Global	2023	300,000	50,000	154,836	240,000	-	-	36,366	781,202
Operations									

197. Likewise, in 2025, as shown in the table below, Defendant Bockhorst received $5,662,608 in salary, stock awards, and annual bonus. Of that, $4,782,608 (84%) was performance-related, which was based directly on Badger Meter meeting or exceeding financial

metrics that were positively impacted by the Company pulling in sales before the end of the relevant periods. Defendant Wrocklage received $1,838,886 in salary, stock awards, and annual bonus in 2025. Of that, $1,338,886 (73%) was performance-related, which was based directly on Badger Meter meeting or exceeding financial metrics that were positively impacted by the Company pulling in sales before the end of the relevant periods.

Summary Compensation Table for 2025 (all amounts in $)

Name & Principal Position	Year	Salary (1)	Stock Awards (2)	Non-Equity Incentive Plan Compensation: Annual Bonus (3)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (4)	All Other Compensation (5)	Total
Kenneth C. Bockhorst	2025	880,000	3,042,144	1,740,464	182,171	88,083	5,932,862
Chairman, President &	2024	830,000	2,235,842	1,826,000	103,034	89,701	5,084,577
CEO	2023	750,000	1,962,621	1,650,000	97,362	84,305	4,544,288
Robert A. Wrocklage	2025	500,000	709,586	629,300	55,364	58,144	1,952,394
Senior Vice President - Chief	2024	450,000	645,437	630,000	27,439	58,550	1,811,426
Financial Officer	2023	405,000	464,756	526,500	22,452	50,737	1,469,445
Sheryl L. Hopkins	2025	360,000	228,187	323,640	23,173	49,668	984,668
Vice President - Human	2024	330,000	203,098	330,000	12,632	49,094	924,824
Resources	2023	285,000	154,836	228,000	5,219	42,333	715,388
Kimberly K. Stoll	2025	325,000	228,187	262,958	20,468	53,430	890,043
Vice President - Sales and	2024	310,000	177,831	279,000	12,446	53,440	832,717
Marketing	2023	290,000	180,704	232,000	8,123	49,370	760,197
William R. A. Bergum	2025	300,000	228,187	269,700	17,811	52,078	867,776
Vice President -							
General Counsel							

198. Accordingly, because the overwhelming majority of Defendants Bockhorst's and Wrocklage's compensation during the Class Period came from equity and bonus awards based on the Company meeting year-end adjusted EBITDA, adjusted absolute free cash flow, and ROIC metrics that were directly impacted by pulling forward sales, they had motive and opportunity to pull forward sales to allow the Company to meet those metrics to trigger outsized personal compensation under Badger Meter's Executive Compensation Plan.

C. The Individual Defendants Directed the Pull-Forward Practices

199. Former employees described a top-down process in which management instructed employees to obtain customer approval for early shipments and accelerate future orders into the

current reporting period. In 2024 and 2025, these directives intensified at quarter-end and year-end and were implemented across Badger Meter's sales, customer service, finance, and manufacturing functions.

200. FE-2 explained that in late 2025 the direction to accelerate the pull-forward scheme came from Badger Meter's "senior executives" who were worried that Badger Meter was not going to hit its numbers. FE-2 recalled Buetow repeatedly said that the directive came "from the top" and that "[t]he top brass is worried," which FE-2 understood to mean Defendants Bockhorst and Wrocklage. FE-2 further explained that the directive was communicated through Senior Director of Municipal and Industrial Sales, North America Shauna Griffin, who got her orders from Defendants Bockhorst and Wrocklage.

201. FE-1 explained that there was a heavy push at the end of each fiscal quarter to pull forward customer purchase orders, and that FE-1 received instructions from Middaugh and Rosina to pull forward certain orders. As FE-1 recalled, it was not a coincidence that it happened at the end of every quarter and especially at the end of the calendar. FE-1 and other account managers understood that management issued these directives to help Badger Meter make its numbers for Wall Street and noted that Defendants Bockhorst and Wrocklage always discussed what the Company reported to Wall Street at in-person all-staff meetings each quarter during the Class Period.

202. Collectively, these accounts describe a coordinated, management-directed practice. Management instructed sales and customer-service personnel to solicit early customer acceptance, directed manufacturing employees to accelerate production and shipments, intensified those efforts near quarter-end and year-end in 2024 and 2025, and tied the directives to meeting the Company's reported financial targets. These allegations strongly support the inference that Bockhorst and

Wrocklage directed, participated in, or were severely reckless in disregarding the widespread pull-forward practices that artificially increased Badger Meter's reported growth during the Class Period. Weltzien's knowledge and role are further supported by his seven years as Controller, during which he had access to the Company's sales, shipment, and financial-reporting information, and by his service as CFO beginning in January 2026.

