Table of Contents

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

# FORM 10-Q

**(Mark One)**

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

**For the quarterly period ended June 30, 2025**

**OR**

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

**For the transition period from _____ to _____**

**Commission File Number: 001-41710**

# Atmus Filtration Technologies Inc.

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **88-1611079** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **26 Century Boulevard<br>Nashville, Tennessee** | **37214** |
| (Address of principal executive offices) | (Zip Code) |

**(615) 514-7339**
(Registrant's telephone number, including area code)

**Not Applicable**
(Former name, former address and former fiscal year, if changed since last report)

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Common Stock, $0.0001 par value | ATMU | New York Stock Exchange |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the

registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

| | | | |
|---|---|---|---|
| Large accelerated filer | ☒ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ |
| | | Emerging growth company | ☐ |

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

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

At July 30, 2025, there were 82,151,983 shares of the registrant's Common Stock outstanding.

**ATMUS FILTRATION TECHNOLOGIES INC. AND SUBSIDIARIES**
**TABLE OF CONTENTS**


| | | Page No. |
|---|---|---|
| **Part I -** | **FINANCIAL INFORMATION** | |
| Item 1. | Financial Statements (Unaudited) | 1 |
| | Condensed Consolidated Statements of Net Income for the Three and Six Months Ended June 30, 2025 and June 30, 2024 | 1 |
| | Condensed Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 30, 2025 and June 30, 2024 | 2 |
| | Condensed Consolidated Balance Sheets at June 30, 2025 and December 31, 2024 | 3 |
| | Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2025 and June 30, 2024 | 4 |
| | Condensed Consolidated Statements of Changes in Equity for the Three and Six Months Ended June 30, 2025 and June 30, 2024 | 5 |
| | Notes to Condensed Consolidated Financial Statements | 6 |
| Item 2. | Management's Discussion and Analysis of Financial Condition and Results of Operations | 16 |
| Item 3. | Quantitative and Qualitative Disclosures About Market Risk | 29 |
| Item 4. | Controls and Procedures | 30 |
| **Part II -** | **OTHER INFORMATION** | |
| Item 1. | Legal Proceedings | 31 |
| Item 1A. | Risk Factors | 31 |
| Item 2. | Unregistered Sales of Equity Securities and Use of Proceeds | 31 |
| Item 5. | Other Information | 32 |
| Item 6. | Exhibits | 33 |
| | Signatures | 34 |


*In this report, for all periods presented, "we," "us," "our," the "Company" and "Atmus" refer to Atmus Filtration Technologies Inc. and its subsidiaries.*

**Part I - Financial Information**

**Item 1. Financial Statements**

**ATMUS FILTRATION TECHNOLOGIES INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF NET INCOME**
**(in millions of U.S. dollars, except per share data)**
**(Unaudited)**

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| **NET SALES**[(a)] | **$ 453.5** | $ 432.6 | **$ 870.0** | $ 859.2 |
| Cost of sales | **322.5** | 300.7 | **628.5** | 615.5 |
| **GROSS MARGIN** | **131.0** | 131.9 | **241.5** | 243.7 |
| **OPERATING EXPENSES AND INCOME** | | | | |
| Selling, general and administrative expenses | **46.1** | 49.1 | **92.0** | 92.4 |
| Research, development and engineering expenses | **10.7** | 10.4 | **19.8** | 20.5 |
| Equity, royalty and interest income from investees | **7.5** | 8.2 | **16.7** | 18.6 |
| Other operating (income) expense, net | **—** | 0.8 | **(0.2)** | 1.0 |
| **OPERATING INCOME** | **81.7** | 79.8 | **146.6** | 148.4 |
| Interest expense | **8.5** | 10.5 | **16.9** | 21.0 |
| Other income, net | **3.5** | 2.6 | **3.8** | 2.8 |
| **INCOME BEFORE INCOME TAXES** | **76.7** | 71.9 | **133.5** | 130.2 |
| Income tax expense | **16.8** | 15.7 | **28.9** | 28.5 |
| **NET INCOME** | **$ 59.9** | $ 56.2 | **$ 104.6** | $ 101.7 |
| **PER SHARE DATA:** | | | | |
| Weighted-average shares for basic EPS | **82.5** | 83.4 | **82.6** | 83.4 |
| Weighted-average shares for diluted EPS | **83.0** | 83.7 | **83.1** | 83.7 |
| | | | | |
| Basic earnings per share | **$ 0.73** | $ 0.67 | **$ 1.27** | $ 1.22 |
| Diluted earnings per share | **$ 0.72** | $ 0.67 | **$ 1.26** | $ 1.22 |

(a) Includes sales to related parties of $14.8 million and $28.5 million for the three and six months ended June 30, 2025, respectively, compared with $17.4 million and $99.7 million for the three and six months ended June 30, 2024, respectively.

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**ATMUS FILTRATION TECHNOLOGIES INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**
**(in millions of U.S. dollars)**
**(Unaudited)**

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2025** | **2024** | **2025** | **2024** |
| **NET INCOME** | **$ 59.9** | $ 56.2 | **$ 104.6** | $ 101.7 |
| Other comprehensive income (loss), net of tax | | | | |
| Foreign currency translation adjustments | **13.1** | (4.0) | **18.1** | (10.8) |
| Unrealized loss on derivatives | **(0.4)** | — | **(0.4)** | — |
| Total other comprehensive income (loss), net of tax | **12.7** | (4.0) | **17.7** | (10.8) |
| **COMPREHENSIVE INCOME** | **$ 72.6** | $ 52.2 | **$ 122.3** | $ 90.9 |

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**ATMUS FILTRATION TECHNOLOGIES INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED BALANCE SHEETS**
**(in millions of U.S. dollars, except share data)**
**(Unaudited)**

| | June 30, 2025 | December 31, 2024 |
|---|---|---|
| **ASSETS** | | |
| Cash and cash equivalents | **$ 190.8** | $ 184.3 |
| Accounts and notes receivable, net | **332.4** | 254.2 |
| Inventories | **285.0** | 266.6 |
| Prepaid expenses and other current assets | **47.8** | 49.9 |
| Total current assets | **856.0** | 755.0 |
| Property, plant and equipment, net | **198.9** | 186.2 |
| Investments and advances related to equity method investees | **93.2** | 84.9 |
| Goodwill | **84.7** | 84.7 |
| Other assets | **81.2** | 79.5 |
| TOTAL ASSETS | **$ 1,314.0** | $ 1,190.3 |
| **LIABILITIES** | | |
| Accounts payable | **$ 240.7** | $ 193.1 |
| Accrued compensation, benefits and retirement costs | **29.5** | 37.2 |
| Current portion of accrued product warranty | **4.9** | 4.9 |
| Current maturities of long-term debt | **30.0** | 22.5 |
| Other accrued expenses | **93.8** | 87.2 |
| Total current liabilities | **398.9** | 344.9 |
| Long-term debt | **555.0** | 570.0 |
| Accrued product warranty | **7.3** | 7.3 |
| Other liabilities | **36.5** | 40.7 |
| TOTAL LIABILITIES | **997.7** | 962.9 |
| Commitments and contingencies (Note 10) | | |
| **EQUITY** | | |
| Common stock, $0.0001 par value (2,000,000,000 shares authorized, 82,159,427 and 83,403,813 shares issued at June 30, 2025 and December 31, 2024, respectively) | **—** | — |
| Additional paid-in capital | **67.2** | 61.9 |
| Retained earnings | **360.8** | 264.5 |
| Accumulated other comprehensive loss | **(61.3)** | (79.0) |
| Treasury stock, at cost (1,321,666 shares at June 30, 2025 and 537,643 at December 31, 2024) | **(50.4)** | (20.0) |
| TOTAL EQUITY | **316.3** | 227.4 |
| TOTAL LIABILITIES AND EQUITY | **$ 1,314.0** | $ 1,190.3 |

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**ATMUS FILTRATION TECHNOLOGIES INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in millions of U.S. dollars)**
**(Unaudited)**

| | For the Six Months Ended June 30, | |
|---|---|---|
| | **2025** | **2024** |
| **CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES** | | |
| Net income | **$ 104.6** | $ 101.7 |
| Adjustments to reconcile net income to operating cash flows: | | |
| Depreciation and amortization | **14.6** | 11.7 |
| Deferred income taxes | **—** | (4.0) |
| Equity in income of investees, net of dividends | **(7.9)** | (5.8) |
| Share-based compensation | **5.3** | 6.0 |
| Foreign currency remeasurement and transaction exposure | **(3.8)** | (2.3) |
| Changes in current assets and liabilities: | | |
| Trade and other receivables | **(67.8)** | (33.8) |
| Inventories | **(10.1)** | (32.2) |
| Prepaid expenses and other current assets | **2.7** | (12.0) |
| Accounts payable | **38.0** | 6.2 |
| Other accrued expenses | **(4.1)** | (19.9) |
| Changes in other liabilities | **(5.8)** | 7.7 |
| Other, net | **7.4** | (8.6) |
| Net cash provided by operating activities | **73.1** | 14.7 |
| **CASH USED IN INVESTING ACTIVITIES** | | |
| Capital expenditures | **(24.4)** | (22.2) |
| Net cash used in investing activities | **(24.4)** | (22.2) |
| **CASH USED IN FINANCING ACTIVITIES** | | |
| Payments on long-term debt | **(7.5)** | — |
| Repurchases of Common stock | **(30.1)** | — |
| Dividends paid | **(8.3)** | — |
| Net cash used in financing activities | **(45.9)** | — |
| Effect of exchange rate changes on cash and cash equivalents | **3.7** | **—** |
| Net increase (decrease) in cash and cash equivalents | **6.5** | (7.5) |
| Cash and cash equivalents at beginning of period | **184.3** | 168.0 |
| **CASH AND CASH EQUIVALENTS AT END OF PERIOD** | **$ 190.8** | $ 160.5 |

