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 September 30, 2026

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 No. 1-9328

ECOLAB INC.
(Exact name of registrant as specified in its charter)

Delaware	**41-0231510**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1 Ecolab Place, St. Paul, Minnesota 55102
(Address of principal executive offices)(Zip Code)

1-800-232-6522
(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, $1.00 par value	**ECL**	**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 ☒

The number of shares of each of the registrant's classes of Common Stock outstanding as of September 30, 2026: 280,467,785 shares, par value $1.00 per share.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED STATEMENTS OF INCOME
(unaudited)

(millions, except per share amounts)	Third Quarter Ended September 30		Nine Months Ended September 30	
	2026	2025	2026	2025
Product and equipment sales	$3,697.4	$3,262.6	$10,321.4	$9,321.3
Service and lease sales	997.4	902.4	2,854.9	2,563.9
Net sales	4,694.8	4,165.0	13,176.3	11,885.2
Product and equipment cost of sales	2,059.5	1,789.1	5,764.6	5,122.9
Service and lease cost of sales	566.0	510.3	1,625.7	1,459.5
Cost of sales (including special charges (a))	2,625.5	2,299.4	7,390.3	6,582.4
Selling, general and administrative expenses	1,177.4	1,079.2	3,421.4	3,196.9
Special (gains) and charges	81.4	26.2	174.2	80.3
Operating income	810.5	760.2	2,190.4	2,025.6
Other (income) expense	(8.8)	(12.8)	(26.4)	(38.8)
Interest expense, net (b)	124.8	55.3	270.6	176.8
Income before income taxes	694.5	717.7	1,946.2	1,887.6
Provision for income taxes	140.1	128.0	416.5	362.9
Net income including noncontrolling interest	554.4	589.7	1,529.7	1,524.7
Net income attributable to noncontrolling interest	3.1	4.7	10.9	13.0
Net income attributable to Ecolab	$551.3	$585.0	$1,518.8	$1,511.7
Earnings attributable to Ecolab per common share				
Basic	$1.97	$2.06	$5.40	$5.33
Diluted	$1.95	$2.05	$5.37	$5.30
Weighted-average common shares outstanding				
Basic	280.4	283.5	281.0	283.5
Diluted	282.1	285.4	282.7	285.3

(a) Cost of sales includes special (gains) and charges of $1.5 million and $0.3 million in the third quarter of 2026 and 2025, respectively, and $17.5 million and $7.6 million in the first nine months of 2026 and 2025, respectively, which is recorded in product and equipment cost of sales.
(b) Interest expense, net includes $6.6 million of special (gains) charges in the first nine months of 2026. No special (gains) and charges were included in interest expense, net in all other periods presented.

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

(millions)	Third Quarter Ended September 30		Nine Months Ended September 30	
	2026	2025	**2026**	2025
Net income including noncontrolling interest	**$554.4**	$589.7	**$1,529.7**	$1,524.7
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustments				
Foreign currency translation	**(36.2)**	74.5	**138.9**	314.1
Gain (loss) on net investment hedges	**(3.3)**	27.0	**20.2**	(213.5)
Total foreign currency translation adjustments	**(39.5)**	101.5	**159.1**	100.6
Derivatives and hedging instruments	**0.9**	(2.0)	**22.1**	(11.7)
Pension and postretirement benefits	**3.1**	(0.2)	**10.8**	(9.3)
Subtotal	**(35.5)**	99.3	**192.0**	79.6
Total comprehensive income, including noncontrolling interest	**518.9**	689.0	**1,721.7**	1,604.3
Comprehensive income attributable to noncontrolling interest	**1.7**	4.6	**9.0**	14.5
Comprehensive income attributable to Ecolab	**$517.2**	$684.4	**$1,712.7**	$1,589.8

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

CONSOLIDATED BALANCE SHEETS
(unaudited)

(millions, except per share amounts)	September 30 2026	December 31 2025
ASSETS		
Current assets		
Cash and cash equivalents	$722.3	$646.2
Accounts receivable, net	3,795.4	3,249.4
Inventories	1,764.8	1,490.4
Other current assets	817.4	569.6
Total current assets	7,099.9	5,955.6
Property, plant and equipment, net	4,595.4	4,276.6
Goodwill	12,687.6	9,227.0
Other intangible assets, net	5,098.5	3,688.5
Operating lease assets	752.0	765.9
Other assets	874.5	782.7
Total assets	$31,107.9	$24,696.3
LIABILITIES AND EQUITY		
Current liabilities		
Short-term debt	$1,276.7	$870.4
Accounts payable	2,339.5	2,071.0
Compensation and benefits	663.3	721.5
Income taxes	73.8	134.3
Other current liabilities	2,026.5	1,737.5
Total current liabilities	6,379.8	5,534.7
Long-term debt	11,915.3	7,365.9
Pension and postretirement benefits	530.9	546.1
Deferred income taxes	768.2	329.9
Operating lease liabilities	578.0	596.5
Other liabilities	481.2	518.7
Total liabilities	20,653.4	14,891.8
Commitments and contingencies (Note 16)		
Equity (a)		
Common stock	370.4	369.4
Additional paid-in capital	7,746.5	7,521.3
Retained earnings	13,737.3	12,834.0
Accumulated other comprehensive loss	(1,680.4)	(1,874.3)
Treasury stock	(9,749.9)	(9,079.6)
Total Ecolab shareholders' equity	10,423.9	9,770.8
Noncontrolling interest	30.6	33.7
Total equity	10,454.5	9,804.5
Total liabilities and equity	$31,107.9	$24,696.3

(a) Common stock, 800.0 shares authorized, $1.00 par value per share, 280.5 shares outstanding as of September 30, 2026 and 282.0 shares outstanding as of December 31, 2025. Shares outstanding are net of treasury stock.

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

CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(millions)	Nine Months Ended September 30 2026	2025
OPERATING ACTIVITIES		
Net income including noncontrolling interest	**$1,529.7**	$1,524.7
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	**545.4**	493.8
Amortization	**273.9**	226.5
Deferred income taxes	**115.3**	(57.1)
Share-based compensation expense	**116.0**	109.5
Pension and postretirement plan contributions	**(47.1)**	(67.1)
Pension and postretirement plan (income) expense, net	**27.9**	10.4
Restructuring charges, net of cash paid	**(24.6)**	(12.5)
Sale of global surgical solutions business	**-**	1.1
Other, net	**53.2**	20.4
Changes in operating assets and liabilities, net of effect of acquisitions:		
Accounts receivable	**(457.1)**	(150.3)
Inventories	**(199.0)**	(37.6)
Other assets	**(219.1)**	34.1
Accounts payable	**297.2**	(47.8)
Other liabilities	**(72.6)**	(185.6)
Cash provided by operating activities	**1,939.1**	1,862.5
INVESTING ACTIVITIES		
Capital expenditures	**(902.0)**	(716.2)
Property and other assets sold	**2.3**	46.4
Acquisitions and investments in affiliates, net of cash acquired	**(4,683.1)**	(0.5)
Divestiture of businesses, net of cash divested	**-**	(14.9)
Other, net	**(38.3)**	(43.8)
Cash used for investing activities	**(5,621.1)**	(729.0)
FINANCING ACTIVITIES		
Net (repayments) issuances of commercial paper and notes payable	**(95.4)**	1.1
Long-term debt borrowings	**5,104.9**	1,019.0
Long-term debt repayments	**-**	(674.2)
Reacquired shares	**(672.1)**	(374.6)
Dividends paid	**(628.7)**	(564.4)
Exercise of employee stock options	**108.9**	182.0
Deferred financing costs	**(49.2)**	-
Other, net	**(13.4)**	(10.6)
Cash provided by (used for) financing activities	**3,755.0**	(421.7)
Effect of exchange rate changes on cash and cash equivalents	**3.1**	(12.8)
Increase in cash and cash equivalents	**76.1**	699.0
Cash and cash equivalents, beginning of period	**646.2**	1,256.8
Cash and cash equivalents, end of period	**$722.3**	$1,955.8

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

CONSOLIDATED STATEMENTS OF EQUITY
(unaudited)

	Third Quarter Ended September 30, 2026 and 2025							
(millions, except per share amounts)	Common Stock	Additional Paid-in Capital	Retained Earnings	AOCI (Loss)	Treasury Stock	Ecolab Shareholders' Equity	Non-Controlling Interest	Total Equity
Balance, June 30, 2025	$368.8	$7,372.3	$12,075.1	($2,003.3)	($8,492.6)	$9,320.3	$30.3	$9,350.6
Net income			585.0			585.0	4.7	589.7
Other comprehensive income (loss)				99.4		99.4	(0.1)	99.3
Cash dividends declared (a)			(184.2)			(184.2)		(184.2)
Stock options and awards	0.3	76.2			0.5	77.0		77.0
Reacquired shares					(178.5)	(178.5)		(178.5)
Balance, September 30, 2025	$369.1	$7,448.5	$12,475.9	($1,903.9)	($8,670.6)	$9,719.0	$34.9	$9,753.9
Balance, June 30, 2026	$370.2	$7,689.7	$13,390.8	($1,646.3)	($9,748.9)	$10,055.5	$28.9	$10,084.4
Net income			**551.3**			**551.3**	**3.1**	**554.4**
Other comprehensive income (loss)				**(34.1)**		**(34.1)**	**(1.4)**	**(35.5)**
Cash dividends declared (a)			**(204.8)**			**(204.8)**		**(204.8)**
Stock options and awards	**0.2**	**56.8**			**1.8**	**58.8**		**58.8**
Reacquired shares					**(2.8)**	**(2.8)**		**(2.8)**
Balance, September 30, 2026	**$370.4**	**$7,746.5**	**$13,737.3**	**($1,680.4)**	**($9,749.9)**	**$10,423.9**	**$30.6**	**$10,454.5**

	Nine Months Ended September 30, 2026 and 2025							
(millions, except per share amounts)	Common Stock	Additional Paid-in Capital	Retained Earnings	AOCI (Loss)	Treasury Stock	Ecolab Shareholders' Equity	Non-Controlling Interest	Total Equity
Balance, December 31, 2024	$367.8	$7,159.6	$11,517.1	($1,982.0)	($8,305.2)	$8,757.3	$31.9	$8,789.2
Net income			1,511.7			1,511.7	13.0	1,524.7
Other comprehensive income (loss)				78.1		78.1	1.5	79.6
Cash dividends declared (a)			(552.9)			(552.9)	(11.5)	(564.4)
Stock options and awards	1.3	288.9			2.6	292.8		292.8
Reacquired shares					(368.0)	(368.0)		(368.0)
Balance, September 30, 2025	$369.1	$7,448.5	$12,475.9	($1,903.9)	($8,670.6)	$9,719.0	$34.9	$9,753.9
Balance, December 31, 2025	$369.4	$7,521.3	$12,834.0	($1,874.3)	($9,079.6)	$9,770.8	$33.7	$9,804.5
Net income			**1,518.8**			**1,518.8**	**10.9**	**1,529.7**
Other comprehensive income (loss)				**193.9**		**193.9**	**(1.9)**	**192.0**
Cash dividends declared (a)			**(615.5)**			**(615.5)**	**(12.1)**	**(627.6)**
Stock options and awards	**1.0**	**225.2**			**2.5**	**228.7**		**228.7**
Reacquired shares					**(672.8)**	**(672.8)**		**(672.8)**
Balance, September 30, 2026	**$370.4**	**$7,746.5**	**$13,737.3**	**($1,680.4)**	**($9,749.9)**	**$10,423.9**	**$30.6**	**$10,454.5**

(a) Dividends declared per common share were $0.73 and $0.65 in the third quarter of 2026 and 2025, respectively, and $2.19 and $1.95 in the first nine months of 2026 and 2025, respectively.