D. The Individual Defendants Closely Monitored the Sales and Demand Information Underlying Badger Meter's Reported Growth

203. In their respective roles as CEO (Bockhorst), CFO (Wrocklage and, beginning in January 2026, Weltzien), and Controller (Weltzien before January 2026), the Individual Defendants were responsible for overseeing or monitoring the Company's business and financial operations and for keeping the Board informed regarding the Company's financial performance, business conditions, customer demand, and operational trends.

204. Because utility water sales were the principal driver of Badger Meter's revenue growth, profitability, and investor valuation, constituting close to 90% of its revenues in 2024 and 2025, the Individual Defendants necessarily understood the factors affecting the timing, composition, and sustainability of the Company's sales. Moreover, as leaders of Badger Meter, the Individual Defendants determined the Company's business strategy and approved significant project proposals and product sales. In addition, throughout the Class Period, Defendants consistently reported key demand indicators, including order rates, bid-funnel activity, backlog, AMI adoption, customer budgets, and recurring software demand. The Individual Defendants emphasized that these indicators provided strong visibility into demand trends and future growth.

205. Defendant Bockhorst repeatedly represented that Badger Meter and the Individual Defendants monitored the demand indicators underlying the Company's reported growth. For example, during the April 18, 2024 earnings call, Defendant Bockhorst said, "We continue to see

robust order pacing and a strong bid pipeline that positions us well for continued sales and earnings growth." Similarly, Bockhorst told the market during the July 19, 2024 earnings call that there was "really no change to the multiple favorable macro drivers supporting the water industry growth fundamentals with an encouraging opportunity funnel, bid pipeline and order book," which "bod[ed] well for continued sales and earnings growth."

206. Further, prior to, during, and after the Class Period, the Individual Defendants repeatedly emphasized their close and continuous interactions with existing and prospective customers, consultants, distributors, and industry participants. For example, in July 2022, Defendant Bockhorst stated that he "was at a very large utility in May" discussing utility priorities and had recently attended the ACE trade show in San Antonio, where he and other Company personnel "conducted several interviews with consultants" and "talked with several customers that were there."

207. On July 22, 2025, Bockhorst told investors that "we continue to spend a lot of time talking to customers" and that the "customer demand side in terms of people inquiring about new projects or moving forward with projects remains largely unchanged." Bockhorst again referenced customer communications on October 21, 2025, stating that, based on the "many, many conversations that we've had over the last quarter or the last year," the macro drivers supporting the Company's growth "all remain the same." On that same date, Bockhorst said that he and Defendant Wrocklage "have spent a lot of time with customers at Webtech [sic] an annual trade show centered on water quality and Engage Live, which is an annual gathering of Badger Meter customers presenting customer curated roundtable and case study discussions." As another example, during a January 28, 2026 earnings call, Bockhorst cited to "speaking directly with [Badger Meter] customers" in support of his statement that the Company had "not seen meaningful

evidence" that "federal funding constraints" would impact Badger Meter's "ability to generate high single-digit sales growth, operating profit margin expansion and free cash flow conversion in excess of earnings over a 5-year forward time horizon."

208. Further, former Badger Meter employees have provided information that corroborates the allegations that the Individual Defendants monitored these metrics.

209. For example, FE-1 explained that Badger Meter account managers tracked customer purchase orders and shipments through the software program MicroStrategy. According to FE-1, the MicroStrategy dashboard showed what a particular account had ordered over the prior six-month period and whatever was in the backorder or pipeline. FE-1 stated that account managers, senior sales managers, as well as accounting and finance personnel, had access to MicroStrategy. FE-1 further explained that senior management regularly monitored customer orders through the system. For instance, FE-1 said that reports were generated from MicroStrategy for Cassandra Rosina, FE-1's sales manager, who had monthly calls with the C-suite, including Defendant Bockhorst. FE-1 also described the Individual Defendants as very hands-on executives who had to approve even relatively small customer bids, leading FE-1 to believe they accessed the same sales data available through MicroStrategy.

210. FE-1 also noted that Badger Meter used Workday and Salesforce. Workday tracked sales goals and quotas established by the C-suite at the beginning of each year. Salesforce tracked sales opportunities and assigned each opportunity a percentage reflecting the likelihood that the deal would close.