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**ATMUS FILTRATION TECHNOLOGIES INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**
**(in millions of U.S. dollars)**
**(Unaudited)**

| | Common Stock | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock | Total Equity |
|---|---|---|---|---|---|---|
| **Three Months Ended June 30, 2025** | | | | | | |
| Balances at April 01, 2025 | **$ —** | **$ 64.2** | **$ 305.1** | **$ (74.0)** | **$ (30.0)** | **$ 265.3** |
| Net income | **—** | **—** | **59.9** | **—** | **—** | **59.9** |
| Other comprehensive income, net of tax | **—** | **—** | **—** | **12.7** | **—** | **12.7** |
| Share-based awards | **—** | **3.0** | **—** | **—** | **—** | **3.0** |
| Common stock repurchased | **—** | **—** | **—** | **—** | **(20.4)** | **(20.4)** |
| Cash dividends declared ($0.05 per share) | **—** | **—** | **(4.2)** | **—** | **—** | **(4.2)** |
| Balances at June 30, 2025 | **$ —** | **$ 67.2** | **$ 360.8** | **$ (61.3)** | **$ (50.4)** | **$ 316.3** |
| **Six Months Ended June 30, 2025** | | | | | | |
| Balances at January 01, 2025 | **$ —** | **$ 61.9** | **$ 264.5** | **$ (79.0)** | **$ (20.0)** | **$ 227.4** |
| Net income | **—** | **—** | **104.6** | **—** | **—** | **104.6** |
| Other comprehensive loss, net of tax | **—** | **—** | **—** | **17.7** | **—** | **17.7** |
| Share-based awards | **—** | **5.3** | **—** | **—** | **—** | **5.3** |
| Common stock repurchased | **—** | **—** | **—** | **—** | **(30.4)** | **(30.4)** |
| Cash dividends declared ($0.10 per share) | **—** | **—** | **(8.3)** | **—** | **—** | **(8.3)** |
| Balances at June 30, 2025 | **$ —** | **$ 67.2** | **$ 360.8** | **$ (61.3)** | **$ (50.4)** | **$ 316.3** |
| **Three Months Ended June 30, 2024** | | | | | | |
| Balances at April 01, 2024 | $ — | $ 52.1 | $ 132.7 | $ (63.0) | $ — | $ 121.8 |
| Net income | — | — | 56.2 | — | — | 56.2 |
| Other comprehensive loss, net of tax | — | — | — | (4.0) | — | (4.0) |
| Share-based awards | — | 4.1 | — | — | — | 4.1 |
| Balances at June 30, 2024 | $ — | $ 56.2 | $ 188.9 | $ (67.0) | $ — | $ 178.1 |
| **Six Months Ended June 30, 2024** | | | | | | |
| Balances at January 01, 2024 | $ — | $ 49.7 | $ 87.2 | $ (56.2) | $ — | $ 80.7 |
| Net income | — | — | 101.7 | — | — | 101.7 |
| Other comprehensive loss, net of tax | — | — | — | (10.8) | — | (10.8) |
| Share-based awards | — | 6.5 | — | — | — | 6.5 |
| Balances at June 30, 2024 | $ — | $ 56.2 | $ 188.9 | $ (67.0) | $ — | $ 178.1 |

The accompanying notes are an integral part of the Condensed Consolidated Financial Statements.

**ATMUS FILTRATION TECHNOLOGIES INC. AND SUBSIDIARIES**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(Unaudited)**

## NOTE 1. DESCRIPTION OF THE BUSINESS

Atmus Filtration Technologies Inc. ("Atmus" or the "Company") is one of the global leaders of filtration products for on-highway commercial vehicles and off-highway agriculture, construction, mining and power generation vehicles and equipment. Atmus designs and manufactures advanced filtration products, principally under the Fleetguard brand, that provide superior asset protection and enable lower emissions. Approximately 14% of Atmus' net sales in 2024 were generated through first-fit sales to OEMs, where its products are installed as components for new vehicles and equipment. Approximately 86% of Atmus' net sales in 2024 were generated in the aftermarket, where its products are installed as replacement or repair parts, leading to a strong recurring revenue base. Building on its more than 65-year history, Atmus continues to grow and differentiate itself through its global footprint, comprehensive offering of premium products, technology leadership and multi-channel path to market.

In April 2022, Cummins Inc. ("Cummins") announced its intention to separate its filtration business (the "Filtration Business") into a standalone publicly traded company (the "Separation"). In preparation for the Separation from Cummins, Atmus, as its predecessor in interest, was incorporated as a wholly-owned subsidiary of Cummins in Delaware on April 1, 2022 in connection with the planned Separation. Prior to the completion of Atmus' initial public offering (the "IPO"), Cummins completed, in all material respects, the transfer of the assets and liabilities of the Filtration Business to Atmus and its subsidiaries as detailed in the separation agreement Atmus entered into with Cummins.

On September 30, 2022, and as amended on February 15, 2023, Atmus entered into a $1.0 billion credit agreement ("Credit Agreement") with a syndicate of banks, providing for a $600 million term loan facility (the "term loan") and a $400 million revolving credit facility (the "revolving credit facility"), in anticipation of the Separation. Borrowings under the Credit Agreement did not become available until the IPO occurred. The facilities covered by the Credit Agreement will mature on September 30, 2027.

Atmus' Registration Statement on Form S-1, as amended, filed with the Securities and Exchange Commission ("Commission") on May 16, 2023, was declared effective on May 25, 2023, and Atmus' common shares began trading on the New York Stock Exchange under the symbol "ATMU" on May 26, 2023. On May 30, 2023, the IPO was completed through the sale on behalf of certain commercial paper holders of Cummins of 16,243,070 shares of common stock, including the underwriters' full exercise of their 30-day option to purchase an additional 2,118,661 shares to cover over-allotments. None of the proceeds of the IPO were for the benefit of Atmus. As of the closing of the IPO, Cummins owned approximately 80.5% of the outstanding shares of Atmus common stock.

Upon completion of the IPO, Atmus borrowed $650 million, consisting of proceeds of the term loan and amounts drawn under the revolving credit facility, and paid such amounts to Cummins in partial consideration for the Separation.

On February 14, 2024, Cummins announced an exchange offer whereby Cummins shareholders could exchange all or a portion of Cummins common stock for shares of Atmus common stock owned by Cummins. The divestiture of Atmus shares by Cummins was completed on March 18, 2024 and resulted in the full separation of Atmus and divestiture of Cummins' entire ownership and voting interest in Atmus ("Full Separation").

## NOTE 2. BASIS OF PRESENTATION

As Atmus became a publicly traded company upon the IPO, its financial statements are now presented on a consolidated basis. In preparation for the IPO, the Company's historical combined financial statements were prepared on a standalone basis, which reflected a combination of entities under common control that had been

"carved out" of and derived from the historical consolidated financial statements and accounting records of Cummins.

The unaudited financial statements for all periods presented, including the historical results of the Company prior to May 26, 2023, are now referred to as "Condensed Consolidated Financial Statements", and have been prepared pursuant to the rules and regulations of the Commission for interim financial information. Accordingly, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") have been omitted. It is management's opinion that these financial statements include all normal and recurring adjustments necessary for a fair statement of Atmus' results of operations, financial position and cash flows. Results of operations for any interim period are not necessarily indicative of future or annual results. These interim statements should be read in conjunction with the audited financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2024.

Certain prior year balances have been reclassified to conform to current year presentation.

**Periods Prior to the IPO**

Prior to the IPO, Atmus, previously the Filtration Business of Cummins, functioned as part of the larger group of businesses controlled by Cummins and accordingly, utilized centralized functions of Cummins, such as facilities and information technology, to support its operations. A portion of the shared service costs were historically allocated to the Filtration Business. Cummins also performed certain corporate functions for the Filtration Business. The corporate expenses related to the Filtration Business were allocated from Cummins. These allocated costs primarily related to certain governance and corporate functions, including finance, human resources, investor relations, legal, tax, treasury and certain other costs. Where it was possible to specifically attribute such expenses to activities of the Filtration Business, these amounts were charged or credited directly to the Filtration Business without allocation or apportionment. Allocation of other such expenses was based on a reasonable reflection of the utilization of the service provided or benefit received by the Filtration Business for the periods presented prior to the Separation, on a consistent basis, such as a relative percentage of headcount and third-party sales.

Management believes these cost allocations were a reasonable reflection of the utilization of services provided to, or the benefit derived by, the Filtration Business during the period prior to the IPO, though the allocations may not be indicative of the actual costs that would have been incurred had the Filtration Business operated as a standalone public company. Actual costs that may have been incurred if the Filtration Business had been a standalone company would depend on a number of factors, including the chosen organizational structure, whether functions were outsourced or performed by the Filtration Business employees, and strategic decisions made in areas such as manufacturing, selling and marketing, research and development, information technology and infrastructure.

Historically, Atmus' cash was transferred to Cummins on a daily basis. This arrangement was not reflective of the manner in which Atmus would have been able to finance its operations had it been a standalone business separate from Cummins during each of the periods presented.

Cummins' debt and related interest expense were not allocated to Atmus for any of the periods presented since Atmus was not the legal obligor of the debt and Cummins' borrowings were not directly attributable to Atmus.

As the separate legal entities that made up the Filtration Business were not historically held by a single legal entity, Cummins' net investment in this business ("Net Parent Investment") was presented in lieu of a controlling interest's equity in the Condensed Consolidated Financial Statements.

For the Filtration Business, transactions with Cummins affiliates were included in the Condensed Consolidated Statements of Net Income and related balances were reflected as related party receivables and related party payables. Other balances between the Filtration Business and Cummins were considered to be

effectively settled in the Condensed Consolidated Financial Statements at the time the transactions were recorded.

**As of the IPO Date**

In connection with the Separation, Atmus entered into various agreements with Cummins, including a separation agreement. In the separation agreement, there were certain assets and liabilities identified in the schedules, including leases and unrecognized tax liabilities, which were retained by Cummins and were reflected as Net Parent Investment in the Company's Condensed Consolidated Financial Statements, and those that were transferred to the Company, including additional pension assets, other compensation obligations and certain other assets and liabilities, which were transferred to the Company through Net Parent Investment in the Company's Condensed Consolidated Financial Statements. These various agreements comprehensively provide a framework for our relationship with Cummins and govern various interim and ongoing relationships between us and Cummins post IPO.

As part of the Separation, Net Parent Investment was reclassified as Additional Paid-in Capital.

**Periods Post IPO**

Following the IPO, certain services continue to be provided by Cummins under the transition services agreement. The Company incurred certain costs in its establishment as a standalone public company and expects to incur ongoing additional costs associated with operating as an independent, publicly traded company.

Post IPO, Atmus filed a consolidated Federal income tax return and returns in certain other jurisdictions with Cummins.

Post IPO, Retained earnings began to accumulate and the balance reflected on the Condensed Consolidated Balance Sheets reflects earnings for the period May 26, 2023 through June 30, 2025.

**Periods Post Full Separation**

Following Full Separation, Cummins has continued and will continue to provide certain services to Atmus under the transition services agreement. The transition services agreement relates primarily to administrative services, which are generally to be provided through September 2025. Atmus has continued and will continue to pay Cummins mutually agreed upon fees for these services.