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

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. CONSOLIDATED FINANCIAL INFORMATION

The unaudited consolidated financial information for the third quarter ended September 30, 2026 and 2025 reflects, in the opinion of management, all adjustments necessary for a fair statement of the financial position, results of operations, comprehensive income, equity and cash flows of Ecolab Inc. ("Ecolab" or "the Company") for the interim periods presented. Any adjustments consist of normal recurring items.

The financial results for any interim period are not necessarily indicative of results for the full year. The consolidated balance sheet data as of December 31, 2025 was derived from the audited consolidated financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America. The unaudited consolidated financial information should be read in conjunction with the consolidated financial statements and notes thereto incorporated in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 filed with the Securities and Exchange Commission ("SEC") on February 23, 2026.

2. SPECIAL (GAINS) AND CHARGES

Special (gains) and charges reported on the Consolidated Statements of Income include the following:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(millions)	**2026**	2025	**2026**	2025
Cost of sales				
One Ecolab	**$1.1**	$0.3	**$3.8**	$7.6
Other restructuring	**0.4**	-	**13.7**	-
Cost of sales subtotal	**1.5**	0.3	**17.5**	7.6
Special (gains) and charges				
One Ecolab	**17.1**	17.4	**76.2**	83.3
Other restructuring	**0.6**	-	**1.1**	(12.0)
Acquisition and integration activities	**42.2**	11.0	**60.9**	19.8
Sale of global surgical solutions business	**-**	-	**-**	2.4
Other	**21.5**	(2.2)	**36.0**	(13.2)
Special (gains) and charges subtotal	**81.4**	26.2	**174.2**	80.3
Interest expense, net	**-**	-	**6.6**	-
Total special (gains) and charges	**$82.9**	$26.5	**$198.3**	$87.9

For segment reporting purposes, special (gains) and charges are not allocated to reportable segments, which is consistent with the Company's internal management reporting.

One Ecolab

On July 30, 2024, the Company announced the One Ecolab initiative, which will enhance its growth and margin expansion journey. As a program within this initiative, the Company also announced that it commenced a restructuring plan to leverage its digital technologies to realign the functional work done in many countries into global centers of excellence. In February 2026, the Company expanded the One Ecolab initiative and anticipates total restructuring costs of $328 million ($256 million after tax) and special charges of $97 million ($76 million after tax) by the end of 2027. The Company anticipates that the restructuring costs will primarily be cash expenditures for severance costs relating to team reorganization.

The Company recorded restructuring charges of $11.2 million ($8.7 million after tax) and $62.6 million ($47.6 million after tax) during the third quarter and first nine months of 2026, respectively, primarily related to severance and professional services and $9.5 million ($7.3 million after tax) and $66.3 million ($51.0 million after tax) during the third quarter and first nine months of 2025, respectively, primarily related to severance. In addition, the Company recorded non-restructuring special charges of $7.0 million ($5.3 million after tax) and $17.4 million ($13.2 million after tax) during the third quarter and first nine months of 2026, respectively, primarily related to professional services and $8.2 million ($6.2 million after tax) and $24.6 million ($18.6 million after tax) during the third quarter and first nine months of 2025, respectively, primarily related to professional services. The Company has recorded $261.4 million ($201.1 million after tax) of cumulative restructuring charges and $72.0 million ($54.5 million after tax) of cumulative special charges under the One Ecolab initiative.

The net restructuring liability related to the One Ecolab initiative was $63.2 million and $96.1 million as of September 30, 2026 and December 31, 2025, respectively. The remaining liability is expected to be paid over a period of a few months to several quarters and will continue to be funded from operating activities.

Restructuring activity related to the One Ecolab initiative since inception of the underlying actions includes the following items:

(millions)	Employee Costs	Other	Total
2024- 2025 Activity			
Recorded expense and accrual	$148.2	$45.3	$193.5
Net cash payments	(55.7)	(47.0)	(102.7)
Reclassification	-	5.3	5.3
Restructuring liability, December 31, 2025	$92.5	$3.6	$96.1
2026 Activity			
Recorded expense and accrual	**$45.7**	**$16.9**	**$62.6**
Net cash payments	**(79.8)**	**(15.7)**	**(95.5)**
Restructuring liability, September 30, 2026	**$58.4**	**$4.8**	**$63.2**

Other restructuring

Other restructuring is primarily related to other immaterial restructuring programs. These activities have been included as a component of cost of sales and special (gains) and charges on the Consolidated Statements of Income. Restructuring liabilities have been classified as a component of other current and other noncurrent liabilities on the Consolidated Balance Sheets.

The Company recorded $1.0 million ($0.8 million after tax) and $14.8 million ($11.9 million after tax) during the third quarter and first nine months of 2026 related to other immaterial restructuring programs.

In November 2022, the Company approved a Europe cost savings program and subsequently expanded the program to focus on its Institutional and Healthcare businesses in other regions (the "Combined Program"). The Company completed these restructuring charges at the end of 2024, with total costs of $184.1 million ($151.5 million after tax). Subsequent to the completion of the Combined Program, the Company finalized the sale of a facility, resulting in a gain of $12.0 million ($9.2 million after tax) in the second quarter of 2025.

The restructuring liability balance for all other restructuring plans excluding One Ecolab was $9.2 million and $8.8 million as of September 30, 2026 and December 31, 2025, respectively. The remaining liability is expected to be paid over a period of a few months to several quarters and will continue to be funded from operating activities.

Acquisition and integration related costs

Acquisition and integration related costs reported in special (gains) and charges on the Consolidated Statements of Income include $42.2 million ($34.1 million after tax) and $11.0 million ($10.2 million after tax) in the third quarter of 2026 and 2025, respectively, and $60.9 million ($48.6 million net of tax) and $19.8 million ($16.9 million after tax) in the first nine months of 2026 and 2025, respectively, primarily related to the CoolIT Systems and Ovivo Electronics acquisitions.

Sale of global surgical solutions business

On April 27, 2024, the Company reached a definitive agreement to sell its global surgical solutions business, which closed on August 1, 2024. The Company recorded charges of $2.4 million ($1.8 million after tax) in the first nine months of 2025.

Other operating activities

Other special (gains) charges recorded in special (gains) and charges on the Consolidated Statements of Income in the third quarter and first nine months of 2026 were $21.5 million ($16.3 million after tax) and $36.0 million ($34.2 million after tax), respectively, primarily related to the termination of a supply agreement, certain legal charges and the estimated loss on sale of an investment. Other special (gains) charges recorded in the third quarter and first nine months of 2025 were ($2.2 million) ($1.7 million gain after tax) and ($13.2 million) ($11.4 million gain after tax), respectively, primarily related to the sale of an equity method investment.

Interest Expense

During the first nine months of 2026, the Company recorded special charges of $6.6 million ($5.7 million after tax) in interest expense, net on the Consolidated Statement of Income related to debt used to fund the CoolIT Systems acquisition.

3. ACQUISITIONS

The Company makes business acquisitions that align with its strategic business objectives. The assets and liabilities of acquired businesses are recorded in the Consolidated Balance Sheets based on estimates of the fair value of assets acquired, liabilities assumed and noncontrolling interests acquired as of the acquisition date. Goodwill is recognized in the amount that the purchase consideration paid exceeds the fair value of the net assets acquired. Purchase consideration includes both cash paid and the fair value of noncash consideration exchanged, including stock and/or contingent consideration, and is reduced by the amount of cash or cash equivalents acquired.

CoolIT Systems Acquisition

On March 20, 2026, Ecolab entered into an agreement to acquire CoolIT Systems for $4,750 million, subject to certain adjustments. CoolIT Systems is a pure-play data center liquid cooling company that designs and manufactures high-performance liquid cooling systems, including coolant distribution units, cold plates and direct-to-chip cooling technologies.

On July 2, 2026, the Company completed its acquisition of CoolIT Systems and paid $4,627 million in cash, net of cash acquired and after adjustments defined in the purchase agreement. The pro forma financial information is not material to the Company's consolidated financial statements; therefore, this is not presented. In the third quarter of 2026, the business became part of the Company's Global Water reportable segment.

The CoolIT Systems acquisition has been accounted for as a business combination with the assets acquired and liabilities assumed recognized at fair value as of the acquisition date. The fair values of intangible assets acquired were estimated using discounted cash flow analyses appropriate for the nature of the asset that incorporated projections of future cash flows and other valuation assumptions. Significant inputs and assumptions used in the Company's customer relationship intangible asset valuations include projected revenues, contributory asset charges, tax savings due to amortization, income tax rates, customer attrition rates and discount rates. Significant inputs and assumptions to the Company's trademarks and technology intangible asset valuations include projected revenues, asset life cycle, royalty rates, tax savings due to amortization, income tax rates, discount rates and estimated useful lives. Fair value measurements of certain tangible assets, definite-lived intangible assets, lease right of use assets and liabilities, carry over tax attributes, deferred income taxes, income tax uncertainties, and goodwill are preliminary and subject to changes as the information necessary to complete the valuations are obtained and analyzed. Accordingly, purchase accounting for this transaction is not yet complete pending finalization of these valuations. The amounts recorded reflect the Company's best estimates as of September 30, 2026 and are subject to change.

The following table summarizes the current preliminary acquisition date fair value of net assets acquired in the CoolIT Systems acquisition:

(millions)	July 2, 2026
Net tangible assets (liabilities) acquired	($379.6)
Identifiable intangible assets	
Customer relationships	881.4
Technology	641.6
Trademarks	232.7
Total Intangible Assets	1,755.7
Goodwill	3,251.1
Total consideration transferred to sellers, net of cash acquired	$4,627.2

Tangible assets acquired primarily consist of accounts receivable of $85.2 million, inventory of $55.5 million and property, plant and equipment of $26.3 million. Liabilities assumed primarily consist of deferred tax liabilities of $320.4 million and accrued compensation and benefits of current liabilities of $144.7 million. Identified intangible assets primarily consist of customer relationships, acquired technologies, and trade names and are being amortized over average lives of 17, 14, and 11 years, respectively, with a weighted average life of 15 years.

Goodwill of $3,251.1 million arising from the acquisition consists largely of the synergies and innovative products added to the Company's Global High Tech business. Goodwill is not expected to be deductible for income tax purposes.