211. Thus, the Individual Defendants had contemporaneous access to detailed information concerning customer orders, scheduled shipment dates, backlog, bid activity, project pipelines, and customer demand. This information enabled them to determine whether reported

sales reflected current-period demand or orders accelerated from future periods and whether the Company's publicly reported growth was sustainable. When considered together with the allegations above that management directed employees to accelerate future orders and shipments to meet financial targets, the Individual Defendants' access to and monitoring of this information supports a strong inference that they knew or recklessly disregarded that pull-forward sales were materially supporting Badger Meter's reported growth and reducing future demand.

E. The Individual Defendants Were Aware that Badger Meter's Growth Was Not Durable or Sustainable

212. Several former employees recounted quarterly in-person town hall meetings led by Defendants Bockhorst and Wrocklage, and later Weltzien, following earnings calls. FE-1 stated that the meetings occurred in-person at the Company's Milwaukee, Wisconsin headquarters, and remote employees received a link so that they could virtually attend the meetings.

213. However, while Bockhorst and Wrocklage assured investors that Badger Meter's revenue growth was "durable" and that "demand is strong," FE-2 recalled that in the second half of 2025, Wrocklage told employees during these quarterly meetings that a downturn was anticipated, and that Badger Meter's performance could not go on forever. The inconsistencies between Defendants' public pronouncements and what was known internally within the Company provide further evidence of scienter.

214. This account demonstrates that Bockhorst and Wrocklage were contemporaneously aware that Badger Meter's elevated growth rates were not sustainable. While Defendants publicly characterized the Company's growth as "durable" and continued to assure investors that the Company's long-term growth drivers and demand trends remained strong, Wrocklage warned employees that Badger Meter's exceptional revenue performance would not continue and that revenue was expected to decline. These internal warnings are particularly significant because,

rather than disclosing that Badger Meter's reported results had been bolstered by pulling demand forward from future periods, Defendants attributed the anticipated slowdown to ordinary business factors while continuing to reassure investors about the Company's underlying growth prospects. Accordingly, these allegations support a strong inference that Bockhorst and Wrocklage knew or recklessly disregarded that their public statements concerning the strength, durability, and sustainability of Badger Meter's growth were materially false or misleading.

VIII. LOSS CAUSATION

215. Defendants' materially false and misleading statements and omissions concealed adverse facts concerning Badger Meter's business and financial performance, artificially inflated and/or maintained the price of Badger Meter common stock, and directly and proximately caused Lead Plaintiff and the Class to suffer economic losses when the concealed truth was revealed and the risks concealed by Defendants' misconduct materialized.

216. Defendants' false and misleading statements and omissions artificially inflated and/or maintained the price of Badger Meter common stock. Relying on the integrity of the market price for Badger Meter common stock, Lead Plaintiff and other Class members purchased or acquired Badger Meter common stock at prices that incorporated and reflected Defendants' misstatements alleged herein.

217. However, Defendants' false and misleading statements and omissions concealed the truth, including about Badger Meter's scheme to pull customer contracts forward, the true drivers of Badger Meter's "record" financial results, demand for the Company's products, and its prospects for continued growth. It was foreseeable to Defendants that these concealed facts would negatively affect Badger Meter's financial performance, reduce Badger Meter's share price, and cause losses to Lead Plaintiff and the Class when revealed.

218. Later, when the truth and risk concealed by Defendants' misrepresentations and omissions materialized, and their fraudulent conduct was revealed to the market, as alleged herein, the price of Badger Meter common stock fell precipitously, as the prior artificial inflation came out of the price. As a result of their purchases of Badger Meter common stock during the Class Period, Lead Plaintiff and other members of the Class suffered economic loss, i.e., damages, under the federal securities laws.

219. The false and misleading nature of Defendants' misstatements became known to the market in piecemeal fashion through a series of partially corrective events and/or materializations of concealed risk. Upon each of the partially corrective events and/or materializations of concealed risk, the price of Badger Meter common stock declined significantly and in a manner inconsistent with the broader market. This is illustrated in the following diagram, which compares the performance of Badger Meter's share price with the performances of the S&P 500 and Russell 2000 Index[4]:



Source: S&P Capital IQ.

[4] In its SEC filings, Badger Meter "compares on a cumulative basis the yearly percentage change … in … the total shareholder return on the Company's Common Stock with … the total return on the Russell 2000 Index." (*See e.g.,* Badger Meter, 2025 Form 10-K.)