Post Full Separation, Cummins is no longer considered a related party and activity post March 18, 2024, between Atmus and Cummins has been treated as arm's-length transactions.

Atmus files tax returns in all jurisdictions on its own behalf post Full Separation, and tax balances and effective income tax rates may differ from the amounts reported in the historical periods.

**NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Significant Accounting Estimates and Judgments**

Preparation of financial statements requires management to make estimates and assumptions that affect reported amounts presented and disclosed in our interim Condensed Consolidated Financial Statements. Significant estimates and assumptions in these interim Condensed Consolidated Financial Statements require the exercise of judgment. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be different from these estimates.

**Recent Accounting Pronouncements Not Yet Adopted**

***Income Taxes (Topic 740): Improvements to Income Tax Disclosures***

In December 2023, the FASB issued ASU No. 2023-09: Income Taxes (Topic 740): Improvements to Income Tax Disclosures that requires entities to disclose additional information about federal, state, and foreign income taxes primarily related to the income tax rate reconciliation and income taxes paid. The new standard also eliminates certain existing disclosure requirements related to uncertain tax positions and unrecognized deferred

tax liabilities. The guidance is effective for our fiscal year ending December 31, 2025, with early adoption permitted. The guidance does not affect recognition or measurement in our consolidated financial statements. We expect this ASU to impact our disclosures with no impact to our results of operations, cash flows or financial condition.

***Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 2020-40): Disaggregation of Income Statement Expenses***

In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires disclosure of certain costs and expenses on an interim and annual basis in the notes to the consolidated financial statements. The guidance is effective for annual reporting periods beginning after December 15, 2026 and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The guidance is to be applied either prospectively to financial statements issued for reporting periods after the effective date or retrospectively to any or all prior periods presented in the financial statements. We expect this ASU to impact our disclosure with no impact to our results of operations, cash flows or financial condition.

## NOTE 4. REVENUE

### Disaggregation of Revenue

***Revenue by Geographic Area***

The table below presents Atmus' combined sales by geographic area. Net sales attributed to geographic areas were based on the location of the customer.

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2025** | **2024** | **2025** | **2024** |
| | **(in millions)** | | | |
| United States | **$ 220.0** | $ 200.6 | **$ 427.6** | $ 401.6 |
| Other international | **233.5** | 232.0 | **442.4** | 457.6 |
| Total net sales | **$ 453.5** | $ 432.6 | **$ 870.0** | $ 859.2 |

***Revenue by Product Category***

The table below presents Atmus' combined sales by product category:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2025** | **2024** | **2025** | **2024** |
| | **(in millions)** | | | |
| Fuel | **$ 195.2** | $ 185.5 | **$ 373.8** | $ 372.7 |
| Lube | **93.0** | 82.8 | **176.1** | 164.0 |
| Air | **77.5** | 74.7 | **150.1** | 146.5 |
| Other | **87.8** | 89.6 | **170.0** | 176.0 |
| Total net sales | **$ 453.5** | $ 432.6 | **$ 870.0** | $ 859.2 |

## NOTE 5. EQUITY, ROYALTY AND INTEREST INCOME FROM INVESTEES

Equity, royalty and interest income from investees, net of applicable taxes, was as follows:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | (in millions) | | | |
| Fleetguard Filters Pvt. Ltd. | $ 4.2 | $ 4.6 | $ 10.5 | $ 12.2 |
| Shanghai Fleetguard Filter Co. Ltd | 1.7 | 1.9 | 2.9 | 3.0 |
| Filtrum Fibretechnologies Pvt. Ltd | 0.1 | 0.1 | 0.2 | 0.2 |
| Atmus share of net income | 6.0 | 6.6 | 13.6 | 15.4 |
| Royalty and interest income | 1.5 | 1.6 | 3.1 | 3.2 |
| Equity, royalty and interest income from investees | $ 7.5 | $ 8.2 | $ 16.7 | $ 18.6 |

## NOTE 6. INCOME TAXES

In connection with the Separation, the Company entered into a tax matters agreement with Cummins that, among other things, formalized our agreement related to the responsibility for historical tax positions for the period prior to the IPO for jurisdictions where our business was included in the consolidated or combined tax returns of Cummins.

Atmus' effective tax rate for the three and six months ended June 30, 2025, was 21.9% and 21.6%, respectively. Atmus' effective tax rate for the three and six months ended June 30, 2024, was 21.8% and 21.9%, respectively. The variance in the effective tax rate is driven by a change in the mix of earnings among tax jurisdictions and discrete tax items. The Company's effective tax rate differs from the U.S. statutory rate primarily due to differences in rates applicable to foreign subsidiaries, withholding taxes and state income taxes.

The international tax framework introduced by the Organization for Economic Co-operation and Development under its Pillar Two initiative includes a global minimum tax of 15 percent. Legislation adopting these provisions has been enacted in certain jurisdictions where the Company operates and was effective as of the Company's 2024 fiscal year. The Company has assessed this legislation and the Pillar Two provisions do not have a material impact on the Company's tax expense.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was enacted in the U.S. The OBBBA includes significant provisions, such as the permanent extension of certain expiring provisions of the Tax Cut and Jobs Act, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The legislation has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. We are currently assessing its impact on our consolidated financial statements.

## NOTE 7. INVENTORIES

Inventories are stated at the lower of cost or net realizable value. Inventories included the following:

| | June 30, 2025 | December 31, 2024 |
|---|---|---|
| | (in millions) | |
| Finished products | $ 218.8 | $ 213.3 |
| Work-in-process and raw materials | 100.6 | 91.1 |
| Inventories at FIFO cost | 319.4 | 304.4 |
| Excess of FIFO over LIFO | (34.4) | (37.8) |
| Total inventories | $ 285.0 | $ 266.6 |

**NOTE 8. PRODUCT WARRANTY LIABILITY**

A tabular reconciliation of the product warranty liability, including accrued product campaigns, was as follows:

| | For the Six Months Ended June 30, | |
|---|---|---|
| | 2025 | 2024 |
| | (in millions) | |
| Balance, beginning of year | $ 12.2 | $ 14.0 |
| Provision for base warranties issued | 2.0 | 3.8 |
| Payments made during period | (1.8) | (3.5) |
| Changes in estimates for pre-existing product warranties | (0.8) | (0.3) |
| Foreign currency translation and other | 0.6 | (0.1) |
| Balance, end of period | $ 12.2 | $ 13.9 |

Warranty liabilities included in Atmus' Condensed Consolidated Balance Sheets were as follows:

| | June 30, 2025 | December 31, 2024 |
|---|---|---|
| | (in millions) | |
| Current portion | $ 4.9 | $ 4.9 |
| Long-term portion | 7.3 | 7.3 |
| Total | $ 12.2 | $ 12.2 |

**NOTE 9. DEBT AND BORROWING ARRANGEMENTS**

Atmus entered into the Credit Agreement with a syndicate of banks, providing for a term loan and a revolving credit facility, in anticipation of the Separation. Borrowings under the Credit Agreement did not become available under the Credit Agreement until the IPO occurred. The facilities covered by the Credit Agreement will mature on September 30, 2027.

Upon completion of the IPO, we borrowed $650 million under the Credit Agreement, consisting of proceeds of the term loan and amounts drawn under the revolving credit facility, and paid such amounts to Cummins in partial consideration for the Separation.

Borrowings under the Credit Agreement bear interest at varying rates, depending on the type of loan and, in some cases, the rates of designated benchmarks and the applicable election made. Generally, U.S. dollar-denominated loans bear interest at an adjusted term Secured Overnight Financing Rate ("SOFR") (which includes a 0.10 percent credit spread adjustment to SOFR) for the applicable interest period plus a rate ranging from 1.125 percent to 1.75 percent depending on Atmus' net leverage ratio. As of June 30, 2025, $585.0 million has been drawn on the term loan and no amount was drawn on the revolving credit facility. The revolving credit facility includes an allowance of up to $50.0 million for outstanding letters of credit drawn under the facility that reduces the availability of funds. As of June 30, 2025, no letters of credit were outstanding. These amounts are included within Long-term debt and Current maturities of long-term debt on the Condensed Consolidated Balance Sheets. As of June 30, 2025, Atmus' fair value of Long-term debt was approximately $585.0 million, which was derived from Level 2 input measures.

Our credit lines available as of June 30, 2025 and December 31, 2024 include:

| | As of June 30, 2025 | | As of December 31, 2024 | |
|---|---|---|---|---|
| | Facility Amount | Borrowed Amount | Facility Amount | Borrowed Amount |
| | (in millions) | | | |
| Credit facilities: | | | | |
| Term loan September 30, 2027[1] | $ 600.0 | $ 585.0 | $ 600.0 | $ 592.5 |
| Revolving credit facility September 30, 2027[1] | 400.0 | — | 400.0 | — |

(1) Atmus maintains a term loan facility and a revolving credit facility as part of the Credit Agreement. The Credit Agreement includes financial covenants that Atmus maintain certain net leverage, secured net leverage and interest coverage ratios. At June 30, 2025, Atmus was in compliance with all financial covenants under the Credit Agreement. The Credit Agreement also contains customary representations, events of default and covenants, including restrictions on the level of borrowing.

Over the next five years, aggregate principal maturities of our long-term debt are (in millions):

| 2025 | 2026 | 2027 | 2028 | 2029 | Thereafter | Total |
|---|---|---|---|---|---|---|
| $ 15.0 | $ 30.0 | $ 540.0 | $ — | $ — | $ — | $ 585.0 |

**NOTE 10. COMMITMENTS AND CONTINGENCIES**

**Legal Proceedings**

The Company is subject to lawsuits and claims arising out of the ordinary course of its business. The Company does not have any currently pending claims or litigation that the Company believes, individually or in the aggregate, will have a material adverse effect on its financial position, results of operations, cash flows, liquidity or capital resources. The Company carries various forms of commercial, property and casualty, product liability and other forms of insurance; however, such insurance may not be applicable or adequate to cover the costs associated with a judgment against the Company with respect to these lawsuits, claims and proceedings. While the Company believes it has established adequate accruals for our expected future liability with respect to pending lawsuits, claims and proceedings, where the nature and extent of any such liability can be reasonably estimated based upon presently available information, there can be no assurance that the final resolution of any existing or future lawsuits, claims or proceedings will not have a material adverse effect on Atmus' business, results of operations, financial condition or cash flows.