Ovivo Electronics Acquisition

On December 16, 2025, the Company acquired Ovivo Electronics for total consideration of $1,625 million in cash, net of cash acquired. Ovivo Electronics is a leading and fast-growing global provider of breakthrough ultrapure water technologies for semiconductor manufacturing. The business became part of the Company's Global Water reportable segment.

The Ovivo Electronics acquisition has been accounted for as a business combination with the assets acquired and liabilities assumed recognized at fair value as of the acquisition date. The fair values of intangible assets acquired were estimated using discounted cash flow analyses appropriate for the nature of the asset that incorporated projections of future cash flows and other valuation assumptions. Significant inputs and assumptions used in the Company's customer relationship intangible asset valuations include projected revenues, contributory asset charges, tax savings due to amortization, income tax rates, customer attrition rates and discount rates. Significant inputs and assumptions to the Company's trademarks and technology intangible asset valuations include projected revenues, asset life cycle, royalty rates, tax savings due to amortization, income tax rates, discount rates and estimated useful lives. Fair value measurements of certain tangible assets, definite-lived intangible assets, lease right of use assets and liabilities, net pension liabilities, carry over tax attributes, deferred income taxes, income tax uncertainties, and goodwill are preliminary and subject to changes as the information necessary to complete the valuations are obtained and analyzed. Accordingly, purchase accounting for this transaction is not yet complete pending finalization of these valuations. The amounts recorded reflect the Company's best estimates as of September 30, 2026 and are subject to change.

The following table summarizes the current preliminary acquisition date fair value of net assets acquired in the Ovivo Electronics acquisition:

(millions)	December 16, 2025
Net tangible assets (liabilities) acquired	($150.2)
Identifiable intangible assets	
Customer relationships	327.9
Technology	145.7
Trademarks	43.1
Total Intangible Assets	516.7
Goodwill	1,258.1
Total consideration transferred to sellers, net of cash acquired	$1,624.6

During the first nine months of 2026, the Company recorded purchase accounting adjustments related to Ovivo Electronics, including a $116.6 million decrease in customer relationships, a $15.0 million increase in other intangible assets, $22.3 million decrease in tangible assets, and a $28.8 million increase to consideration transferred to sellers, which resulted in a $152.7 million increase in goodwill.

The Company incurred certain transaction and integration costs associated with the acquisitions of Ovivo Electronics and CoolIT Systems that were expensed and are reflected in the Consolidated Statements of Income. Further information related to the Company's special (gains) and charges is included in Note 2, "Special (Gains) and Charges."

Other Acquisitions

In April 2026, the Company completed an immaterial acquisition which became part of the Global Pest Elimination reportable segment. No acquisitions were completed during the first nine months of 2025. The following table summarizes the acquisition date fair value of net assets acquired from the Company's acquisition during the first nine months of 2026, excluding the CoolIT Systems acquisition (as further discussed above):

(millions)	2026
Net tangible assets (liabilities) acquired	**($0.2)**
Identifiable intangible assets	
Customer relationships	**12.7**
Trademarks	**0.9**
Total Intangible Assets	**13.6**
Goodwill	**15.0**
Acquisition-related liabilities and contingent consideration	**(1.5)**
Total consideration transferred to sellers, net of cash acquired	**$26.9**

During the first nine months of 2026, the Company recorded immaterial adjustments associated with the finalization of the purchase accounting for its 2025 acquisitions, aside from the Ovivo Electronics adjustments discussed above.

4. BALANCE SHEETS INFORMATION

(millions)	September 30 2026	December 31 2025
Accounts receivable, net		
Accounts receivable	$3,953.3	$3,366.2
Allowance for expected credit losses and other accruals	(157.9)	(116.8)
Total	$3,795.4	$3,249.4
Inventories		
Finished goods	$1,135.1	$962.1
Raw materials and parts	727.8	620.3
Inventories at FIFO cost	1,862.9	1,582.4
FIFO cost to LIFO cost difference	(98.1)	(92.0)
Total	$1,764.8	$1,490.4
Other current assets		
Prepaid assets	$189.1	$159.5
Taxes receivable	280.8	229.8
Derivative assets	-	2.6
Contract assets	143.6	117.4
Other	203.9	60.3
Total	$817.4	$569.6
Property, plant and equipment, net		
Land	$147.9	$149.2
Buildings and leasehold improvements	1,285.5	1,242.6
Machinery and equipment	2,653.2	2,496.4
Dispensing and monitoring equipment	3,356.6	3,193.1
Capitalized software	1,317.5	1,176.8
Construction in progress	986.0	858.1
	9,746.7	9,116.2
Accumulated depreciation	(5,151.3)	(4,839.6)
Total	$4,595.4	$4,276.6
Other intangible assets, net		
Intangible assets not subject to amortization		
Trade names	$1,230.0	$1,230.0
Intangible assets subject to amortization		
Customer relationships	4,616.5	3,827.3
Patents	521.6	516.1
Trademarks	657.0	420.6
Other technologies	1,334.5	680.2
	7,129.6	5,444.2
Accumulated amortization		
Customer relationships	(2,253.4)	(2,077.3)
Patents	(387.8)	(367.4)
Trademarks	(304.6)	(272.0)
Other technologies	(315.3)	(269.0)
	(3,261.1)	(2,985.7)
Net intangible assets subject to amortization	3,868.5	2,458.5
Total	$5,098.5	$3,688.5

(millions)	September 30 2026	December 31 2025
Other assets		
Deferred income taxes	$186.6	$181.0
Pension	207.4	184.3
Derivative asset	5.6	2.9
Other	474.9	414.5
Total	$874.5	$782.7
Other current liabilities		
Discounts and rebates	$540.0	$528.4
Dividends payable	204.8	205.9
Interest payable	145.1	64.8
Taxes payable, other than income	200.4	179.5
Derivative liability	51.5	5.4
Restructuring	70.3	102.5
Contract liability	260.0	173.0
Operating lease liabilities	169.4	164.7
Other	385.0	313.3
Total	$2,026.5	$1,737.5
Accumulated other comprehensive income (loss)		
Unrealized gain (loss) on derivative financial instruments, net of tax	$18.1	($4.0)
Unrecognized pension and postretirement benefit expense, net of tax	(484.7)	(495.5)
Cumulative translation, net of tax	(1,213.8)	(1,374.8)
Total	($1,680.4)	($1,874.3)

5. DEBT AND INTEREST

Short-term Debt

The following table provides the components of the Company's short-term debt obligations as of September 30, 2026 and December 31, 2025.

(millions)	September 30 2026	December 31 2025
Short-term debt		
Commercial paper	$-	$100.0
Notes payable	8.2	11.0
Long-term debt, current maturities	1,268.5	759.4
Total	$1,276.7	$870.4

Lines of Credit

As of September 30, 2026, the Company had a $2.0 billion multi-year revolving credit facility which expires in March 2030. The credit facility has been established with a diverse syndicate of banks and supports the Company's U.S. and Euro commercial paper programs. There were no borrowings under the Company's credit facility as of either September 30, 2026 or December 31, 2025.

Commercial Paper

The Company's commercial paper program is used as a potential source of liquidity and consists of a $2.0 billion U.S. commercial paper program and a $2.0 billion Euro commercial paper program. The maximum aggregate amount of commercial paper that may be issued by the Company under its commercial paper programs may not exceed $2.0 billion.

The Company had no outstanding commercial paper under its U.S. and Euro commercial paper programs as of September 30, 2026. As of December 31, 2025, the Company had $100 million and none outstanding under its U.S. and Euro commercial paper programs, respectively.

Notes Payable

The Company's notes payable consists of uncommitted credit lines with major international banks and financial institutions, primarily to support global cash pooling structures. As of September 30, 2026 and December 31, 2025, the Company had $8 million and $11 million, respectively, outstanding under these credit lines.

Long-term Debt

The following table provides the components of the Company's long-term debt obligations, including current maturities, as of September 30, 2026 and December 31, 2025.

(millions)	Maturity by Year	September 30 2026	December 31 2025
Long-term debt			
Public notes (2026 principal amount)			
Ten year 2016 senior notes ($750 million)	2026	$750.0	$744.4
Ten year 2017 senior notes ($500 million)	2027	485.9	477.7
Six year 2021 senior notes ($500 million)	2027	499.7	499.1
Five year 2022 senior notes ($500 million)	2028	498.1	497.1
Three year 2025 senior notes ($500 million)	2028	497.7	496.7
Three year 2026 senior notes ($1,200 million)	2029	1,192.9	-
Ten year 2020 senior notes ($698 million)	2030	655.9	677.5
Ten year 2020 senior notes ($600 million)	2031	563.5	572.3
Five year 2026 senior notes ($900 million)	2031	891.1	-
Eleven year 2021 senior notes ($650 million)	2032	646.8	646.4
Seven year 2026 senior notes ($1,500 million)	2033	1,485.8	-
Ten year 2025 senior notes ($500 million)	2035	495.5	495.1
Ten year 2026 senior notes ($1,400 million)	2036	1,383.7	-
Thirty year 2011 senior notes ($389 million)	2041	385.4	385.2
Thirty year 2016 senior notes ($200 million)	2046	197.7	197.6
Thirty year 2017 senior notes ($484 million)	2047	430.8	429.6
Thirty year 2020 senior notes ($500 million)	2050	492.0	491.7
Thirty year 2021 senior notes ($850 million)	2051	840.4	840.1
Thirty four year 2021 senior notes ($685 million)	2055	545.1	543.4
Finance lease obligations and other		245.8	131.4
Total debt		13,183.8	8,125.3
Long-term debt, current maturities		(1,268.5)	(759.4)
Total long-term debt		$11,915.3	$7,365.9

Public Notes and Other

In May 2026, the Company issued $1.2 billion aggregate principal three-year fixed rate notes with a coupon rate of 4.60% and an effective interest rate of 4.61%, $0.9 billion aggregate principal five-year fixed rate notes with a coupon rate of 4.80% and an effective interest rate of 4.84%, $1.5 billion aggregate principal seven-year fixed rate notes with a coupon of 5.15% and effective interest rate of 5.17%, and $1.4 billion aggregate principal ten-year fixed rate notes with a coupon rate of 5.35% and an effective interest rate of 5.39%. The total proceeds of $5.0 billion were used to fund the CoolIT Systems acquisition and for general corporate purposes. As a result of the public note issuances, the Company terminated its unsecured committed delayed draw term loan credit facility dated April 10, 2026, the proceeds from which were only to be used to finance the CoolIT Systems acquisition and to pay fees, costs and expenses related to the acquisition and the credit facility. No amounts were drawn under the facility and no borrowings were outstanding at the time of termination.

The Company's public notes may be redeemed by the Company at its option at redemption prices that include accrued and unpaid interest and a make-whole premium. Upon the occurrence of a change of control accompanied by a downgrade of the public notes below investment grade rating, within a specified time period, the Company would be required to offer to repurchase the public notes at a price equal to 101% of the aggregate principal amount thereof, plus any accrued and unpaid interest to the date of repurchase. The public notes are senior unsecured and unsubordinated obligations of the Company and rank equally with all other senior and unsubordinated indebtedness of the Company.