A. July 22, 2025 – 2Q25 Earnings Release and Earnings Call

220. On July 22, 2025, at approximately 8:30 a.m. ET, before the markets opened, Badger Meter reported quarterly earnings and financial results for 2Q25 in a press release filed with the SEC on Form 8-K. Among other things, Badger Meter reported 2Q25 earnings per share of $1.17, below analyst consensus expectations of $1.25; decelerating revenue growth, with reported sales growth of 10% year-over-year, as compared to 26% growth in 2Q24; and the decline of Badger Meter's operating margin from 19.2% to 18.8%.

221. During the Company's earnings conference call held the same day to discuss the results, Defendant Bockhorst further revealed that "we expect absolute sales to decline sequentially in the third quarter of 2025," noting that "[s]ales for the flow instrumentation product line were essentially flat year-over-year" and that "moderating core sales growth from recent double-digit levels was primarily a function of the difficult second quarter sales comparison." Defendant Wrocklage also revealed that "SEA [selling, engineering, and administration] expenses in the second quarter were $52.9 million, an increase of approximately $9.1 million year-over-year."

222. Nevertheless, Defendants continued to obscure the full truth. Defendant Bockhorst attributed the disappointing results to "simply the nature of the business, given utility replacement cycles, project deployment schedules" and specifically blamed "a number of AMI projects [that] wrap[ped] up in the second quarter," adding that "[w]hile we already have new AMI projects in hand to replace them, the timing of the start of those projects" was delayed.

223. On this news, the price of Badger Meter common stock fell $40.42 per share, or 16.5%, from $245.22 per share on July 21, 2025, to close at $204.80 per share on July 22, 2025. This decline occurred on unusually high trading volume of 1,336,100 shares on July 22, 2025, as compared to 268,000 shares on July 21, 2025. During the same period, the S&P 500 rose 4.02 points, or 0.1%, to 6,309.62.

224. Analysts likewise reacted negatively. A Deutsche Bank report on July 22, 2025 acknowledged that "the EBIT margin normalization was ***worse than investors were braced for***," and that "even adjusting" for the SEA costs, "the EBIT margin result was below expectations." On July 24, 2025, Raymond James observed that "data points conflicted directly with key tenets of the long-term bull case used to justify an abnormally high valuation," including that "[o]rganic sales trending below the 'high single-digit' long-term target . . . compounded by the fact that growth appears to be moderating below target at what we believe is still 'peak stimulus.'" Raymond James further observed that "[w]hile this may be broadly CapEx related as opposed to meter-specific, from channel conversations, ***we understand there was some element of pull forward demand for meter replacements*** (although of unknown, and likely small magnitude)" and that "***demand has been decelerating broadly for at least the last four quarters***."

B. January 28, 2026 – 4Q25 Earnings Release and Earnings Call

225. On January 28, 2026, at approximately 8:30 a.m. ET, before the market opened, Badger Meter revealed further disappointing quarterly earnings and financial results for Q4 2025 in a press release filed with the SEC on Form 8-K. Among other things, Badger Meter reported EPS of $1.14 versus $1.16 consensus and revenue of $220.71 million versus $231.64 million consensus—misses of 1.72% and 4.72%, respectively. Badger Meter further revealed that "fewer operating days in the fourth quarter and previously-communicated project pacing effects contributed to the ***6% sequential decline in utility water sales versus the third quarter of 2025***." In addition, Badger Meter revealed that "[s]ales of flow instrumentation products remained largely flat year-over-year" and that expenses continued to rise, with "SEA as a percent of sales increased to 22.6% from 21.2% in the prior-year quarter." As a result, Badger Meter's cash and cash equivalents declined materially to $226.0 million on December 31, 2025 from $295.3 million a year earlier.

226. During the earnings call that same day, Defendant Weltzien reiterated that "fewer operating days in the fourth quarter and previously communicated project pacing effects resulted in a 6% sequential decline in utility water sales versus the third quarter of 2025." Defendant Bockhorst likewise said that second-half 2025 "included a concentrated mix of concluding AMI turnkey projects, resulting in base revenue growth of 6%, which was lower than our 5-year forward outlook."

227. Once more, Defendants downplayed the poor results. When asked by Stifel, Nicolaus & Company, Inc. analyst Nathan Hardie Jones, "[a]ny help you can give us with how we should think about first half versus second half gross margins . . . or how we should think about the full year for gross margins," Defendant Weltzien responded, "there's nothing that we would specifically point to [and] say there's going to be variability from quarter-to-quarter."