**Indemnifications**

Periodically, Atmus enters various contractual arrangements where it agrees to indemnify a third-party against certain types of losses. Atmus regularly evaluates the probability of having to incur costs associated with these indemnities and accrue for expected losses that are probable. Because the indemnifications are not related to specified known liabilities, and due to their uncertain nature, Atmus is unable to estimate the maximum amount of the potential loss associated with these indemnifications.

## NOTE 11. ACCUMULATED OTHER COMPREHENSIVE LOSS

Following are the changes in Accumulated other comprehensive income (loss) by component for the three and six months ended June 30, 2025 and June 30, 2024:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | (in millions) | | | |
| **Currency translation adjustments:** | | | | |
| Balance at beginning of period | **$ (74.4)** | $ (62.9) | **$ (79.4)** | $ (56.1) |
| Currency translation adjustments | **13.1** | (4.0) | **18.1** | (10.8) |
| Other comprehensive income (loss), net | **13.1** | (4.0) | **18.1** | (10.8) |
| Balance at end of period | **(61.3)** | (66.9) | **(61.3)** | (66.9) |
| **Pensions and other benefit plans:** | | | | |
| Balance at beginning of period | **$ 0.4** | $ (0.1) | **$ 0.4** | $ (0.1) |
| Other comprehensive income (loss), net | **—** | — | **—** | — |
| Balance at end of period | **0.4** | (0.1) | **0.4** | (0.1) |
| **Unrealized loss on derivatives:** | | | | |
| Balance at beginning of period | **$ —** | $ — | **$ —** | $ — |
| Unrealized loss during period | **(0.4)** | — | **(0.4)** | — |
| Other comprehensive loss, net | **(0.4)** | — | **(0.4)** | — |
| Balance at end of period | **(0.4)** | — | **(0.4)** | — |
| **Accumulated other comprehensive loss:** | | | | |
| Balance at beginning of period | **$ (74.0)** | $ (63.0) | **$ (79.0)** | $ (56.2) |
| Total other comprehensive income (loss), net | **12.7** | (4.0) | **17.7** | (10.8) |
| Balance at end of period | **$ (61.3)** | $ (67.0) | **$ (61.3)** | $ (67.0) |

## NOTE 12. SHARE REPURCHASE PROGRAM

Effective July 17, 2024, Atmus' Board of Directors authorized a $150.0 million share repurchase program. The program does not have an expiration date and may be suspended or discontinued at any time. Repurchases under the program are determined by management and are wholly discretionary.

Since inception of the program, the Company repurchased approximately 1.3 million shares of Common stock at an average cost of $37.89 per share, or an aggregate cost of approximately $50.4 million. During the six months ended June 30, 2025, the Company repurchased approximately 0.8 million shares of Common stock at an average cost of $38.34 per share, or an aggregate cost of approximately $30.4 million, all of which was paid during the period except for approximately $0.3 million settled in July 2025. All share repurchases were funded through available cash on hand. As of June 30, 2025, the Company had approximately $99.6 million in remaining share repurchase capacity.

## NOTE 13. RELATIONSHIP WITH RELATED PARTIES

As described in Note 1, *Description of the Business*, prior to the IPO, Atmus had been managed and operated in the normal course of business with other subsidiaries of Cummins. Accordingly, certain shared costs prior to the IPO have been allocated to Atmus and reflected as expenses in the Condensed Consolidated Financial Statements. Management of Cummins and Atmus consider the allocation methodologies used to be reasonable and appropriate reflections of historical expenses of Cummins attributable to Atmus for purposes of the Condensed Consolidated Financial Statements; however, the expenses reflected in the Condensed Consolidated Financial Statements may not be indicative of the actual expenses that would have been incurred during the periods presented if Atmus historically operated as a separate, stand-alone entity. In addition, the expenses reflected in the Condensed Consolidated Financial Statements may not be indicative of expenses that will be incurred in the future by Atmus.

The Company entered into the separation agreement and transition services agreement with Cummins, among other transaction agreements, all of which govern the parties' relationship following the IPO and Full Separation. This relationship includes services provided by Cummins to the Company for a fixed term on a service-by-service basis. We pay Cummins mutually agreed-upon fees for the services provided under the transition services agreement. The fees paid to Cummins may not be indicative of costs for the same services provided by another provider.

**Related Party Balances**

Following the Full Separation, Cummins is no longer considered a related party. Atmus' sales to Cummins from January 1, 2024 through the date of Full Separation, March 18, 2024, were $65.4 million.

## NOTE 14. EARNINGS PER SHARE

Basic net earnings per share ("EPS") is computed by dividing net earnings by the weighted average number of outstanding common shares. Diluted net EPS reflects the increase in weighted common shares outstanding that would result from the assumed exercise of outstanding stock incentive plan awards calculated using the treasury stock method.

Basic and diluted EPS were calculated as follows:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | (in millions, except per share data) | | | |
| Net income | $ 59.9 | $ 56.2 | $ 104.6 | $ 101.7 |
| Weighted-average shares for basic EPS | 82.5 | 83.4 | 82.6 | 83.4 |
| Plus incremental shares from assumed conversions of long-term incentive plan shares | 0.5 | 0.3 | 0.5 | 0.3 |
| Weighted-average shares for diluted EPS | 83.0 | 83.7 | 83.1 | 83.7 |
| Basic earnings per share | $ 0.73 | $ 0.67 | $ 1.27 | $ 1.22 |
| Diluted earnings per share | $ 0.72 | $ 0.67 | $ 1.26 | $ 1.22 |

## NOTE 15. SEGMENT REPORTING

We operate our business as one operating segment and one reportable segment. The profit or loss measure used by the chief operating decision maker is net income that is reported on the income statement as consolidated net income. All expense categories reported within the consolidated income statement are significant expenses. Business assets are listed as total consolidated assets on the balance sheet.

## NOTE 16. SUPPLEMENTAL BALANCE SHEET DATA

Other assets included the following:

| | June 30, 2025 | December 31, 2024 |
|---|---|---|
| | (in millions) | |
| Operating lease assets | $ 36.4 | $ 37.3 |
| Deferred income taxes | 22.1 | 18.5 |
| Long-term receivables | 3.4 | 3.0 |
| Other | 19.3 | 20.7 |
| Other assets | $ 81.2 | $ 79.5 |

Other accrued expenses included the following:

| | June 30, 2025 | December 31, 2024 |
|---|---|---|
| | (in millions) | |
| Marketing accruals | $ 52.3 | $ 46.9 |
| Current portion of operating lease liabilities | 15.4 | 12.0 |
| Other taxes payables | 11.7 | 14.9 |
| Income taxes payable | 6.9 | 6.8 |
| Current portion of finance lease liabilities | 1.0 | 0.5 |
| Other | 6.5 | 6.1 |
| Other accrued expenses | $ 93.8 | $ 87.2 |

Other liabilities included the following:

| | June 30, 2025 | December 31, 2024 |
|---|---|---|
| | (in millions) | |
| Long-term portion of operating lease liabilities | $ 22.8 | $ 26.6 |
| Deferred income taxes | 1.0 | 1.4 |
| Long-term income taxes | 0.4 | 0.4 |
| Other long-term liabilities | 12.3 | 12.3 |
| Other liabilities | $ 36.5 | $ 40.7 |

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The discussion and analysis presented below refers to and should be read in conjunction with the unaudited condensed consolidated financial statements and the accompanying notes included elsewhere in this Quarterly Report on Form 10-Q.*

The following is our discussion and analysis of changes in our financial condition and results of operations for the three and six months ended June 30, 2025 compared to the three and six months ended June 30, 2024.

**Cautionary Note Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995, including, without limitation, those that are based on current expectations, estimates and projections about the industries in which we operate and management's views, plans, objectives, projections, beliefs and assumptions. Forward-looking statements may be identified by the use of words such as "anticipates," "expects," "forecasts," "intends," "plans," "believes," "seeks," "estimates," "could," "should," "may" or words of similar meaning. Examples of forward-looking statements include, but are not limited to, statements we make regarding the outlook for our future business and financial performance, discussions of future operations, impact of planned acquisitions and dispositions, our strategy for growth, product development activities, regulatory approvals, market position, expenditures and the effects of the Full Separation, Separation and IPO (each as defined in Note 1, *Description of the Business*, to our Condensed Consolidated Financial Statements included herein). These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which we refer to as "future factors," which are difficult to predict. If the underlying assumptions prove inaccurate, or known or unknown risks or uncertainties materialize, our actual outcomes, results and financial condition may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Future factors and uncertainties include, but are not limited to:

- Significant customer concentration among Cummins, PACCAR, and the Traton Group;
- The loss of a top OEM relationship, or changes in the preferences of Atmus' aftermarket end-users;
- Deriving significant earnings from investees that Atmus does not directly control;
- Significant competition in the markets Atmus serves;
- Evolving customer needs and developing technologies;
- Reliance on Atmus' executive leadership and other key personnel;
- Strategic transactions, such as acquisitions, divestitures, and joint ventures;
- Management of productivity improvements;
- Work stoppages and other labor matters;
- Variability in material and commodity costs;
- Raw material, transportation and labor price increases and supply shortages;
- Complexity of supply chain and manufacturing;
- Atmus' customers operating in cyclical industries and the current economic conditions in these industries;
- Exposure to potential claims related to warranties and claims for support outside of standard warranty obligations;
- Products being subject to recall for performance or safety-related issues;

- Inability or failure to adequately protect and enforce Atmus' intellectual property rights and the cost of protecting or enforcing Atmus' intellectual property rights;
- Unexpected events, including natural disasters;
- Difficulty operating as a standalone company;
- Sales of counterfeit versions of products, as well as unauthorized sales of products;
- Statutory and regulatory requirements that can significantly increase costs;
- Changes in international, national and regional trade laws, regulations and policies affecting international trade;
- Unanticipated changes in Atmus' effective tax rate, the adoption of new tax legislation or exposure to additional income tax liabilities, as well as audits by tax authorities resulting in additional tax payments for prior periods;
- Changes in tax law relating to multinational corporations;
- Significant compliance costs and reputational and legal risks imposed by Atmus' global operations and the laws and regulations to which these are subject;
- Effects of climate change may cause Atmus to incur increased costs;
- Operations being subject to increasingly stringent environmental laws and regulations as well as to laws requiring cleanup of contaminated property;
- Potential system or data security breaches or other disruptions;
- Dependence on information technology infrastructure and assets that are increasing in complexity;
- Foreign currency exchange rate;
- Potential economic downturns that could cause the balances of recorded goodwill to decrease;
- Increased tariffs or the imposition of other barriers to international trade;
- Political, economic, and social uncertainty in geographies where Atmus has significant operations or large offerings of products;
- Uncertain worldwide and regional market and economic conditions;
- Potential failure of performance by Atmus or Cummins under transaction agreements executed as part of the Separation;
- Potential indemnification liabilities to Cummins pursuant to the Separation Agreement;
- Potential indemnification from Cummins may be insufficient to insure Atmus against the full amount of such liabilities;
- Terms from unaffiliated third parties may have been better than what Atmus received in agreements with Cummins;
- Changes in capital and credit markets;
- Substantial indebtedness from Atmus' term loan and revolving credit facility, which may impact Atmus' ability to service all its indebtedness and react to changes in the industry; and
- Substantially all Atmus assets pledged as security for its term loan and revolving credit facility.