One of the Company's Chinese subsidiaries maintains a construction loan facility that provides up to 1.1 billion in Chinese Yuan ("CNY") ($164 million) of proceeds to fund capital expenditures. This loan facility has a tenor of 13 years and is secured by certain assets of its Chinese subsidiaries. Any borrowings under this facility are included in Finance lease obligations and other in the table above.

Covenants

The Company is in compliance with all covenants under the Company's outstanding indebtedness as of September 30, 2026.

Net Interest Expense

Interest expense and interest income recognized during the third quarter and first nine months of 2026 and 2025 were as follows:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(millions)	**2026**	2025	**2026**	2025
Interest expense	**$135.8**	$74.6	**$308.1**	$223.3
Interest income	**(11.0)**	(19.3)	**(37.5)**	(46.5)
Interest expense, net	**$124.8**	$55.3	**$270.6**	$176.8

Interest expense generally includes the expense associated with the interest on the Company's outstanding borrowings, including the impact of the Company's interest rate swap agreements. Interest expense also includes the amortization of debt issuance costs and debt discounts, which are both recognized over the term of the related debt.

6. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

Goodwill arises from the Company's acquisitions and represents the excess of the fair value of the purchase consideration exchanged over the fair value of net assets acquired. The Company's reporting units are largely its operating segments. Following the acquisition of Ovivo Electronics on December 16, 2025 and CoolIT Systems on July 2, 2026, the Company's High Tech operating segment consists of Ovivo Electronics, CoolIT Systems and data centers & microelectronics reporting units. The Company assesses goodwill for impairment on an annual basis during the second quarter. If circumstances change or events occur that demonstrate it is more likely than not that the carrying amount of a reporting unit exceeds its fair value, the Company completes an interim goodwill assessment of that reporting unit prior to the next annual assessment. If the results of an annual or interim goodwill assessment demonstrate the carrying amount of a reporting unit is greater than its fair value, the Company will recognize an impairment loss for the amount by which the reporting unit's carrying amount exceeds its fair value, but not to exceed the carrying amount of goodwill assigned to that reporting unit.

During the second quarter of 2026, the Company completed its annual goodwill impairment assessment for nine of its ten reporting units using discounted cash flow analyses that incorporated assumptions regarding future growth rates, terminal values and discount rates. The Company's goodwill impairment assessments for 2026 indicated the estimated fair values of each of these nine reporting units exceeded the carrying amounts of the respective reporting unit by a significant margin. Given the recent acquisition of Ovivo Electronics, the Company's annual goodwill impairment assessment of the Ovivo Electronics reporting unit was qualitative in nature and considered information regarding its operations, financial performance and macroeconomic environment. After weighing both positive and negative information, it is more likely than not that the fair value of the Ovivo Electronics reporting unit exceeds its carrying amount. There has been no impairment of goodwill in any of the periods presented.

The changes in the carrying amount of goodwill by reportable segment during the nine months ended September 30, 2026 were as follows:

(millions)	Global Water	Global Institutional & Specialty	Global Pest Elimination	Global Life Sciences	Total
December 31, 2025	$5,505.5	$1,041.5	$189.6	$2,490.4	$9,227.0
Current year business combinations (a)	**3,251.1**	**-**	**15.0**	**-**	**3,266.1**
Prior year business combinations (b)	**152.7**	**-**	**0.9**	**-**	**153.6**
Effect of foreign currency translation and other	**27.0**	**2.3**	**0.4**	**11.2**	**40.9**
September 30, 2026	**$8,936.3**	**$1,043.8**	**$205.9**	**$2,501.6**	**$12,687.6**

(a) Represents goodwill associated with current year acquisitions. For 2026, approximately $15.0 million of goodwill related to businesses acquired is expected to be tax deductible.
(b) Represents purchase price allocation adjustments for acquisitions deemed preliminary, as of the end of the prior year.

Other Intangible Assets

The Nalco trade name is the Company's only indefinite life intangible asset, which is tested for impairment on an annual basis during the second quarter. During the second quarter of 2026, the Company completed its annual impairment assessment of the Nalco trade name using the relief from royalty discounted cash flow method, which incorporates assumptions regarding future sales projections, royalty rates and discount rates. The Company's Nalco trade name impairment assessment for 2026 indicated the estimated fair value of the Nalco trade name exceeded its $1.2 billion carrying amount by a significant margin. There has been no impairment of the Nalco trade name intangible since it was acquired.

The Company's intangible assets subject to amortization include customer relationships, trademarks, patents and other technologies primarily acquired through business acquisitions. The fair value of intangible assets acquired in business acquisitions is estimated primarily using discounted cash flow valuation methods at the time of acquisition. Intangible assets are amortized on a straight-line basis over their estimated lives. Total amortization expense related to intangible assets during the third quarter of 2026 and 2025 was $106.2 million and $76.6 million, respectively, and during the first nine months of 2026 and 2025 was $273.9 million and $226.5 million, respectively. Amortization expense related to intangible assets for the remaining three-month period of 2026 is expected to be approximately $114.1 million.

7. FAIR VALUE MEASUREMENTS

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable, contingent consideration obligations, commercial paper, notes payable, foreign currency forward contracts, interest rate swap agreements, cross-currency swap derivative contracts and long-term debt.

Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. A hierarchy has been established for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring the most observable inputs be used when available. The hierarchy is broken down into three levels:

Level 1 - Inputs are quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.
Level 2 - Inputs include observable inputs other than quoted prices in active markets.
Level 3 - Inputs are unobservable inputs for which there is little or no market data available.

The carrying amount and the estimated fair value for assets and liabilities measured on a recurring basis were:

(millions)	September 30, 2026			
	Carrying Amount	Fair Value Measurements		
		Level 1	Level 2	Level 3
Assets				
Foreign currency forward contracts	**$18.0**	**$-**	**$18.0**	**$-**
Cross-currency swap derivative contracts	**52.3**	**-**	**52.3**	**-**
Liabilities				
Foreign currency forward contracts	**19.4**	**-**	**19.4**	**-**
Interest rate swap agreements	**92.8**	**-**	**92.8**	**-**
Cross-currency swap derivative contracts	**199.3**	**-**	**199.3**	**-**

(millions)	December 31, 2025			
	Carrying Amount	Fair Value Measurements		
		Level 1	Level 2	Level 3
Assets				
Foreign currency forward contracts	$17.4	$-	$17.4	$-
Cross-currency swap derivative contracts	11.4	-	11.4	-
Liabilities				
Foreign currency forward contracts	20.3	-	20.3	-
Interest rate swap agreements	74.4	-	74.4	-
Cross-currency swap derivative contracts	190.6	-	190.6	-

The carrying values of foreign currency forward contracts are at fair value, which is determined based on foreign currency exchange rates as of the balance sheet date and classified within Level 2. The carrying value of interest rate swap agreements is at fair value, which is determined based on current forward interest rates as of the balance sheet date and are classified within Level 2. The cross-currency swap derivative contracts are used to partially hedge the Company's net investments in foreign operations against adverse movements in exchange rates between the U.S. dollar and the Euro, the U.S. dollar and CNH (CNH is the Chinese Yuan traded in the offshore market), the U.S. dollar and the Canadian dollar, and the U.S. dollar and the Swiss Franc. The carrying value of the cross-currency swap derivative contracts is at fair value, which is determined based on the income approach with the relevant interest rates and foreign currency current exchange rates and forward curves as inputs as of the balance sheet date and are classified within Level 2. For purposes of fair value disclosure above, derivative values are presented gross. Further discussion of gross versus net presentation of the Company's derivatives is within Note 8, "Derivatives and Hedging Transactions."

Contingent consideration obligations are recognized and measured at fair value at the acquisition date and thereafter until settlement or expiration. Contingent consideration is classified within Level 3 as the underlying fair value is determined using income-based valuation approaches appropriate for the terms and conditions of each respective contingent consideration. The consideration expected to be transferred is based on the Company's expectations of various financial measures. The ultimate payment of contingent consideration could deviate from current estimates based on the actual results of these financial measures. Contingent consideration was not material to the Company's consolidated financial statements.

The carrying values of accounts receivable, accounts payable, cash and cash equivalents, commercial paper and notes payable approximate fair value because of their short maturities and as such are classified within Level 1.

The fair value of long-term debt is based on quoted market prices for the same or similar debt instruments (classified as Level 2). The carrying amount, which includes adjustments related to the impact of interest rate swap agreements, premiums and discounts, and deferred debt issuance costs, and the estimated fair value of long-term debt, including current maturities, held by the Company were:

	September 30, 2026		December 31, 2025	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt, including current maturities	**$13,183.8**	**$11,952.6**	$8,125.3	$7,381.8

8. DERIVATIVES AND HEDGING TRANSACTIONS

The Company uses foreign currency forward contracts, interest rate swap agreements, forward-starting interest rate lock contracts, cross-currency swap derivative contracts and foreign currency debt to manage risks associated with foreign currency exchange rates, interest rates and net investments in foreign operations. The Company does not hold derivative financial instruments of a speculative nature or for trading purposes. The Company records derivatives as assets and liabilities in the Consolidated Balance Sheets at fair value. Changes in fair value are recognized immediately in earnings unless the derivative qualifies and is designated as a hedge. Cash flows from derivatives are classified in the Consolidated Statements of Cash Flows in the same category as the cash flows from the items subject to designated hedge or undesignated (economic) hedge relationships. The Company evaluates hedge effectiveness at inception and on an ongoing basis. If a derivative is no longer expected to be effective, hedge accounting is discontinued.

The Company is exposed to credit risk in the event of nonperformance of counterparties for foreign currency forward exchange contracts and interest rate swap agreements. The Company monitors its exposure to credit risk by using credit approvals and credit limits and by selecting major global banks and financial institutions as counterparties. The Company does not anticipate nonperformance by any of these counterparties, and therefore, recording a valuation allowance against the Company's derivative balance is not considered necessary.

Derivative Positions Summary

Certain of the Company's derivative transactions are subject to master netting arrangements that allow the Company to net settle contracts with the same counterparties. These arrangements generally do not call for collateral and as of the applicable dates presented in the following table, no cash collateral had been received or pledged related to the underlying derivatives.

The respective net amounts are included in other current assets, other assets, other current liabilities and other liabilities on the Consolidated Balance Sheets.