228. On this news, the price of Badger Meter stock declined $18.09 per share, or 11%, from $164.41 per share on January 27, 2026, to close at $146.32 per share on January 28, 2026. This decline occurred on unusually heavy trading volume of 1,482,100 on January 28, 2026, as compared to 672,600 on January 27, 2026 and 261,000 on January 26, 2026. The S&P 500 that day remained relatively flat, declining only 0.57 points, or 0.01%, to 6,978.03.

229. Analysts again reacted negatively. Raymond James on January 29, 2026 observed that "organic municipal sales growth – the key focus point for market participants – decelerated to +2% y/y, moderating versus prior quarters and coming in below external expectations and long-term guidance ranges (both in the high-single digits)." The same report states: "We are lowering our estimates to reflect much lower organic sales in 4Q than we previously expected which subsequently impacts our out-year sales estimates."

230. Also on January 29, 2026, Seaport Research Partners stated that "[w]e're lowering our 2026 and 2027 EPS estimates by 11% and 7%, respectively" and "[b]ased on the slower than expected sales, we're reducing our estimates: 2026: Lowering EPS by 11% … Organic sales forecast is now +4.5%, down from +9%."

231. J.P. Morgan that same day reported that "BMI reported 4Q EPS ~1% above consensus expectations on revenue that was ~4% below consensus and ~2% our prior street-low estimate." It further stated: "The revenue miss was driven by a continuation of project timing headwinds that the company now expects to persist into 1H26."

C. April 17, 2026 – 1Q26 Earnings Release and Earnings Call

232. On April 17, 2026, at approximately 8:30 a.m. ET, before the market opened, Badger Meter reported significant declines in many of its key financial metrics, despite efforts to reassure investors in the wake of its January 2026 results.

233. Specifically, in its quarterly earnings and financial results for 1Q26 filed as a press release with the SEC on Form 8-K, Badger Meter reported "[t]otal sales of $202.3 million, 9% lower than the prior year's 222.2 million," "[o]perating earnings of $35.2 million, with an operating profit margin of 17.4%, compared to operating earnings of $49.4 million and an operating margin of 22.2% in the prior year," and "[d]iluted earnings per share (EPS) of $0.93, down from $1.30 in the first quarter of 2025." The Company also reported "[u]tility water sales declined 10% year-over-year." Badger Meter once again blamed "project timing" but also acknowledged the poor results were caused by "softer short-cycle municipal customer ordering."

234. During the Company's April 17, 2026 earnings conference call to discuss the financial results, Defendant Bockhorst further stated that "short-cycle order rates for which visibility is always more limited, were weaker than we anticipated, resulting in approximately $15 million to $20 million of lower revenue versus our internal expectations."

235. Also during the earnings call, Stifel, Nicolaus & Company, Inc. analyst Nathan Hardie Jones asked about the "underlying reasons" for the softness in the short-cycle orders. In response, Defendant Wrocklage said the short-cycle "variability" seen in 1Q26 "has always existed, inclusive of [the] 2023 to 2025 time frame," but claimed it was "less visible in the revenue outcomes because of the backlog condition combined with the projects in flight." He later said that this variability had "always existed" and that it was just now "happening to be more visible."

236. On this news, the price of Badger Meter stock declined $36.75 per share, or more than 24%, from $152.29 per share on April 16, 2026, to close at $115.54 per share on April 17, 2026. This decline occurred on unusually heavy trading volume of 4,169,200 on April 17, 2026, as compared to 615,400 on April 16, 2026 and 257,700 on April 15, 2026. Once again, Badger Meter's steep stock price decline contrasted sharply with the market overall, with the S&P 500 rising 84.78 points, or 1.2%, to 7,126.06 during the same period.

237. Analysts were shocked by these results. Deutsche Bank stated on the same day as the drop that while "[m]uted sales activity was anticipated for Hold-rated Badger Meter's 1Q26 results … ***the sudden collapse in revenue with organic sales going from +2% in 4Q25 to -11% in 1Q26 (well below our +2% estimate) was meaningfully worse than we were braced for***." Deutsche Bank thus found it "justified" that "BMI shares are trading down mid-teens today given the looming negative estimate revisions and some further multiple compression." Two days later, on April 19, 2026, Deutsche Bank noted the inconsistency with Defendants' prior statements: "***Despite persistent comments, the underlying demand backdrop has not changed***, it is getting harder to ignore the multiple quarters of weaker results along with softer peer results."

238. Jefferies likewise observed on April 17 that "***[t]he magnitude of the decline and lower-than-expected guidance come as a surprise*** given incremental commentary on headwind

from short-cycle orders, and we await more detail on the demand environment and how current conditions impact the long-term outlook."