Additional information about these future factors and the material factors or assumptions underlying such forward-looking statements may be found under the section entitled *Risk Factors* in our Annual Report on Form 10-K for the year ended December 31, 2024, as such factors may be updated from time to time in Atmus' periodic filings with the Securities and Exchange Commission. It is not possible to predict or identify all such factors, and the risks described above should not be considered a complete statement of all potential risks and uncertainties.

Readers are urged to consider these factors carefully in evaluating forward-looking statements and are cautioned not to place undue reliance on forward-looking statements. The forward-looking statements made herein are made only as of the date hereof and we undertake no obligation to publicly update or to revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

**General Overview and Recent Developments**

***Company Overview***

We are one of the global leaders of filtration products for on-highway commercial vehicles and off-highway agriculture, construction, mining and power generation vehicles and equipment. We design and manufacture advanced filtration products, principally under the Fleetguard brand, that provide superior asset protection and enable lower emissions. We estimate that approximately 14% of our net sales in 2024 were generated through first-fit sales to OEMs, where our products are installed as components for new vehicles and equipment. We estimate that approximately 86% of our net sales in 2024 were generated in the aftermarket, where our products are installed as replacement or repair parts, leading to a strong recurring revenue base. Building on our more than 65-year history, we continue to grow and differentiate ourselves through our global footprint, comprehensive offering of premium products, technology leadership and multi-channel path to market.

***Tariffs***

During the first half of 2025, the United States announced changes to U.S. trade policy, including increasing tariffs on imports, in some cases significantly, and potentially negotiating or terminating existing trade agreements. The United States also indicated that tariffs may change and that additional measures are under consideration to be introduced. These tariff and tariff-related measures include potential impacts to the industry in which we operate and the commodities to which our products are exposed. These actions, along with corresponding retaliatory tariffs imposed by other countries on U.S. exports, have led to significant volatility and uncertainty in global demand in both aftermarket and first-fit. In response to these developments, we mitigated the cost impact on our business by employing any exemptions for which we were eligible, such as compliance under the United States-Mexico-Canada Agreement ("USMCA"), adjustment to our supply chain, and select price adjustments. We will continue to evaluate opportunities to offset these costs and mitigate the impact on our business, consolidated results of operations and financial condition. Given the uncertainties, it is difficult to estimate the evolving tariff and policy landscape which may have a material impact on our profitability going forward.

***Separation from Cummins***

In April 2022, Cummins Inc. ("Cummins") announced its intention to separate its filtration business (the "Filtration Business") into a standalone publicly traded company (the "Separation"). We were incorporated in Delaware on April 1, 2022, as a wholly-owned subsidiary of Cummins, in anticipation of the Separation, and prior to the completion of our initial public offering (the "IPO"), Cummins completed, in all material respects, the transfer of the assets and liabilities of the Filtration Business to us and our subsidiaries.

Our Registration Statement on Form S-1, as amended, filed on May 16, 2023, was declared effective on May 25, 2023, and our common shares began trading on the New York Stock Exchange under the symbol "ATMU" on May 26, 2023. On May 30, 2023, the IPO was completed through Cummins' exchange of 16,243,070 shares of our common stock, including the underwriters' full exercise of their option to purchase an additional 2,118,661 shares to cover over-allotments. None of the proceeds of the IPO were for the benefit of

Atmus. As of the closing of the IPO, Cummins owned approximately 80.5% of the outstanding shares of our common stock.

On September 30, 2022, and as amended on February 15, 2023, Atmus entered into a $1.0 billion credit agreement ("Credit Agreement") with a syndicate of banks, providing for a $600 million term loan facility (the "term loan") and a $400 million revolving credit facility (the "revolving credit facility"), in anticipation of the Separation. Borrowings under the Credit Agreement did not become available until the IPO occurred. Upon completion of the IPO, we borrowed $650 million, consisting of proceeds of the term loan and amounts drawn under the revolving credit facility, and paid such amounts to Cummins in partial consideration for the Separation.

In connection with the Separation, we entered into various agreements with Cummins, including a separation agreement. In the separation agreement, there were certain assets and liabilities identified in the schedules which were retained by Cummins, and those that were transferred to the Company. These agreements comprehensively provide a framework for our relationship with Cummins and govern various interim and ongoing relationships between us and Cummins post IPO.

On February 14, 2024, Cummins announced an exchange offer whereby Cummins shareholders could exchange all or a portion of Cummins common stock for shares of Atmus common stock owned by Cummins. The divestiture of Atmus shares by Cummins was completed on March 18, 2024 and resulted in the full separation of Atmus and divestiture of Cummins' entire ownership and voting interest in Atmus ("Full Separation").

***Basis of Presentation***

For the periods prior to the IPO, the discussion below relates to the financial position and results of operations of a combination of entities under common control that have been "carved out" of Cummins' historical combined financial statements and accounting records. The historical combined financial statements reflect our historical financial position, results of operations and cash flows, in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP"). Refer to Note 2, *Basis of Presentation*, to the Condensed Consolidated Financial Statements included elsewhere in this report for additional information.

For the period subsequent to our IPO on May 26, 2023, as a standalone public company, we present our financial statements on a consolidated basis. The condensed consolidated financial statements have been prepared in conformity with U.S. GAAP.

**Factors Affecting Our Performance**

Our financial performance depends, in large part, on varying conditions in the markets we serve. Demand in these markets tends to fluctuate in response to overall economic conditions. Our revenues may also be impacted by OEM inventory levels, production schedules, commodity prices, work stoppages and supply chain challenges. Economic downturns in markets we serve generally result in reduced sales of our products and can result in price reductions in certain products and/or markets. As a worldwide business, our operations are also affected by currency exchange rate changes, political and economic uncertainty (including tariffs and trade barriers), public health crises (epidemics or pandemics) and regulatory matters, including adoption and enforcement of environmental and emission standards in the countries we serve. Some of the more important factors affecting our performance are briefly discussed below.

***Market demand***

Aftermarket demand remained soft in the first six months of 2025. We continue to be in a period of slow growth in global aftermarkets, and this trend is expected to continue through the second half of 2025. First-fit experienced reduced demand in the first six months of 2025 reflecting depressed market conditions. First-fit demand is expected to remain at reduced levels through the second half of 2025 based on overall market cyclicality.

***Global supply chain***

Overall supply chain conditions remained largely stable in the first six months of 2025 with minimal disruptions being experienced. Logistics costs increased during the first half of 2025, primarily due to the impact

of tariffs. Our management team continues to monitor and evaluate all of the factors affecting our supply chain condition and the related impacts on our business and operations, and we continue to minimize any supply chain impacts to our business and to our customers.

***Commodity prices, labor, inflation and foreign currency exchange rates***

We have experienced variability in direct material costs through the first half of 2025. Various key commodities have been exposed to inflationary pressures, primarily due to the impact of tariffs. While the costs of our principal materials fluctuate, generally we believe there will continue to be an adequate supply of the materials we use and that they will broadly remain available.

During the first six months of 2025, our Selling, general and administrative expenses decreased due to lower one-time separation expenses.

Additionally, the appreciation of the U.S. dollar against certain foreign currencies had an unfavorable impact on our condensed consolidated results of operations in the first six months of 2025 due to translation impacts. We remain in a volatile currency environment and as such, there can be no assurances that this trend will continue for the remainder of 2025.

***Standalone costs***

We have incurred, and expect to continue to incur, additional costs associated with becoming a standalone public company. During the three months ended June 30, 2025, we incurred approximately $2.5 million of one-time expenses including $1.9 million within Cost of sales and $0.6 million within Selling, general and administrative expenses. During the six months ended June 30, 2025, we incurred approximately $11.8 million of one-time expenses including $8.7 million within Cost of sales and $3.1 million within Selling, general and administrative expenses. We expect to incur one-time expenses of approximately $10 million to $15 million in 2025 in connection with becoming a standalone public company. In addition, we expect to incur capital expenditures in connection with the Separation of approximately $10 million to $15 million in 2025. These expenses and capital expenditures primarily relate to the establishment of functions previously co-mingled with Cummins, such as information technologies, distribution centers, manufacturing and human resources. The one-time costs incurred during the six months ended June 30, 2025, were primarily associated with establishing our own standalone warehouse in Belgium as we worked to ensure we were supporting customer needs and our technology transformation and modernization project. These expenses and capital expenditures are expected to be complete by the end of 2025. The actual amount of the expenses and capital expenditures we will incur as a stand-alone public company may be higher, perhaps significantly, from our current estimates for a number of reasons, including, among others, the final terms we are able to negotiate with service providers, as well as additional costs we may incur that we have not currently anticipated. Additionally, the actual timing of when we incur these incremental expenses may be different, perhaps significantly, from our current estimates for a number of reasons, including, among others, unforeseen events that may cause delays or interruptions in our plans or our service providers' ability to provide their services.