The following table summarizes the gross fair value and the net value of the Company's outstanding derivatives:

	Derivative Assets		Derivative Liabilities	
(millions)	**September 30 2026**	December 31 2025	**September 30 2026**	December 31 2025
Derivatives designated as hedging instruments				
Foreign currency forward contracts	**$1.8**	$2.9	**$4.9**	$6.5
Interest rate swap agreements	**-**	-	**92.8**	74.4
Cross-currency swap derivative contracts	**40.5**	5.8	**187.5**	185.0
Derivatives not designated as hedging instruments				
Foreign currency forward contracts	**16.2**	14.5	**14.5**	13.8
Cross-currency swap derivative contracts	**11.8**	5.6	**11.8**	5.6
Gross value of derivatives	**70.3**	28.8	**311.5**	285.3
Gross amounts offset in the Consolidated Balance Sheets	**(64.7)**	(23.3)	**(64.7)**	(23.3)
Net value of derivatives	**$5.6**	$5.5	**$246.8**	$262.0

The following table summarizes the notional values of the Company's outstanding derivatives:

	Notional Values	
(millions)	**September 30 2026**	December 31 2025
Foreign currency forward contracts	**$2,361**	$2,525
Interest rate swap agreements	**1,250**	1,500
Cross-currency swap derivative contracts	**4,885**	4,151

Cash Flow Hedges

The Company utilizes foreign currency forward contracts to hedge the effect of foreign currency exchange rate fluctuations on forecasted foreign currency transactions, including inventory purchases and intercompany royalty, intercompany loans, management fee and other payments. These forward contracts are designated as cash flow hedges. The changes in fair value of these contracts are recorded in accumulated other comprehensive income (loss) ("AOCI") until the hedged items affect earnings, at which time the gain or loss is reclassified into the same line item in the Consolidated Statements of Income as the underlying exposure being hedged. Cash flow hedged transactions impacting AOCI are forecasted to occur within the next year. For forward contracts designated as hedges of foreign currency exchange rate risk associated with forecasted foreign currency transactions, the Company excludes the changes in fair value attributable to time value from the assessment of hedge effectiveness. The initial value of the excluded component (i.e., the forward points) is amortized on a straight-line basis over the life of the hedging instrument and recognized in the same line item in the Consolidated Statements of Income as the underlying exposure being hedged for intercompany loans. For all other cash flow hedge types, the forward points are mark-to-market monthly and recognized in the same line item in the Consolidated Statements of Income as the underlying exposure being hedged. The difference between fair value changes of the excluded component and the amount amortized in the Consolidated Statements of Income is recorded in AOCI.

Additionally, the Company utilizes forward-starting interest rate lock contracts to hedge the interest rate risk related to anticipated debt issuances. These instruments are designated as cash flow hedges. Amounts are recorded in AOCI related to these rate lock contracts and are reclassified into interest expense over the term of the related debt, subsequent to issuance.

During the nine months ended September 30, 2026, the Company entered into forward-starting interest rate lock contracts to hedge the interest rate risk related to anticipated debt issuances for a total notional amount of $800 million. These forward-starting interest rate lock contracts were settled upon issuance of the $5.0 billion of public notes in May 2026. The balance in AOCI related to the rate lock contracts will be reclassified into interest expense over the term of the issued debt.

Fair Value Hedges

The Company manages interest expense using a mix of fixed and floating rate debt. To help manage exposure to interest rate movements and to reduce borrowing costs, the Company may enter into interest rate swaps under which the Company agrees to exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed upon notional principal amount. The mark-to-market of these fair value hedges is recorded as gains or losses in interest expense, net and is offset by the gain or loss of the underlying debt instrument, which also is recorded in interest expense, net. These fair value hedges are highly effective and thus, there is no impact on earnings due to hedge ineffectiveness.

In aggregate, the Company has entered into a series of interest rate swap agreements to convert $1,250 million of its debt from a fixed interest rate to a floating interest rate. The fixed interest rates range from 1.3% to 4.8% and mature between 2027 and 2031. These interest rate swap agreements are designated as fair value hedges.

The following amounts were recorded in the Consolidated Balance Sheets related to cumulative basis adjustments for fair value hedges:

	Carrying amount of the hedged liabilities		Cumulative amount of the fair value hedging adjustment included in the carrying amount of the hedged liabilities	
Line item in which the hedged item is included (millions)	**September 30 2026**	December 31 2025	**September 30 2026**	December 31 2025
Long-term debt	**$1,157.8**	$1,424.4	**($95.1)**	($78.0)

Net Investment Hedges

Cross-currency swap derivative contracts

In the quarter ended September 30, 2026, the Company entered into cross-currency swap derivative contracts with aggregate notional amounts of CNH 3,385 million, €150 million and CAD 120 million. In aggregate, the Company maintains Swiss Franc ("₣"), Euro ("€"), Chinese Yuan ("CNH"), and Canadian dollar ("CAD") cross-currency swap derivative contracts that are designated as net investment hedges of the Company's related foreign currency denominated exposures from the Company's investments in certain subsidiaries denominated in such functional currencies. As of September 30, 2026, the Company had ₣700 million ($838 million), €2,425 million ($2,748 million), CNH 7,370 million ($1,099 million) and CAD 400 million ($281 million) cross-currency swap derivative contracts outstanding as a hedge of the Company's net investment in foreign operations.

The cross-currency swap derivative contracts exchange fixed-rate payments in one currency for fixed-rate payments in another currency. The changes in the spot rate of these instruments are recorded in AOCI in stockholders' equity, partially offsetting the foreign currency translation adjustment of the Company's related net investment that is also recorded in AOCI. Amounts excluded from the assessment of effectiveness are recognized in interest expense on a straight-line basis over the term of the hedge. The interest income or expense from these swaps are recorded in interest expense on the accompanying Consolidated Statements of Income consistent with the classification of interest expense attributable to the underlying debt.

The revaluation gains and losses on the Euronotes settled in 2025 and cross-currency swap derivative contracts, which are designated and effective as hedges of the Company's net investments, have been included as a component of the cumulative translation adjustment account, and were as follows:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(millions)	**2026**	2025	**2026**	2025
Revaluation gain (loss), net of tax:				
Euronotes	**$-**	$0.6	**$-**	($33.5)
Cross-currency swap derivative contracts	**(3.3)**	26.4	**20.2**	(180.0)
Total revaluation gain (loss), net of tax	**($3.3)**	$27.0	**$20.2**	($213.5)

Derivatives Not Designated as Hedging Instruments

The Company uses foreign currency forward contracts to offset its exposure to the change in value of certain foreign currency denominated assets and liabilities held at foreign subsidiaries, primarily receivables and payables, which are remeasured at the end of each period. Although the contracts are effective economic hedges, they are not designated as accounting hedges. Therefore, changes in the value of these derivatives are recognized immediately in earnings, thereby offsetting the current earnings effect of the related foreign currency denominated assets and liabilities.

The Company also uses undesignated treasury rate lock contracts to mitigate interest rate risk on future transactions. The Company recognizes gains and losses resulting from interest rate movements in interest expense, net.

Effect of all Derivative Instruments on Income

The gain (loss) of all derivative instruments recognized in product and equipment cost of sales ("COS"), selling, general and administrative expenses ("SG&A"), and interest expense, net ("interest") are summarized below. The Company recognized $1.6 million in Special (gains) and charges for the third quarter ended 2025.

	Third Quarter Ended September 30					
	2026			2025		
(millions)	**COS**	**SG&A**	**Interest**	COS	SG&A	Interest
Gain (loss) on derivatives designated as hedging instruments:						
Foreign currency forward contracts						
Amount of gain (loss) reclassified from AOCI to income	**($1.9)**	**($0.2)**	**$-**	$0.3	($0.3)	$-
Amount excluded from the assessment of effectiveness recognized in earnings based on changes in fair value	**-**	**-**	**-**	-	-	-
Interest rate swap and forward-starting lock agreements						
Amount of (loss) gain reclassified from AOCI to income	**-**	**-**	**0.4**	-	-	(0.4)
Gain (loss) on derivatives not designated as hedging instruments:						
Foreign currency forward contracts						
Amount of gain (loss) recognized in income	**-**	**0.2**	**-**	-	(0.8)	-
Treasury rate lock contracts						
Amount of gain (loss) recognized in income	**-**	**-**	**-**	-	-	-
Total gain (loss) of all derivative instruments	**($1.9)**	**$-**	**$0.4**	$0.3	($1.1)	($0.4)

	Nine Months Ended September 30					
	2026			2025		
(millions)	COS	SG&A	Interest	COS	SG&A	Interest
Gain (loss) on derivatives designated as hedging instruments:						
Foreign currency forward contracts						
Amount of gain (loss) reclassified from AOCI to income	($5.9)	($2.1)	$-	$5.0	$1.1	$-
Amount excluded from the assessment of effectiveness recognized in earnings based on changes in fair value	-	-	-	-	-	-
Interest rate swap and forward-starting lock agreements						
Amount of (loss) gain reclassified from AOCI to income	-	-	0.2	-	-	(1.3)
Gain (loss) on derivatives not designated as hedging instruments:						
Foreign currency forward contracts						
Amount of gain (loss) recognized in income	-	3.6	-	-	(2.2)	-
Treasury rate lock contracts						
Amount of gain (loss) recognized in income	-	-	5.5	-	-	-
Total gain (loss) of all derivative instruments	($5.9)	$1.5	$5.7	$5.0	($1.1)	($1.3)

Subsequent Events

In October 2026, the Company settled ₣550 million of its existing Swiss Franc cross-currency swap derivative contracts that were designated as net investment hedges and simultaneously executed replacement cross-currency swap derivative contracts for the same notional value. There was no material impact on the Consolidated Statements of Income as a result of these transactions.

9. OTHER COMPREHENSIVE INCOME (LOSS) INFORMATION

Other comprehensive income (loss) includes net income, foreign currency translation adjustments, defined benefit pension and postretirement plan adjustments, gains and losses on derivative instruments designated and effective as cash flow hedges and non-derivative instruments designated and effective as foreign currency net investment hedges that are charged or credited to the accumulated other comprehensive loss account in shareholders' equity. Refer to Note 8, "Derivatives and Hedging Transactions," for additional information related to the Company's derivatives and hedging transactions. Refer to Note 13, "Pension and Postretirement Plans," for additional information related to the Company's pension and postretirement benefits activity.

The following tables provide other comprehensive income information related to the Company's derivatives and hedging instruments and pension and postretirement benefits:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(millions)	**2026**	2025	**2026**	2025
Derivative and Hedging Instruments				
Unrealized gain (loss) on derivative and hedging instruments				
Amount recognized in AOCI	**($0.4)**	($2.9)	**$21.3**	($9.3)
(Gain) loss reclassified from AOCI into income				
COS	**1.9**	(0.3)	**5.9**	(5.0)
SG&A	**0.2**	0.3	**2.1**	(1.1)
Interest (income) expense, net	**(0.4)**	0.4	**(0.2)**	1.3
	1.7	0.4	**7.8**	(4.8)
Other activity	**-**	(0.3)	**(0.1)**	(0.2)
Tax impact	**(0.4)**	0.8	**(6.9)**	2.6
Net of tax	**$0.9**	($2.0)	**$22.1**	($11.7)
Pension and Postretirement Benefits				
Amount reclassified from AOCI into income				
Amortization of losses and prior period service credits, net	**$6.4**	$2.5	**$19.4**	$6.7
	6.4	2.5	**19.4**	6.7
Other activity	**-**	(1.8)	**(4.7)**	(14.5)
Tax impact	**(3.3)**	(0.9)	**(3.9)**	(1.5)
Net of tax	**$3.1**	($0.2)	**$10.8**	($9.3)

The following table summarizes the derivative and pension and postretirement benefit amounts reclassified from AOCI into income:

	Third Quarter Ended September 30		Nine Months Ended September 30	
	2026	2025	**2026**	2025
(millions)				
Derivative (gain) loss reclassified from AOCI into income, net of tax	**$1.3**	$0.3	**$5.9**	($3.6)
Pension and postretirement benefits amortization of losses and prior period service credits, net and settlement charge, reclassified from AOCI into income, net of tax	**3.1**	(0.2)	**10.8**	(9.3)

10. SHAREHOLDERS' EQUITY

Share Repurchase Authorization

In November 2022, the Company's Board of Directors authorized the repurchase of up to 10,000,000 shares of its common stock, including shares to be repurchased under Rule 10b5–1. As of September 30, 2026, 3,454,001 shares remained to be repurchased under the Company's repurchase authorization. The Company intends to repurchase all shares under its authorization, for which no expiration date has been established, in open market or privately negotiated transactions, subject to market conditions.