239. Also on April 17, 2026, J.P. Morgan stated that "BMI reported a 1Q revenue and earnings miss, driven by two distinct headwinds: a previously flagged project pacing dynamic and an incremental, unexpected softness in short-cycle order rates" and that "an incremental ~$15-20mm short-cycle shortfall … ***was not anticipated*** [and was] the more meaningful surprise on the results."

IX. CLASS ACTION ALLEGATIONS

240. Lead Plaintiff brings this action as a class action pursuant to Rule 23 of the Federal Rules of Civil Procedure on behalf of all persons and entities who purchased or acquired Badger Meter common stock during the Class Period (the "Class"). Excluded from the Class are Defendants and their families, directors, and officers of Badger Meter and their families and affiliates.

241. The members of the Class are so numerous that joinder of all members is impracticable. The disposition of their claims in a class action will provide substantial benefits to the parties and the Court. As of October 9, 2026, there were 28,563,652 shares of Badger Meter common stock outstanding, owned by at least thousands of investors.

242. There is a well-defined community of interest in the questions of law and fact involved in this case. Questions of law and fact common to the members of the Class which predominate over questions which may affect individual Class members include:

a. Whether Defendants violated the Exchange Act;

b. Whether Defendants omitted and/or misrepresented material facts;

c. Whether Defendants' statements omitted material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading;

d. Whether Defendants knew or recklessly disregarded that their statements and/or omissions were false and misleading;

e. Whether the price of Badger Meter securities was artificially inflated or otherwise distorted;

f. Whether Defendants' conduct caused the members of the Class to sustain damages; and

g. The extent of damage sustained by Class members and the appropriate measure of damages.

243. Lead Plaintiff's claims are typical of those of the Class because Lead Plaintiff and the Class sustained damages from Defendants' wrongful conduct.

244. Lead Plaintiff will adequately protect the interests of the Class and has retained counsel experienced in class action securities litigation. Lead Plaintiff has no interests which conflict with those of the Class.

245. A class action is superior to other available methods for the fair and efficient adjudication of this controversy.

X. INAPPLICABILITY OF STATUTORY SAFE HARBOR

246. Badger Meter's purported "Safe Harbor" warnings accompanying its forward-looking statements issued during the Class Period were ineffective and inapplicable and cannot shield the statements at issue from liability. The statements alleged to be false and misleading above relate to then-existing facts and conditions.

247. To the extent there were any forward-looking statements, they were not sufficiently identified as such at the time they were made, and there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements.

248. Defendants are also liable for any false or misleading forward-looking statements pleaded herein because, at the time each such statement was made, the speaker knew the statement was false or misleading and the statement was made by or authorized and/or approved by an executive officer of Badger Meter who knew that the statement was false.

XI. PRESUMPTION OF RELIANCE

249. At all relevant times, the market for Badger Meter securities was an efficient market for the following reasons, among others:

a. The Company's shares met the requirements for listing and were listed and actively traded on the NYSE, a highly efficient and automated market;

b. As a regulated issuer, Badger Meter filed periodic public reports with the SEC;

c. Badger Meter regularly and publicly communicated with investors via established market communication mechanisms, including through regular disseminations of press releases on the national circuits of major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services; and

d. Badger Meter was followed by securities analysts employed by major brokerage firms who wrote reports which were distributed to the sales force and certain customers of their respective brokerage firms. Each of these reports was publicly available and entered the public marketplace.

250. As a result of the foregoing, the market for Badger Meter securities promptly digested current information regarding Badger Meter from all publicly available sources and reflected such information in the price. Under these circumstances, all purchasers of Badger Meter stock during the Class Period suffered similar injury through their purchases at artificially inflated prices, and the presumption of reliance applies.

251. A Class-wide presumption of reliance is also appropriate in this action under the Supreme Court's holding in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128 (1972), because the Class's claims are grounded on Defendants' material omissions.

XII. CLAIMS FOR RELIEF

COUNT I

For Violation of Section 10(b) of the Exchange Act and Rule 10b-5 Against All Defendants

252. Lead Plaintiff repeats and re-alleges every allegation contained above as if fully set forth herein. This Count is brought against Defendants Badger Meter, Bockhorst, Wrocklage, and Weltzien pursuant to Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5(b) promulgated thereunder, 17 C.F.R. § 240.10b-5(b), on behalf of Lead Plaintiff and all other members of the Class.