**Results of Operations**

**Three Months Ended June 30, 2025 Compared to the Three Months Ended June 30, 2024**

| | For the Three Months Ended June 30, | | Favorable (Unfavorable) | |
|---|---|---|---|---|
| | 2025 | 2024 | Amount | % |
| | (in millions) | | | |
| **NET SALES** | **$ 453.5** | **$ 432.6** | **$ 20.9** | **4.8 %** |
| Cost of sales | 322.5 | 300.7 | (21.8) | (7.2)% |
| **GROSS MARGIN** | **131.0** | **131.9** | **(0.9)** | **(0.7)%** |
| **OPERATING EXPENSES AND INCOME** | | | | |
| Selling, general and administrative expenses | 46.1 | 49.1 | 3.0 | 6.1 % |
| Research, development and engineering expenses | 10.7 | 10.4 | (0.3) | (2.9)% |
| Equity, royalty and interest income from investees | 7.5 | 8.2 | (0.7) | (8.5)% |
| Other operating expense, net | — | 0.8 | 0.8 | 100.0 % |
| **OPERATING INCOME** | **81.7** | **79.8** | **1.9** | **2.4 %** |
| Interest expense | 8.5 | 10.5 | 2.0 | 19.0 % |
| Other income, net | 3.5 | 2.6 | 0.9 | 34.6 % |
| **INCOME BEFORE INCOME TAXES** | **76.7** | **71.9** | **4.8** | **6.7 %** |
| Income tax expense | 16.8 | 15.7 | (1.1) | (7.0)% |
| **NET INCOME** | **$ 59.9** | **$ 56.2** | **$ 3.7** | **6.6 %** |
| **PER SHARE DATA:** | | | | |
| Basic earnings per share | **$ 0.73** | **$ 0.67** | **$ 0.06** | **9.0 %** |
| Diluted earnings per share | **$ 0.72** | **$ 0.67** | **$ 0.05** | **7.5 %** |

| | For the Three Months Ended June 30, | | Favorable (Unfavorable) |
|---|---|---|---|
| **Percent of Net sales** | **2025** | **2024** | **Percentage Points** |
| Gross margin | 28.9% | 30.5% | (1.6) |
| Selling, general and administrative expenses | 10.2% | 11.3% | 1.1 |
| Research, development and engineering expenses | 2.4% | 2.4% | — |

***Net Sales***

Net sales were $453.5 million for the three months ended June 30, 2025, an increase of $20.9 million compared to $432.6 million for the three months ended June 30, 2024. The increase in Net sales was mainly due to favorable volumes of $15.0 million and pricing of $10.2 million, offset by unfavorable impacts of currency of $4.3 million.

***Gross Margin***

Gross margin was $131.0 million for the three months ended June 30, 2025, a decrease of $0.9 million compared to $131.9 million for the three months ended June 30, 2024. The decrease in Gross margin was mainly due to unfavorable logistics costs of $10.7 million, a $2.1 million increase in one-time separation costs, unfavorable manufacturing and other costs of $2.0 million and $1.5 million in unfavorable currency impacts, partially offset by favorable pricing of $10.2 million as described above, and favorable volumes of $5.2 million. Gross margin as a percentage of Net sales was 28.9% for the three months ended June 30, 2025, a decrease of 1.6 percentage points compared to 30.5% for the three months ended June 30, 2024. The decrease in Gross margin as a percentage of Net sales was primarily driven by the items noted above.

***Selling, General and Administrative Expenses***

Selling, general and administrative expenses were $46.1 million for the three months ended June 30, 2025, a decrease of $3.0 million compared to $49.1 million for the three months ended June 30, 2024. The decrease was primarily driven by lower one-time separation costs of $3.5 million, partially offset by higher consulting expenses. Selling, general and administrative expenses as a percentage of Net sales were 10.2% for the three months ended June 30, 2025, a decrease of 1.1 percentage points compared to 11.3% for the three months ended June 30, 2024. The decrease in Selling, general and administrative expenses as a percentage of Net sales was primarily driven by the items noted above.

***Research, Development and Engineering Expenses***

Research, development and engineering expenses were $10.7 million for the three months ended June 30, 2025, an increase of $0.3 million compared to $10.4 million for the three months ended June 30, 2024. The increase was primarily due to timing of engineering projects. Research, development and engineering expenses as a percentage of Net sales were 2.4% for the three months ended June 30, 2025 consistent with 2.4% for the three months ended June 30, 2024.

***Interest Expense***

Interest expense was $8.5 million for the three months ended June 30, 2025, a decrease of $2.0 million compared to $10.5 million for the three months ended June 30, 2024. The decrease was primarily driven by a reduction to the interest rate on our borrowings and lower outstanding borrowings on our Credit Agreement as principal payments were made.

***Income Tax Expense***

Our effective tax rate for the three months ended June 30, 2025 was 21.9%, an increase of 0.1 percentage points compared to 21.8% for the three months ended June 30, 2024. The increase in the effective tax rate was driven by a change in the mix of earnings among tax jurisdictions and discrete tax items. Our effective tax rate differs from the U.S. statutory rate primarily due to differences in rates applicable to foreign subsidiaries, withholding taxes and state income taxes.

**Six Months Ended June 30, 2025 Compared to the Six Months Ended June 30, 2024**

| | For the Six Months Ended June 30, | | Favorable (Unfavorable) | |
|---|---|---|---|---|
| | 2025 | 2024 | Amount | % |
| | (in millions) | | | |
| **NET SALES** | **$ 870.0** | **$ 859.2** | **$ 10.8** | **1.3 %** |
| Cost of sales | 628.5 | 615.5 | (13.0) | (2.1)% |
| **GROSS MARGIN** | **241.5** | **243.7** | **(2.2)** | **(0.9)%** |
| **OPERATING EXPENSES AND INCOME** | | | | |
| Selling, general and administrative expenses | 92.0 | 92.4 | 0.4 | 0.4 % |
| Research, development and engineering expenses | 19.8 | 20.5 | 0.7 | 3.4 % |
| Equity, royalty and interest income from investees | 16.7 | 18.6 | (1.9) | (10.2)% |
| Other operating (income) expense, net | (0.2) | 1.0 | (1.2) | (120.0)% |
| **OPERATING INCOME** | **146.6** | **148.4** | **(1.8)** | **(1.2)%** |
| Interest expense | 16.9 | 21.0 | 4.1 | 19.5 % |
| Other income, net | 3.8 | 2.8 | 1.0 | 35.7 % |
| **INCOME BEFORE INCOME TAXES** | **133.5** | **130.2** | **3.3** | **2.5 %** |
| Income tax expense | 28.9 | 28.5 | (0.4) | (1.4)% |
| **NET INCOME** | **$ 104.6** | **$ 101.7** | **$ 2.9** | **2.9 %** |
| **PER SHARE DATA:** | | | | |
| Basic earnings per share | **$ 1.27** | **$ 1.22** | **$ 0.05** | **4.1 %** |
| Diluted earnings per share | **$ 1.26** | **$ 1.22** | **$ 0.04** | **3.3 %** |

| | For the Six Months Ended June 30, | | Favorable (Unfavorable) |
|---|---|---|---|
| **Percent of Net sales** | **2025** | **2024** | **Percentage Points** |
| Gross margin | 27.8% | 28.4% | (0.6) |
| Selling, general and administrative expenses | 10.6% | 10.8% | 0.2 |
| Research, development and engineering expenses | 2.3% | 2.4% | 0.1 |

***Net Sales***

Net sales were $870.0 million for the six months ended June 30, 2025, an increase of $10.8 million compared to $859.2 million for the six months ended June 30, 2024. The increase in Net sales was mainly due to $15.0 million of favorable pricing impacts and higher volumes of $11.5 million, partially offset by the unfavorable impacts of currency of $15.6 million.

***Gross Margin***

Gross margin was $241.5 million for the six months ended June 30, 2025, a decrease of $2.2 million compared to $243.7 million for the six months ended June 30, 2024. The decrease in Gross margin was mainly due to unfavorable logistics costs of $12.9 million, $6.3 million in unfavorable currency impacts and a $5.6 million increase in one-time separation costs, partially offset by favorable pricing of $15.0 million as described above, favorable volumes of $4.0 million, a $2.3 million decrease in warranty costs and a $1.3 million decrease in manufacturing and other costs. Gross margin as a percentage of Net sales was 27.8% for the six months ended June 30, 2025, a decrease of 0.6 percentage points compared to 28.4% for the six months ended June 30, 2024. The decrease in Gross margin as a percentage of Net sales was primarily due to the items noted above.

***Selling, General and Administrative Expenses***

Selling, general and administrative expenses were $92.0 million for the six months ended June 30, 2025, a decrease of $0.4 million compared to $92.4 million for the six months ended June 30, 2024. The decrease was primarily driven by lower one-time separation costs of $3.7 million, partially offset by increased people-related and consulting expenses. Selling, general and administrative expenses as a percentage of Net sales were 10.6% for the six months ended June 30, 2025, a decrease of 0.2 percentage points compared to 10.8% for the six months ended June 30, 2024. The decrease in Selling, general and administrative expenses as a percentage of Net sales was primarily driven by the items noted above.

***Research, Development and Engineering Expenses***

Research, development and engineering expenses were $19.8 million for the six months ended June 30, 2025, a decrease of $0.7 million compared to $20.5 million for the six months ended June 30, 2024. The decrease was primarily due to timing of engineering projects. Research, development and engineering expenses as a percentage of Net sales were 2.3% for the six months ended June 30, 2025, a decrease of 0.1 percentage points compared to 2.4% for the six months ended June 30, 2024. The decrease in Research, development and engineering expenses as a percentage of Net sales was mainly due to the items noted above.

***Equity, Royalty and Interest Income from Investees***

Equity, royalty and interest income from investees was $16.7 million for the six months ended June 30, 2025, a decrease of $1.9 million compared to $18.6 million for the six months ended June 30, 2024. The decrease was primarily due to lower earnings of $1.9 million from our joint ventures in India and China.

***Other Operating (Income) Expense, Net***

Other operating (income) expense, net was $(0.2) million for the six months ended June 30, 2025, a decrease of $1.2 million compared to $1.0 million for the six months ended June 30, 2024. The change was primarily due to prior year asset write-offs in 2024 that did not recur.

***Interest Expense***

Interest expense was $16.9 million for the six months ended June 30, 2025, a decrease of $4.1 million compared to $21.0 million for the six months ended June 30, 2024. The decrease in Interest expense was primarily driven by a reduction to the interest rate on our borrowings and lower outstanding borrowings on our Credit Agreement as principal payments were made.

***Income Tax Expense***

Our effective tax rate for the six months ended June 30, 2025 was 21.6%, a decrease of 0.3 percent percentage points compared to 21.9% for the six months ended June 30, 2024. The decrease in the effective tax rate was driven by a change in the mix of earnings among tax jurisdictions and discrete tax items. Our effective tax rate differs from the U.S. statutory rate primarily due to differences in rates applicable to foreign subsidiaries, withholding taxes and state income taxes.

**Liquidity and Capital Resources**

Our facilities under the Credit Agreement provide for $1.0 billion in total availability, which includes a $600 million term loan and a $400 million revolving credit facility. As of June 30, 2025, we have outstanding borrowings of $585.0 million on the term loan and zero on the revolving credit facility. As a result, we had capacity under our revolving credit facility of $400 million as of June 30, 2025.