Share Repurchases

During the first nine months of 2026, the Company reacquired 2,548,436 shares of its common stock, of which 2,442,820 related to share repurchases through open market and 105,616 related to shares withheld for taxes on the exercise of stock options and the vesting of stock awards and units.

During the first nine months of 2025, the Company reacquired 1,455,447 shares of its common stock, of which 1,369,956 related to share repurchases through open market and 85,491 related to shares withheld for taxes on the exercise of stock options and the vesting of stock awards and units.

11. EARNINGS ATTRIBUTABLE TO ECOLAB PER COMMON SHARE ("EPS")

The difference in the weighted average common shares outstanding for calculating basic and diluted EPS is a result of the dilution associated with the Company's equity compensation plans. As noted in the table below, certain stock options and units outstanding under these equity compensation plans were not included in the computation of diluted EPS because they would not have had a dilutive effect.

The computations of the basic and diluted EPS amounts were as follows:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(millions, except per share)	**2026**	2025	**2026**	2025
Net income attributable to Ecolab	**$551.3**	$585.0	**$1,518.8**	$1,511.7
Weighted-average common shares outstanding				
Basic	**280.4**	283.5	**281.0**	283.5
Effect of dilutive stock options and units	**1.7**	1.9	**1.7**	1.8
Diluted	**282.1**	285.4	**282.7**	285.3
Earnings attributable to Ecolab per common share				
Basic EPS	**$1.97**	$2.06	**$5.40**	$5.33
Diluted EPS	**$1.95**	$2.05	**$5.37**	$5.30
Anti-dilutive securities excluded from the computation of diluted EPS	**0.6**	0.6	**0.6**	0.6

Amounts do not necessarily sum due to rounding.

12. INCOME TAXES

The Company's tax rate was 20.2% and 17.8% for the third quarter of 2026 and 2025, respectively, and 21.4% and 19.2% for the first nine months of 2026 and 2025, respectively. The change in the Company's tax rate for the third quarter and first nine months of 2026 compared to the third quarter and first nine months of 2025 was driven primarily by the impact of discrete tax items and special (gains) and charges. Further information related to special (gains) and charges is included in Note 2, "Special (Gains) and Charges".

The Company recognized net tax benefit related to discrete tax items of $1.1 million and net tax expense of $7.5 million in the third quarter and first nine months of 2026, respectively. This included a tax benefit of $2.0 million and $16.3 million in the third quarter and first nine months of 2026, respectively, associated with share-based compensation excess tax benefits. The remaining net tax expense of $0.9 million and $23.8 million in the third quarter and first nine months of 2026, respectively, is from prior year return adjustments, audit settlements, unrecognized tax benefits, and other changes in estimates.

The Company recognized net tax benefits related to discrete tax items of $16.3 million and $21.8 million in the third quarter and first nine months of 2025, respectively. This included a tax benefit of $2.7 million and $12.6 million in the third quarter and first nine months of 2025, respectively, associated with share-based compensation excess tax benefits. The remaining net tax benefit of $13.6 million and $9.2 million in the third quarter and first nine months of 2025, respectively, was from the filing of tax returns, audit settlements, unrecognized tax benefits, and other changes in estimates.

On July 4, 2025, the One Big Beautiful Bill Act ("OBBBA") was enacted in the U.S. The OBBBA includes significant provisions, such as permanent extension of certain expiring provisions of the Tax Cuts 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 2026. An estimate of the financial impact has been included in operating results as of September 30, 2026. OBBBA did not have a material impact to the Company's income tax expense.

13. PENSION AND POSTRETIREMENT PLANS

The Company has a non-contributory, qualified, defined benefit pension plan covering the majority of its U.S. employees. The Company also has non-contributory, non-qualified, defined benefit pension plans, which provide for benefits to employees in excess of limits permitted under its U.S. pension plans. Various international subsidiaries also have defined benefit pension plans. The Company also provides postretirement health care and life insurance benefits to certain U.S. employees and retirees.

The components of net periodic pension and postretirement health care benefit expense for the third quarter ended September 30 are as follows:

	U.S. Pensions		International Pensions		U.S. Postretirement Benefits	
(millions)	**2026**	2025	**2026**	2025	**2026**	2025
Service cost	**$12.8**	$11.7	**$4.8**	$5.0	**$-**	$0.1
Interest cost on benefit obligation	**21.0**	23.0	**11.5**	11.6	**1.1**	1.3
Expected return on plan assets	**(36.3)**	(37.6)	**(12.5)**	(13.6)	**-**	-
Recognition of net actuarial loss (gain)	**6.5**	2.2	**2.0**	2.4	**(0.8)**	(0.9)
Amortization of prior service benefit	**(1.2)**	(1.1)	**(0.1)**	(0.1)	**-**	-
Total expense (benefit)	**$2.8**	($1.8)	**$5.7**	$5.3	**$0.3**	$0.5

The components of net periodic pension and postretirement health care benefit expense for the nine months ended September 30 are as follows:

	U.S. Pensions		International Pensions		U.S. Postretirement Benefits	
(millions)	**2026**	2025	**2026**	2025	**2026**	2025
Service cost	**$38.4**	$35.1	**$15.0**	$14.4	**$-**	$0.3
Interest cost on benefit obligation	**63.0**	68.8	**34.5**	33.6	**3.3**	3.9
Expected return on plan assets	**(108.7)**	(112.8)	**(37.9)**	(39.0)	**-**	-
Recognition of net actuarial loss (gain)	**19.5**	6.4	**6.2**	6.6	**(2.4)**	(2.7)
Amortization of prior service benefit	**(3.6)**	(3.3)	**(0.3)**	(0.3)	**-**	-
Total expense (benefit)	**$8.6**	($5.8)	**$17.5**	$15.3	**$0.9**	$1.5

Service cost is included as employee compensation cost in either cost of sales or selling, general and administrative expenses on the Consolidated Statements of Income based on employee roles, while non-service components are included in other (income) expense in the Consolidated Statements of Income.

As of September 30, 2026, the Company is in compliance with all funding requirements of each of its defined benefit plans.

During the first nine months of 2026, the Company made contributions of $8 million to its U.S. non-contributory non-qualified defined benefit plans and estimates it will contribute an additional $4 million to such plans during the remainder of 2026.

During the first nine months of 2026, the Company made contributions of $32 million to its international pension plans and estimates it will contribute an additional $10 million to such plans during the remainder of 2026.

During the first nine months of 2026, the Company made contributions of $7 million to its U.S. postretirement health care plans and estimates it will contribute an additional $3 million to such plans during the remainder of 2026.

14. REVENUES

Revenue Recognition

Revenue is measured as the amount of consideration expected to be received in exchange for transferring goods or providing services.

Product and Sold Equipment

Product revenue is generated from sales of cleaning, sanitizing, water treatment, process treatment and colloidal silica products. In addition, the Company sells equipment which may be used in combination with its specialized products. Revenue from product and sold equipment is recognized when obligations under the terms of a contract with the customer are satisfied, which generally occurs with the transfer of the product or delivery of the equipment.

Service and Lease Equipment

Service and lease equipment revenue is generated from providing services or leasing equipment to customers. Service offerings include installing or repairing certain types of equipment, activities that supplement or replace headcount at the customer location, or fulfilling deliverables included in the contract. Global Water segment services are associated with water treatment and paper process applications. Global Institutional & Specialty segment services include cleaning and sanitizing programs and wash process solutions. Global Life Sciences segment services include pharmaceutical and personal care solutions. Revenues included in Global Pest Elimination primarily relate to services designed to detect, eliminate and prevent pests. Revenue from service and leased equipment is recognized when the services are provided, or the customer receives the benefit from the leased equipment, which is over time. Service revenue is recognized over time utilizing an input method and aligns with when the services are provided. Typically, revenue is recognized using costs incurred to date because the effort provided by the field selling and service organization represents services provided, which corresponds with the transfer of control. Revenue for leased equipment is accounted for under Topic 842 Leases and recognized on a straight-line basis over the length of the lease contract.

The Company's operating lease revenue, including an immaterial amount of variable lease revenue, was as follows:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(millions)	**2026**	2025	**2026**	2025
Operating lease revenue	**$154.0**	$141.9	**$454.7**	$416.1

The following table shows principal activities, separated by reportable segments, from which the Company generates its revenue.

Net sales at public exchange rates by reportable segment are as follows:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(millions)	**2026**	2025	**2026**	2025
Global Water				
Product and sold equipment	**$2,174.8**	$1,791.5	**$5,870.7**	$5,115.8
Service and lease equipment	**306.0**	263.1	**876.5**	742.5
Global Institutional & Specialty				
Product and sold equipment	**1,318.9**	1,296.4	**3,844.5**	3,693.4
Service and lease equipment	**317.6**	297.5	**924.2**	863.1
Global Pest Elimination				
Product and sold equipment	**-**	-	**-**	-
Service and lease equipment	**363.6**	331.8	**1,025.5**	929.8
Global Life Sciences				
Product and sold equipment	**203.7**	174.7	**606.2**	512.1
Service and lease equipment	**10.2**	10.0	**28.7**	28.5
Total				
Total product and sold equipment	**$3,697.4**	$3,262.6	**$10,321.4**	$9,321.3
Total service and lease equipment	**$997.4**	$902.4	**$2,854.9**	$2,563.9

Net sales at public exchange rates by geographic region for the third quarter ended September 30 are as follows:

	Global Water		Global Institutional & Specialty		Global Pest Elimination		Global Life Sciences	
	2026	2025	**2026**	2025	**2026**	2025	**2026**	2025
United States	**$1,026.8**	$884.3	**$1,062.5**	$1,042.8	**$255.8**	$231.8	**$51.2**	$52.3
Europe	**474.8**	435.0	**275.1**	271.5	**56.8**	54.4	**106.1**	95.1
Asia Pacific	**272.8**	236.7	**92.7**	83.7	**10.5**	8.9	**16.8**	12.5
Latin America	**231.0**	210.1	**55.1**	50.4	**17.6**	15.6	**4.4**	4.3
Greater China	**172.2**	124.4	**54.8**	25.7	**17.2**	1.8	**20.8**	12.4
India, Middle East and Africa	**129.8**	105.4	**25.3**	50.8	**1.9**	15.7	**8.1**	6.8
Canada	**173.4**	58.7	**71.0**	69.0	**3.8**	3.6	**6.5**	1.3
Total	**$2,480.8**	$2,054.6	**$1,636.5**	$1,593.9	**$363.6**	$331.8	**$213.9**	$184.7