253. During the Class Period, Defendants violated Section 10(b) of the Exchange Act and Rule 10b-5(b) in that they made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading, as specified in Section VI above, which they knew or recklessly disregarded were false or misleading. Defendants' misstatements: (i) deceived the investing public, including Lead Plaintiff and the Class; (ii) artificially inflated and maintained the market price of Badger Meter common stock; and (iii) caused Lead Plaintiff

and the Class to purchase or otherwise acquire Badger Meter common stock at artificially inflated prices.

254. Defendants, individually and in concert, directly and indirectly, by the use, means or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a continuous course of conduct to conceal adverse material information about Badger Meter's business and revenue prospects, as specified herein.

255. During the Class Period, Defendants made the false statements specified above which they knew or recklessly disregarded to be false or misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

256. Defendants had actual knowledge of the misrepresentations and omissions of material fact set forth herein, or recklessly disregarded the true facts that were available to them. Defendants engaged in this misconduct to conceal the truth about the Company's business and revenue prospects, as specified herein, from the investing public and to support the artificially inflated prices of Badger Meter securities.

257. Lead Plaintiff and the Class have suffered damages in that, in reliance on the integrity of the market, they paid artificially inflated prices for Badger Meter common stock. Lead Plaintiff and the Class would not have purchased the Company's common stock at the prices they paid, or at all, had they been aware that the market prices had been artificially inflated by Defendants' fraudulent course of conduct.

258. As a direct and proximate result of Defendants' wrongful conduct, Lead Plaintiff and the other members of the Class suffered damages in connection with their respective purchases of the Company's common stock during the Class Period.

259. By virtue of the foregoing, Defendants violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

COUNT II

For Violation of Section 20(a) of the Exchange Act Against the Individual Defendants

260. Lead Plaintiff repeats, incorporates, and re-alleges every allegation set forth above as if fully set forth herein.

261. The Individual Defendants acted as controlling persons of Badger Meter within the meaning of Section 20(a) of the Exchange Act. By virtue of their high-level positions, participation in and/or awareness of the Company's operations, direct involvement in the day-to-day operations of the Company, and/or intimate knowledge of the Company's actual performance, and their power to control public statements about Badger Meter, the Individual Defendants had the power and ability to control the actions of Badger Meter and its employees. By reason of such conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act.

XIII. PRAYER FOR RELIEF

262. **WHEREFORE**, Lead Plaintiff prays for judgment as follows:

a. Determining that this action is a proper class action under Rule 23 of the Federal Rules of Civil Procedure;

b. Awarding compensatory damages in favor of Lead Plaintiff and other Class members against all Defendants, jointly and severally, for all damages sustained because of Defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

c. Awarding Lead Plaintiff and the Class their reasonable costs and expenses incurred in this action, including attorneys' fees and expert fees; and

d. Awarding such equitable/injunctive or other further relief as the Court may deem just and proper.

XIV. JURY DEMAND

263. Lead Plaintiff demands a jury trial.

Dated: October 30, 2026

Respectfully submitted,

BLEICHMAR FONTI & AULD LLP

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CERTIFICATE OF SERVICE

I hereby certify that on October 30, 2026, a copy of the foregoing was filed electronically with the Clerk of Court via CM/ECF. Notice of this filing will be sent by email to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing. Parties may access this filing through the Court's CM/ECF system.

/s/ Joseph A. Fonti
Joseph A. Fonti

EXHIBIT A

CERTIFICATION

I, Matthew Belmonte, as Trustee of City Pension Fund for Firefighters and Police Officers in the City of Tampa ("Tampa") hereby certify as follows:

1. I am fully authorized to enter into and execute this Certification on behalf of Tampa. I have reviewed the Amended Complaint against Badger Meter, Inc. ("Badger Meter") and others alleging violations of the federal securities laws and have authorized its filing.

2. Tampa did not purchase or sell securities of Badger Meter at the direction of counsel, or in order to participate in any private action under the federal securities laws.

3. Tampa is willing to serve as lead plaintiff on behalf of the Class in this matter, including providing testimony at deposition and trial, if necessary. Tampa fully understands the duties and responsibilities of the lead plaintiff under the Private Securities Litigation Reform Act, including the selection and retention of counsel and overseeing the prosecution of the action for the benefit of the Class.

4. Tampa's transactions in the Badger Meter securities that are the subject of the Amended Complaint during the Class Period specified therein are reflected in Schedule A, attached hereto.