We believe that cash from operations and the facilities under our Credit Agreement will continue to provide sufficient liquidity for our working capital needs, planned capital expenditures and future payments of our contractual, tax and benefit plan obligations and payments for share repurchases and quarterly dividends in both the short and long term. Overall, we do not expect negative effects to our funding sources that would have a material effect on our liquidity. However, if a serious economic or credit market crisis ensues or other adverse development arises, it could have a material adverse effect on our liquidity, financial condition, results of operations and cash flows.

Our most significant ongoing short-term cash requirements relate primarily to funding operations (including expenditures for raw materials, labor, manufacturing and distribution, trade and promotions, advertising and marketing, tax liabilities, benefit plan obligations and lease expenses) as well as periodic expenditures for anticipated capital investments, shareholder returns (such as dividend payments and share repurchases), interest payments on our Long-term debt and supporting any future acquisitions.

Long-term cash requirements primarily relate to funding Long-term debt repayments and our long-term benefit plan obligations.

***Cash Flow***

Our management reviews our liquidity needs in determining any and all indebtedness options. We have the ability to access the capital markets and other sources of liquidity, which management believes are sufficient to allow us to manage our business and give us flexibility to meet our short- and long-term financial commitments. Our cash flow activity is noted below:

| | For the Six Months Ended June 30, | |
|---|---|---|
| | **2025** | **2024** |
| | **(in millions)** | |
| Net cash provided by operating activities | **$ 73.1** | $ 14.7 |
| Net cash used in investing activities | **(24.4)** | (22.2) |
| Net cash used in financing activities | **(45.9)** | — |

***Operating Cash Flow***

Net cash provided by operating activities was $73.1 million for the six months ended June 30, 2025, an increase of $58.4 million compared to $14.7 million for the six months ended June 30, 2024. The increase was driven primarily by lower working capital requirements of $50.4 million. During the six months ended June 30, 2025, lower working capital requirements resulted in a cash outflow of $41.3 million compared to a cash outflow of $91.7 million for the six months ended June 30, 2024, mainly due to higher trade payables, lower inventory and lower prepaids, partially offset by higher trade receivables.

Dividends received from our unconsolidated equity investees were $5.7 million and $9.6 million for the six months ended June 30, 2025 and June 30, 2024, respectively.

***Investing Cash Flow***

Net cash used in investing activities for the six months ended June 30, 2025 and June 30, 2024 was primarily used for capital expenditures. Our capital expenditures were $24.4 million (of which approximately $6.6 million related to one-time separation capital expenditures) and $22.2 million (of which approximately $7.3 million related to one-time separation capital expenditures) for the six months ended June 30, 2025 and June 30, 2024, respectively, corresponding to approximately 2.8% and 2.6% of Net sales for the six months ended June 30, 2025 and June 30, 2024, respectively.

***Financing Cash Flow***

Net cash used in financing activities for the six months ended June 30, 2025 was $45.9 million compared to $0.0 million for the six months ended June 30, 2024. Net cash used in financing activities for the six months ended June 30, 2025 consisted primarily of repurchases of common stock, dividends paid and payments made on our term loan.

***Dividends***

We paid dividends of $8.3 million in the first six months of 2025 and none in the first six months of 2024. The first quarter 2025 dividend of $0.05 per share, declared on February 19, 2025 for shareholders of record as of March 4, 2025, was paid on March 19, 2025. The second quarter of 2025 dividend of $0.05 per share, declared on May 21, 2025 for shareholders of record as of June 3, 2025, was paid on June 18, 2025. The declaration of dividends is subject to the discretion of our Board of Directors and depends on various factors,

including our net earnings, financial condition, cash requirements, future prospects and other factors that our Board of Directors deems relevant to its analysis and decision making.

We anticipate that the 2025 distributions will be characterized as dividends under the U.S. federal income tax rules. The final determination will be made on an IRS Form 1099-DIV we expect to issue early 2026.

***Contractual Obligations***

Our commitments consist of lease obligations for real estate and equipment. For more information regarding our lease obligations, see Note 9, *Leases*, to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2024, which provides a summary of our future minimum lease payments.

***Debt***

Our total debt was $585.0 million at June 30, 2025 and $592.5 million at December 31, 2024. At June 30, 2025, the weighted-average term of our outstanding long-term debt was 2.4 years. Refer to Note 9, *Debt and Borrowing Arrangements*, to the Condensed Consolidated Financial Statements for more information on our debt and debt covenants.

**Non-GAAP Measures**

We use non-GAAP financial information and believe it is useful to investors as it provides additional information to facilitate comparisons of historical operating results, identify trends in our underlying operating results and provide additional insight and transparency on how we evaluate our business. We use non-GAAP financial measures to budget, make operating and strategic decisions and evaluate our performance. We have detailed the non-GAAP adjustments that we make in our non-GAAP definitions below. We believe the non-GAAP measures should always be considered along with the related U.S. GAAP financial measures. We have provided the reconciliations between the U.S. GAAP and non-GAAP financial measures below, and we also discuss our underlying U.S. GAAP results throughout our *Management's Discussion and Analysis of Financial Condition and Results of Operations* in this Form 10-Q.

Our primary non-GAAP financial measures are listed below and reflect how we evaluate our current and prior-year operating results. As new events or circumstances arise, these definitions could change. When our definitions change, we provide the updated definitions and present the related non-GAAP historical results on a comparable basis.

- "EBITDA" is defined as earnings or losses before interest expense, income taxes, depreciation and amortization and "EBITDA margin" is defined as EBITDA as a percent of Net sales. We believe EBITDA and EBITDA margin are useful measures of our operating performance as they assist investors and debt holders in comparing our performance on a consistent basis without regard to financing methods, capital structure, income taxes or depreciation and amortization methods, which can vary significantly depending upon many factors. Additionally, we believe these metrics are widely used by investors, securities analysts, ratings agencies and others in our industry in evaluating performance.
- "Adjusted EBITDA" is defined as EBITDA after adding back certain one-time expenses, reflected in Cost of sales and Selling, general and administrative expenses, associated with becoming a standalone public company and "Adjusted EBITDA margin" is defined as Adjusted EBITDA as a percent of Net sales. We believe Adjusted EBITDA and Adjusted EBITDA margin are useful measures of our operating performance as they allow investors and debt holders to compare our performance on a consistent basis without regard to one-time costs attributable to our becoming a standalone public company.
- "Adjusted earnings per share" is defined as diluted earnings per share (the most comparable U.S. GAAP financial measure) after adding back certain one-time expenses, reflected in Cost of sales and Selling, general and administrative expenses, associated with becoming a standalone public company less the related tax impact of the same one-time expenses. We believe Adjusted earnings per share provides improved comparability of underlying operating results.
- "Free cash flow" is defined as cash flows provided by (used for) operating activities less capital expenditures and "Adjusted free cash flow" is defined as Free cash flow after adding back certain one-

time capital expenditures and other separation related costs associated with becoming a standalone public company. We believe Free cash flow and Adjusted free cash flow are useful metrics used by management and investors to analyze our ability to service and repay debt and return value to shareholders.

The metrics defined above are not in accordance with, or alternatives for, U.S. GAAP financial measures and may not be consistent with measures used by other companies. The metrics should be considered supplemental data; however, the amounts included in the EBITDA, EBITDA margin, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted earnings per share, Free cash flow and Adjusted free cash flow calculations are derived from amounts included in the consolidated statements of net income and cash flows. We do not consider our non-GAAP financial measures as superior to, or a substitute for, the equivalent measures calculated and presented in accordance with GAAP. Some of the limitations are:

- such measures do not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- such measures do not reflect changes in, or cash requirements for, our working capital needs;
- such measures do not reflect the interest expense or the cash requirements necessary to service interest or principal payments on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and such measures do not reflect any cash requirements for such replacements; and
- other companies in our industry may calculate such measures differently than we do, limiting their usefulness as comparative measures.

To properly and prudently evaluate our business, we encourage you to review the unaudited condensed consolidated financial statements included elsewhere in this report and not rely on a single financial measure to evaluate our business.

A reconciliation of Net income to EBITDA and Adjusted EBITDA is shown in the table below:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | (in millions) | | | |
| **NET INCOME** | **$ 59.9** | $ 56.2 | **$ 104.6** | $ 101.7 |
| Plus: | | | | |
| Interest expense | **8.5** | 10.5 | **16.9** | 21.0 |
| Income tax expense | **16.8** | 15.7 | **28.9** | 28.5 |
| Depreciation and amortization | **7.4** | 6.3 | **14.6** | 11.7 |
| **EBITDA (non-GAAP)** | **$ 92.6** | $ 88.7 | **$ 165.0** | $ 162.9 |
| Plus: | | | | |
| One-time separation costs[(a)] | **$ 2.5** | $ 3.8 | **$ 11.8** | $ 9.8 |
| **Adjusted EBITDA (non-GAAP)** | **$ 95.1** | $ 92.5 | **$ 176.8** | $ 172.7 |
| Net sales | **$ 453.5** | $ 432.6 | **$ 870.0** | $ 859.2 |
| **Net income margin** | **13.2 %** | 13.0 % | **12.0 %** | 11.8 % |
| **EBITDA margin (non-GAAP)** | **20.4 %** | 20.5 % | **19.0 %** | 19.0 % |
| **Adjusted EBITDA margin (non-GAAP)** | **21.0 %** | 21.4 % | **20.3 %** | 20.1 % |

(a) Primarily comprised of one-time expenses related to Information Technology, warehousing, manufacturing and Human Resources separation costs.

A reconciliation of Diluted earnings per share to Adjusted earnings per share is shown in the table below:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | (per share) | | | |
| Diluted earnings per share | **$ 0.72** | $ 0.67 | **$ 1.26** | $ 1.22 |
| Plus: | | | | |
| One-time separation costs[(a)] | **$ 0.03** | $ 0.05 | **$ 0.14** | $ 0.12 |
| Less: | | | | |
| Tax impact of one-time separation costs[(a)] | **$ —** | $ 0.01 | **$ 0.03** | $ 0.02 |
| **Adjusted earnings per share** | **$ 0.75** | $ 0.71 | **$ 1.37** | $ 1.32 |

(a) Primarily comprised of one-time expenses related to Information Technology, warehousing, manufacturing and Human Resources separation costs and the related tax impact of those expenses. The tax impact of one-time separation costs for the three months ended June 30, 2025 and 2024 were $0.5 million and $0.8 million, respectively, and for the six months ended June 30, 2025 and 2024 were $2.5 million and $2.1 million, respectively.