Net sales at public exchange rates by geographic region for the nine months ended September 30 are as follows:

	Global Water		Global Institutional & Specialty		Global Pest Elimination		Global Life Sciences	
	2026	2025	**2026**	2025	**2026**	2025	**2026**	2025
United States	**$2,860.7**	$2,552.8	**$3,127.7**	$3,005.8	**$713.9**	$649.9	**$157.9**	$156.4
Europe	**1,343.1**	1,202.5	**783.2**	756.2	**164.7**	149.9	**317.9**	272.4
Asia Pacific	**770.6**	688.9	**266.7**	238.0	**30.3**	25.6	**46.0**	34.4
Latin America	**656.5**	584.8	**163.8**	150.6	**50.8**	44.3	**13.1**	13.7
Greater China	**471.1**	350.8	**162.3**	70.5	**49.8**	5.2	**58.3**	37.6
India, Middle East and Africa	**349.0**	307.6	**67.2**	147.9	**5.7**	45.5	**25.6**	23.0
Canada	**296.2**	170.9	**197.8**	187.5	**10.3**	9.4	**16.1**	3.1
Total	**$6,747.2**	$5,858.3	**$4,768.7**	$4,556.5	**$1,025.5**	$929.8	**$634.9**	$540.6

Net sales by geographic region were determined based on sales destination. The United States made up 52% and 54% of total revenues during the nine months ended September 30, 2026 and 2025, respectively.

Accounts Receivable and Allowance for Expected Credit Losses

Accounts receivable are carried at the invoiced amounts, less an allowance for expected credit losses, and generally do not bear interest. The Company's allowance for expected credit losses estimates the amount of expected future credit losses by analyzing accounts receivable balances by age and applying historical write-off and collection experience. The Company's estimates separately consider macroeconomic trends, specific circumstances and credit conditions of customer receivables. Account balances are written off against the allowance when it is determined the receivable will not be recovered.

The Company's allowance for credits related to pricing or quantities shipped was $52.6 million and $42.7 million as of September 30, 2026 and December 31, 2025, respectively. Credit activity is recorded directly as a reduction to revenue.

The following table summarizes the activity in the allowance for expected credit losses:

	Nine Months Ended September 30	
(millions)	**2026**	2025
Beginning balance	**$74.1**	$70.0
Bad debt expense	**45.3**	39.4
Write-offs	**(33.8)**	(34.1)
Other (a)	**19.7**	2.8
Ending balance	**$105.3**	$78.1

(a) Other amounts are related to impacts of changes in currency translations and other adjustments.

Contract Asset and Liability

Payments received from customers are based on invoices or billing schedules as established in contracts with customers. Accounts receivable are recorded when the right to consideration becomes unconditional. The Company has contract assets which relate to performance under the contract in advance of billings. Contract assets were $143.6 million and $117.4 million as of September 30, 2026 and December 31, 2025. In addition, the Company has contract liabilities which relate to billings in advance of performance (primarily service obligations) under the contract. Contract liabilities are recognized as revenue when the performance obligation has been performed, which primarily occurs during the subsequent quarter.

	Nine Months Ended September 30	
(millions)	**2026**	2025
Contract liability as of beginning of the year	**$173.0**	$102.0
Revenue recognized in the period from:		
Amounts included in the contract liability at the beginning of the year	**(173.0)**	(102.0)
Increases due to billings excluding amounts recognized as revenue during the period ended	**260.0**	116.0
Contract liability as of end of period	**$260.0**	$116.0

15. OPERATING SEGMENTS

The Company's organizational structure consists of global business units and market-based leadership teams. The Company's nine operating segments follow its commercial and product-based activities and are based on engagement in business activities, availability of discrete financial information and review of operating results by the Chief Operating Decision Maker ("CODM") at the identified operating segment level.

The Company's operating segments that share similar economic characteristics and future prospects, nature of the products and production processes, end-use markets, channels of distribution and regulatory environment have been aggregated into four reportable segments: Global Water, Global Institutional & Specialty, Global Pest Elimination and Global Life Sciences.

Comparability of Reportable Segments

Effective January 1, 2026, the Company's former Light & Heavy operating segment was divided into three new operating segments, Heavy Water, Light Water and High-Tech, which continue to remain in the Global Water reportable segment. The Company made other immaterial changes, including the movement of certain customers and cost allocations between reportable segments. These changes are presented in the "Other" column of the table below. Prior period amounts have been recast to conform with current period presentation.

The Company evaluates the performance of its non-U.S. dollar functional currency international operations based on fixed currency exchange rates, which eliminates the impact of exchange rate fluctuations on its international operations. Fixed currency amounts are updated annually at the beginning of each year based on translation into U.S. dollars at foreign currency exchange rates established by management, with all periods presented using such rates. The "Fixed Currency Rate Change" column shown in the following table reflects international operations at fixed currency exchange rates established by management at the beginning of 2026, rather than the 2025 established rates. The difference between the fixed currency exchange rates and the actual currency exchange rates is reported within the "Effect of foreign currency translation" row in the following table.

The impact of the preceding changes on previously reported full year 2025 reportable segment information is summarized as follows:

	December 31, 2025			
(millions)	2025 Reported Valued at 2025 Management Rates	Other	Fixed Currency Rate Change	2025 Reported Valued at 2026 Management Rates
Net Sales				
Global Water	$7,679.9	$-	$427.8	$8,107.7
Global Institutional & Specialty	5,962.0	-	202.8	6,164.8
Global Pest Elimination	1,219.2	-	39.6	1,258.8
Global Life Sciences	706.1	-	61.0	767.1
Subtotal at fixed currency rates	15,567.2	-	731.2	16,298.4
Effect of foreign currency translation	514.0		(731.2)	(217.2)
Consolidated reported GAAP net sales	$16,081.2	$-	$-	$16,081.2
Cost of Sales				
Global Water	$4,585.9	($2.3)	$254.5	$4,838.1
Global Institutional & Specialty	2,977.7	0.7	109.6	3,088.0
Global Pest Elimination	686.3	0.1	21.4	707.8
Global Life Sciences	382.6	1.5	29.0	413.1
Corporate	7.7	-	-	7.7
Subtotal at fixed currency rates	$8,640.2	$-	$414.5	$9,054.7
Selling, General and Administrative Expenses				
Global Water	$1,830.1	$3.1	$78.9	$1,912.1
Global Institutional & Specialty	1,626.5	(1.3)	53.5	1,678.7
Global Pest Elimination	295.8	0.4	10.2	306.4
Global Life Sciences	202.8	(2.2)	9.3	209.9
Corporate	195.2	-	4.2	199.4
Subtotal at fixed currency rates	$4,150.4	$-	$156.1	$4,306.5
Special (Gains) and Charges				
Corporate	$150.3	$-	$-	$150.3
Subtotal at fixed currency rates	$150.3	$-	$-	$150.3
Operating Income				
Global Water	$1,263.9	($0.8)	$94.4	$1,357.5
Global Institutional & Specialty	1,357.8	0.6	39.7	1,398.1
Global Pest Elimination	237.1	(0.5)	8.0	244.6
Global Life Sciences	120.7	0.7	22.7	144.1
Corporate	(353.2)	-	(4.2)	(357.4)
Subtotal at fixed currency rates	2,626.3	-	160.6	2,786.9
Effect of foreign currency translation	111.3	-	(160.6)	(49.3)
Consolidated reported GAAP operating income	$2,737.6	$-	$-	$2,737.6

Reportable Segment Information

The Company has determined its significant segment expenses are cost of sales ("COS") and selling, general and administrative expenses ("SG&A"), which are regularly provided to the CODM at fixed currency exchange rates.

Financial information for the quarter ended September 30 for each of the Company's reportable segments were as follows:

	September 30, 2026				
(millions)	Net Sales	COS	SG&A	Special (gains) and charges	Operating Income (Loss)
Global Water	$2,479.6	$1,499.5	$534.9	$-	$445.2
Global Institutional & Specialty	1,638.3	814.3	419.1	-	404.9
Global Pest Elimination	363.5	203.3	86.3	-	73.9
Global Life Sciences	215.8	106.3	59.3	-	50.2
Corporate	-	1.5	78.7	81.7	(161.9)
Subtotal at fixed currency rates	$4,697.2	$2,624.9	$1,178.3	$81.7	$812.3
Effect of foreign currency translation	(2.4)				(1.8)
Consolidated reported GAAP	$4,694.8				$810.5

	September 30, 2025				
(millions)	Net Sales	COS	SG&A	Special (gains) and charges	Operating Income (Loss)
Global Water	$2,061.0	$1,226.9	$476.2	$-	$357.9
Global Institutional & Specialty	1,596.0	794.0	425.7	-	376.3
Global Pest Elimination	332.7	184.3	78.9	-	69.5
Global Life Sciences	185.2	100.7	50.7	-	33.8
Corporate	-	0.3	50.2	24.3	(74.8)
Subtotal at fixed currency rates	$4,174.9	$2,306.2	$1,081.7	$24.3	$762.7
Effect of foreign currency translation	(9.9)				(2.5)
Consolidated reported GAAP	$4,165.0				$760.2

Financial information for the nine months ended September 30 for each of the Company's reportable segments were as follows:

	September 30, 2026				
(millions)	Net Sales	COS	SG&A	Special (gains) and charges	Operating Income (Loss)
Global Water	$6,730.3	$4,084.5	$1,555.1	$-	$1,090.7
Global Institutional & Specialty	4,763.4	2,371.8	1,249.3	-	1,142.3
Global Pest Elimination	1,024.1	579.7	248.3	-	196.1
Global Life Sciences	637.7	321.6	169.9	-	146.2
Corporate	-	17.5	194.8	174.4	(386.7)
Subtotal at fixed currency rates	$13,155.5	$7,375.1	$3,417.4	$174.4	$2,188.6
Effect of foreign currency translation	20.8				1.8
Consolidated reported GAAP	$13,176.3				$2,190.4

	September 30, 2025				
(millions)	Net Sales	COS	SG&A	Special (gains) and charges	Operating Income (Loss)
Global Water	$5,975.4	$3,564.1	$1,445.0	$-	$966.3
Global Institutional & Specialty	4,613.3	2,294.8	1,265.7	-	1,052.8
Global Pest Elimination	941.3	532.8	228.8	-	179.7
Global Life Sciences	558.0	298.2	154.8	-	105.0
Corporate	-	7.6	149.0	77.7	(234.3)
Subtotal at fixed currency rates	$12,088.0	$6,697.5	$3,243.3	$77.7	$2,069.5
Effect of foreign currency translation	(202.8)				(43.9)
Consolidated reported GAAP	$11,885.2				$2,025.6

The profitability of the Company's operating segments is evaluated by management based on operating income.