5. Tampa has not sought to serve as a lead plaintiff or representative party on behalf of a class in any action under the federal securities laws filed during the three-year period preceding the date of this Certification, except as detailed below:

Radtke v. Regeneron Pharmaceuticals, Inc. et al., No. 1:25-cv-00145 (S.D.N.Y.)

6. Tampa will not accept any payment for serving as lead plaintiff on behalf of the Class beyond its *pro rata* share of any recovery, except the reimbursement of such reasonable costs and expenses including lost wages, directly related to the class representation, as ordered or approved by the Court.

I declare under penalty of perjury, under the laws of the United States of America, that the foregoing is true and correct.

Dated: October 27th, 2026



Matthew Belmonte
Trustee
City Pension Fund for Firefighters and Police Officers in the City of Tampa

SCHEDULE A

TRANSACTIONS IN

BADGER METER, INC.

Transaction Type	Trade Date	Shares	Price Per Share	Cost/Proceeds
Purchase	04/19/2024	40,000.00	177.76	($7,110,496.00)
Purchase	04/25/2024	10,000.00	183.54	($1,835,362.00)
Purchase	05/01/2024	20,000.00	183.43	($3,668,670.00)
Purchase	05/03/2024	10,000.00	188.11	($1,881,057.00)
Purchase	05/07/2024	10,000.00	194.16	($1,941,644.00)
Purchase	05/13/2024	5,000.00	194.80	($973,976.00)
Purchase	05/14/2024	10,000.00	194.30	($1,943,038.00)
Purchase	05/15/2024	8,000.00	196.45	($1,571,632.00)
Purchase	05/16/2024	10,000.00	196.15	($1,961,457.00)
Purchase	05/21/2024	10,000.00	197.82	($1,978,241.00)
Purchase	05/22/2024	10,000.00	200.41	($2,004,132.00)
Purchase	05/23/2024	7,000.00	202.14	($1,414,954.10)
Purchase	06/26/2024	10,800.00	185.57	($2,004,188.40)
Purchase	07/19/2024	20,000.00	188.88	($3,777,632.00)
Purchase	08/02/2024	10,000.00	195.40	($1,954,009.00)
Purchase	10/04/2024	5,000.00	221.99	($1,109,967.00)
Purchase	10/24/2024	4,200.00	201.71	($847,170.24)
Sale	08/01/2025	-40,000.00	182.99	$7,319,572.00
Sale	08/05/2025	-80,000.00	183.89	$14,711,112.00
Sale	08/06/2025	-60,000.00	186.69	$11,201,598.00
Sale	08/07/2025	-20,000.00	186.56	$3,731,188.00
Purchase	09/26/2025	40,000.00	177.50	($7,100,052.00)
Purchase	09/30/2025	10,000.00	177.29	($1,772,917.00)
Purchase	10/01/2025	20,000.00	177.44	($3,548,804.00)
Purchase	10/02/2025	20,000.00	179.19	($3,583,764.00)
Purchase	10/03/2025	20,000.00	182.49	($3,649,868.00)
Purchase	10/06/2025	20,000.00	182.66	($3,653,210.00)
Purchase	10/07/2025	10,000.00	182.70	($1,826,999.00)
Purchase	10/10/2025	10,000.00	172.93	($1,729,292.00)
Purchase	10/14/2025	10,000.00	178.74	($1,787,436.00)
Purchase	10/15/2025	10,000.00	180.53	($1,805,343.00)
Purchase	10/21/2025	20,000.00	194.77	($3,895,428.00)
Purchase	10/22/2025	5,000.00	186.29	($931,472.00)
Purchase	12/11/2025	10,000.00	185.69	($1,856,942.00)

Transaction Type	Trade Date	Shares	Price Per Share	Cost/Proceeds
Purchase	12/12/2025	12,000.00	182.63	($2,191,522.80)
Purchase	01/02/2026	10,000.00	176.50	($1,764,992.00)
Sale	01/28/2026	-45,000.00	140.52	$6,323,229.00
Sale	01/29/2026	-45,000.00	143.06	$6,437,848.50
Sale	01/30/2026	-20,000.00	144.86	$2,897,164.00
Sale	01/30/2026	-20,000.00	146.40	$2,928,074.00
Sale	02/02/2026	-20,000.00	148.13	$2,962,522.00
Sale	02/03/2026	-10,000.00	146.61	$1,466,057.00
Sale	02/04/2026	-10,000.00	147.67	$1,476,747.00
Sale	02/05/2026	-40,000.00	147.54	$5,901,448.00
Sale	02/06/2026	-17,000.00	150.12	$2,552,087.60