A reconciliation of Net cash provided by operating activities to Free cash flow and Adjusted free cash flow is shown in the table below:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| | (in millions) | | | |
| Cash provided by operating activities | **$ 44.4** | $ 22.9 | **$ 73.1** | $ 14.7 |
| Less: | | | | |
| Capital expenditures | **$ 12.0** | $ 11.6 | **$ 24.4** | $ 22.2 |
| **Free cash flow (non-GAAP)** | **$ 32.4** | $ 11.3 | **$ 48.7** | $ (7.5) |
| Plus: | | | | |
| One-time separation capital expenditures | **$ 3.1** | $ 4.5 | **$ 6.6** | $ 7.3 |
| Other one-time separation related[(a)] | **—** | 18.3 | **—** | 21.6 |
| **Adjusted free cash flow (non-GAAP)** | **$ 35.5** | $ 34.1 | **$ 55.3** | $ 21.4 |

(a) Primarily comprised of one-time working capital inefficiencies associated with the move from intercompany settlement terms with Cummins to standalone practices.

**Critical Accounting Policies and Estimates**

We prepare our condensed consolidated financial statements in conformity with U.S. GAAP. The preparation of our financial statements requires the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Actual results could differ from those estimates and assumptions. Our critical accounting policies and estimates, which affect our more significant estimates and assumptions used in preparing our consolidated financial statements, are identified and described in our Annual Report on Form 10-K for the year ended December 31, 2024. There have been no material changes to our critical accounting policies and estimates from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

***Foreign Currency Exchange Risk***

As a result of our international business presence, we are exposed to foreign currency exchange rate risks. We transact business in foreign currencies and, as a result, our income and financial condition are exposed to movements in foreign currency exchange rates. This risk is closely monitored and managed through the use of financial derivative instruments. Financial derivatives are used by Atmus expressly for hedging purposes and under no circumstances are they used for speculative purposes. Substantially all of Atmus' derivative contracts are subject to master netting arrangements, which provide the option to settle certain contracts on a net basis when they settle on the same day with the same currency. In addition, these arrangements provide for a net settlement of all contracts with a given counterparty in the event that the arrangement is terminated due to the occurrence of default or a termination event.

To minimize the income volatility resulting from the remeasurement of net monetary assets and liabilities denominated in a currency other than the functional currency, Atmus enters into foreign currency forward contracts, which are considered economic hedges and are not designated as hedges for accounting purposes. The objective is to offset the gain or loss from remeasurement with the gain or loss from the fair market valuation of the forward contract.

The potential gain or loss in the fair value of our outstanding foreign currency contracts, assuming a hypothetical 10% fluctuation in the currencies of such contracts, would not have a material impact on the unaudited condensed consolidated financial statements for the three and six months ended June 30, 2025 and June 30, 2024. The sensitivity analysis of the effects of changes in foreign currency exchange rates assumes the notional value to remain constant for the next 12 months. The analysis ignores the impact of foreign exchange movements on our competitive position and potential changes in sales levels. Any change in the

value of the contracts, real or hypothetical, would be significantly offset by an inverse change in the value of the underlying hedged items.

***Interest Rate Risk***

Our interest rate risk relates primarily to our $600 million term loan facility and our five-year $400 million revolving credit facility. Borrowings under these facilities would bear interest at varying rates, depending on the type of loan and, in some cases, the rates of designated benchmarks and the applicable election made by us. Generally, U.S. dollar-denominated loans would bear interest at an adjusted term SOFR (which includes a 0.10 percent credit spread adjustment to SOFR) for the applicable interest period plus a rate ranging from 1.125 percent to 1.75 percent depending on our net leverage ratio. Based on our outstanding borrowings at June 30, 2025, a 0.125% change in SOFR would have a $0.7 million annual impact on interest expense. Refer to Note 9, *Debt and Borrowing Arrangements,* to the Condensed Consolidated Financial Statements included in this report for further information.

**Item 4. Controls and Procedures**

***Evaluation of Disclosure Controls and Procedures***

The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As required by Rule 13a-15(b) under the Exchange Act, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2025. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective as of June 30, 2025.

***Changes in Internal Control over Financial Reporting***

The Company is in the process of implementing a broad, multi-year, technology transformation project to modernize enterprise resource planning, middleware and legacy systems to achieve better process efficiencies across customer service, merchandising, sourcing, payroll and accounting through the use of various solutions. During the quarter ended June 30, 2025, the Company implemented a new enterprise resource planning system for several of our locations. There have been no material additional implementations during the quarter ended June 30, 2025. As the Company's technology transformation project continues, the Company continues to emphasize the maintenance of effective internal controls and assessment of the design and operating effectiveness of key control activities throughout development and deployment of each phase and will evaluate as additional phases are deployed.

There were no other changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that materially affected, or were reasonably likely to materially affect, Atmus' internal control over financial reporting during the quarter ended June 30, 2025.

## Part II - Other Information

### Item 1. Legal Proceedings

For a discussion of legal proceedings, see Note 10, *Commitments and Contingencies*, to the Condensed Consolidated Financial Statements.

### Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024, except for the revision to the following risk factor as set forth below:

***Increased tariffs or the imposition of other barriers to international trade could impact the cost of our products, demand for our products and our competitive position.***

Changes to trade protection measures and import or export licensing requirements; the imposition of new, additional, or retaliatory tariffs, quotas, exchange controls, sanctions, trade barriers or other restrictions; and the withdrawal from or modification of trade agreements or the negotiation of new trade agreements, in countries where we operate, particularly in Mexico, Canada, China, and India, could impact the cost of our products, demand for our products and the competitive position of our products. Our largest global manufacturing facility is in San Luis Potosi, Mexico, and it supplies products to our U.S. and global markets. There can be no assurance that the consequences of these actions, given our global operations, will not have a material adverse effect upon our business, financial condition, results of operations or cash flows.

For example, since February 2025, the U.S. presidential administration has announced new and substantial tariff increases on imports to the United States from China, Mexico, Canada and India. Since then, various modifications and delays to these tariffs have been implemented, with further changes anticipated. These modifications include additional sector-specific tariffs or other measures. These actions have resulted in retaliatory measures on U.S. goods and have had a direct impact on our business. Several tariff announcements have been followed by announcements of temporary pauses and limited exemptions, such as the temporary exemption for goods that enter the U.S. as qualifying goods under the United States-Mexico-Canada Agreement ("USMCA"), for which the majority of our products from Mexico for the U.S. market are certified compliant, or expected to be certified compliant. These temporary exemptions, including those we are availing ourselves to under the USMCA, may be reduced or eliminated in the future. The ongoing trade disputes associated to these tariff measures and the potential escalation of trade disputes would pose a significant risk to our business and would affect our revenue and cost of goods sold. For example, we have raised the prices of certain of our products in response to cost increases we have incurred on purchases of finished and other goods and some raw materials due to tariffs. The extent and duration of the tariffs and the resulting impact on general economic conditions and our business are uncertain and depend on various factors, such as negotiations between the U.S. and affected countries, the responses of other countries or regions, exemptions or exclusions that may be granted, availability and cost of alternative sources of supply, and demand for our products in affected markets. Further, actions we take to adapt to new tariffs or trade restrictions, including raising the prices of our products or shifting supply sourcing or production locations, may cause us to modify our operations, lose customers, experience increased costs, or forgo business opportunities.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

***Recent Sales of Unregistered Securities***

None.

***Repurchase of Equity by the Company***

Our stock repurchase activity for each of the three months in the quarter ended June 30, 2025 was:

| | Issuer Purchases of Equity Securities | | | |
|---|---|---|---|---|
| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs |
| April 1-30, 2025 | — | $ — | — | $ 120.0 |
| May 1-31, 2025 | 385,494 | 38.50 | 385,494 | 105.4 |
| June 1-30, 2025 | 149,645 | 36.74 | 149,645 | 99.6 |
| For the Quarter Ended June 30, 2025 | 535,139 | $ 38.01 | 535,139 | |

On July 17, 2024, our Board of Directors authorized a $150 million share repurchase program. The program does not have an expiration date and may be suspended or discontinued at any time. Since the inception of the program, we repurchased approximately $50.4 million of Common stock pursuant to this authorization and as of June 30, 2025, we had approximately $99.6 million of share repurchase authorization remaining. See related information in Note 12, *Share Repurchase Program*. While not considered repurchases of shares, the Company does at times withhold shares that would otherwise be issued under stock-based awards to pay the related taxes for grants of stock-based awards that vested.

**Item 5. Other Information**

***(c) 10b5-1 Trading Arrangements***

During the second quarter of 2025, none of our directors or executive officers adopted or terminated any “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement” (as each term is defined in item 408(a) of Regulation S-K).

**Item 6. Exhibits**

The following exhibits are either filed herewith or, if so indicated, incorporated by reference to the documents indicated in parentheses, which have previously been filed or furnished with the Commission.

| Exhibit No. | Description |
|---|---|
| 3.1 | Certificate of Correction to the Second Amended and Restated Certificate of Incorporation of Atmus Filtration Technologies Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of Atmus Filtration Technologies Inc. filed with the Commission on May 27, 2025). |
| 3.2 | Amended and Restated Bylaws of Atmus Filtration Technologies Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K of Atmus Filtration Technologies Inc. filed with the Commission on May 27, 2025). |
| 31.1 | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS* | Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH* | Inline XBRL Taxonomy Extension Schema Document. |
| 101.CAL* | Inline XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF* | Inline XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB* | Inline XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE* | Inline XBRL Taxonomy Extension Presentation Linkbase Document. |
| 104 | Cover Page Interactive Data File (embedded with the Inline XBRL Document). |

* Filed with this Quarterly Report on Form 10-Q are the following materials formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Income for the three and six months ended June 30, 2025 and 2024, (ii) the Condensed Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2025 and 2024, (iii) the Condensed Consolidated Balance Sheets at June 30, 2025 and December 31, 2024, (iv) the Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2025 and 2024, (v) the Condensed Consolidated Statements of Changes in Equity for the three and six months ended June 30, 2025 and 2024, and (vi) Notes to Condensed Consolidated Financial Statements.

**SIGNATURES**

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

Atmus Filtration Technologies Inc.

By: /s/ STEPHANIE J. DISHER
Stephanie J. Disher
Chief Executive Officer and President
(Principal Executive Officer)
August 8, 2025

By: /s/ JACK M. KIENZLER
Jack M. Kienzler
Senior Vice President, Chief Financial Officer and
Chief Accounting Officer
(Principal Financial Officer)
August 8, 2025