Consistent with the Company's internal management reporting, Corporate includes intangible asset amortization specifically from the Nalco, Purolite, Ovivo Electronics and CoolIT Systems acquisitions and special (gains) and charges, as discussed in Note 2, "Special (Gains) and Charges," that are not allocated to the Company's reportable segments.

The Company has an integrated supply chain function that serves all of its reportable segments. As such, asset and capital expenditure information by reportable segment has not been provided and is not available since the Company does not produce or utilize such information internally. In addition, although depreciation and amortization expense is a component of each reportable segment's operating results, it is not discretely identifiable.

16. COMMITMENTS AND CONTINGENCIES

The Company is subject to various claims and contingencies related to, among other things, workers' compensation, general liability (including product liability), automobile claims, health care claims, environmental matters and lawsuits. The Company is also subject to various claims and contingencies related to income taxes. The Company also has contractual obligations including lease commitments.

The Company records liabilities when a contingent loss is probable and can be reasonably estimated. If the reasonable estimate of a probable loss is a range, the Company records the most probable estimate of the loss or the minimum amount when no amount within the range is a better estimate than any other amount. The Company discloses a contingent liability even if the liability is not probable or the amount is not estimable, or both, if there is a reasonable possibility that a material loss may have been incurred.

Insurance

Globally, the Company has insurance policies with varying deductible levels for property and casualty losses. The Company is insured for losses in excess of these deductibles, subject to policy terms and conditions and has recorded both a liability and an offsetting receivable for amounts in excess of these deductibles. The Company is self-insured for health care claims for eligible participating employees, subject to certain deductibles and limitations. The Company determines its liabilities for claims on an actuarial basis.

Litigation and Environmental Matters

The Company and certain subsidiaries are party to various lawsuits, claims and environmental actions that have arisen in the ordinary course of business. These include from time to time antitrust, employment, commercial, patent infringement, tort, product liability and wage hour lawsuits, as well as possible obligations to investigate and mitigate the effects on the environment of the disposal or release of certain chemical substances at various sites, such as Superfund sites and other operating or closed facilities. The Company has established accruals for certain lawsuits, claims and environmental matters. The Company currently believes that there is not a reasonably possible risk of material loss in excess of the amounts accrued related to these legal matters. Because litigation is inherently uncertain, and unfavorable rulings or developments could occur, there can be no certainty that the Company may not ultimately incur charges in excess of recorded liabilities. A future adverse ruling, settlement or unfavorable development could result in future charges that could have a material adverse effect on the Company's results of operations or cash flows in the period in which they are recorded.

The Company currently believes that such future charges related to suits and legal claims, if any, would not have a material adverse effect on the Company's consolidated financial position.

TPC Group Litigation

On November 27, 2019, a Butadiene production plant owned and operated by TPC Group, Inc. in Port Neches, Texas, experienced an explosion and fire that resulted in personal injuries, the release of chemical fumes and extensive property damage to the plant and surrounding areas in and near Port Neches, Texas.

Nalco Company LLC, a subsidiary of Ecolab, supplied process chemicals to TPC used in TPC's production processes. Nalco did not operate, manage, maintain or control any aspect of TPC's plant operations.

In connection with its provision of process chemicals to TPC, Nalco was named in numerous lawsuits stemming from the plant explosion. Nalco has been named a defendant, along with TPC and other defendants, in multi-district litigation ("MDL") proceedings pending in Orange County, Texas, alleging among other things claims for personal injury, property damage and business losses (In re TPC Group Litigation – A2020-0236-MDL, Orange County, Texas). Numerous other lawsuits were filed against Nalco, including TPC Group v. Nalco, E0208239, Jefferson County, Texas, a subrogation claim by TPC's insurers seeking reimbursement for property damage losses. Over 5,000 plaintiffs (including the subrogation matter) asserted claims against Nalco. All claims have been consolidated for pretrial purposes into the MDL.

All of these cases make similar allegations and seek damages for personal injury, property damage, business losses and other damages, including exemplary damages.

On June 1, 2022, TPC and seven of its affiliated companies filed for bankruptcy under Chapter 11 (Case No. 22-10493-CTG, United States Bankruptcy Court for the District of Delaware). In connection with the bankruptcy cases, TPC disclosed an estimated range of its liability related to the Port Neches incident to individuals and homeowners (including subrogation claims) of approximately $152 million to $520 million. As part of their bankruptcy plan, TPC and its affiliates announced a settlement which allows the MDL plaintiffs a $500 million claim solely for purposes of claim allowance in the chapter 11 case and distribution of value pursuant to TPC's bankruptcy plan. Other key terms of the settlement between TPC and the MDL plaintiffs include the establishment of a settlement trust for the benefit of certain general unsecured creditors, which is funded with $30 million and the assignment of TPC's claims and causes of action, if any, against certain third parties, including Nalco, related to the TPC plant explosion. As part of the bankruptcy process, TPC and its debtor affiliates received a discharge of all MDL related claims, as did certain non-debtor affiliates to the extent third parties did not opt out of the non-debtor releases. As a result, TPC is no longer a defendant in the MDL. Nalco opted out of these releases, preserving any direct causes of action it may have against non-debtors. Furthermore, the allowance of the $500 million claim should have no effect on any claims or defenses asserted against or by Nalco in the MDL litigation. On December 1, 2022, the bankruptcy court confirmed the TPC bankruptcy plan, including the approval of the settlement and establishment of the aforementioned settlement trust. On December 16, 2022, the TPC bankruptcy plan went effective. As a result of the bankruptcy, the MDL was stayed. The stay was lifted in the fourth quarter of 2023 and various activities advancing discovery have resumed.

In July 2025, Nalco reached a settlement with a portion of the plaintiffs in the MDL. In July 2026, Nalco reached an additional settlement in principle with substantially all of the remaining plaintiffs. The Company continues to believe the claims asserted against Nalco are without merit and intends to defend the remaining claims vigorously. The Company also believes any potential loss should be covered by insurance subject to deductibles. The Company does not believe that the ultimate resolution of the remaining claims will have any material adverse effect on the Company's business, financial condition or results of operations.

Environmental Matters

The Company is currently participating in environmental assessments and remediation at approximately 25 locations, the majority of which are in the U.S., and environmental liabilities have been accrued reflecting management's best estimate of future costs. Potential insurance reimbursements are not anticipated in the Company's accruals for environmental liabilities.

17. NEW ACCOUNTING PRONOUNCEMENTS

Standards That Are Not Yet Adopted:

Standard	Date of Issuance	Description	Date of Adoption	Effect on the Financial Statements
ASU 2024-03 and ASU 2025-01 Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses	November 2024 and January 2025	The amendments in this ASU are intended to improve expense disclosures, primarily by requiring disclosure of disaggregated information about certain income statement expense line items on an annual and interim basis.	Effective for annual reporting periods beginning after December 15, 2026 and interim periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted.	The updates required by this standard should be applied either prospectively for reporting periods after the effective date of this update, or retrospectively to any or all prior periods presented. The Company is currently evaluating the impact of adoption and additional disclosure requirements.
ASU 2025-06 (Topic 350): Targeted Improvements to the Accounting for Internal-Use Software	September 2025	The amendments modernize the recognition and disclosure framework for internal-use software costs, removing the previous "development stage" model and introducing a more judgment-based approach.	Effective for annual reporting periods beginning after December 15, 2027 and interim reporting periods within annual reporting periods. Early adoption is permitted.	The update provides for adoption on a prospective basis, with retrospective or modified retrospective adoption permitted. The Company is currently evaluating the impact of adoption.

No other new accounting pronouncements issued or effective have had or are expected to have a material impact on the Company's consolidated financial statements.

With respect to the unaudited financial information of the Company for the third quarter ended September 30, 2026 and 2025 included in Part 1 of this Form 10-Q, PricewaterhouseCoopers LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. Their separate report dated October 29, 2026 appearing herein states that they did not audit and they do not express an opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. PricewaterhouseCoopers LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933, as amended (the "Act"), for their report on the unaudited financial information because that report is not a "report" or a "part" of a registration statement prepared or certified by PricewaterhouseCoopers LLP within the meaning of Sections 7 and 11 of the Act.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Ecolab Inc.

Results of Review of Interim Financial Statements

We have reviewed the accompanying consolidated balance sheet of Ecolab Inc. and its subsidiaries (the "Company") as of September 30, 2026, and the related consolidated statements of income, comprehensive income, and equity for the three-month and nine-month periods ended September 30, 2026 and 2025 and the consolidated statements of cash flows for the nine-month periods ended September 30, 2026 and 2025, including the related notes (collectively referred to as the "interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2025, and the related consolidated statements of income, comprehensive income, equity and cash flows for the year then ended (not presented herein), and in our report dated February 23, 2026, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2025, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

These interim financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ PricewaterhouseCoopers LLP
Minneapolis, Minnesota
October 29, 2026

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following management discussion and analysis ("MD&A") provides information we believe is useful in understanding our operating results, cash flows and financial condition. We provide quantitative or qualitative information about the material sales drivers including the impact of changes in volume and pricing and the effect of acquisitions and changes in foreign currency at the corporate and reportable segment level. We also provide quantitative information regarding special (gains) and charges, discrete tax items and other significant factors we believe are useful for understanding our results. Such quantitative drivers are supported by comments meant to be qualitative in nature. Qualitative factors are generally ordered based on estimated significance.

The MD&A should be read in conjunction with both the unaudited consolidated financial information and related notes included in this Form 10-Q, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2025. This discussion contains various Non-GAAP Financial Measures and also contains various Forward-Looking Statements within the meaning of the Private Securities Litigation Reform Act of 1995. We refer readers to the statements entitled "Non-GAAP Financial Measures" and "Forward-Looking Statements" located at the end of Part I of this report.

Comparability of Results

Impact of Acquisitions and Divestitures

Our non-GAAP financial measures for organic sales, organic operating income and organic operating income margin are at fixed currency and exclude the impact of special (gains) and charges, the results of our acquired businesses from the first twelve months post acquisition and the results of divested businesses from the twelve months prior to divestiture.

Comparability of Reportable Segments

Effective January 1, 2026, the Company's former Light & Heavy operating segment was divided into three new operating segments, Heavy Water, Light Water and High-Tech, which continue to remain in the Global Water reportable segment. The Global Water reportable segment includes Heavy Water, Light Water, High-Tech, Food & Beverage and Paper operating segments. The Global Institutional & Specialty reportable segment continues to include the Institutional and Specialty operating segments. The Global Life Sciences and Global Pest Elimination segments remain standalone reportable segments. After these changes, the Company has nine operating segments.

Fixed Currency Foreign Exchange Rates

Management evaluates the sales and operating income performance of our non-U.S. dollar functional currency international operations based on fixed currency exchange rates, which eliminate the impact of exchange rate fluctuations on our international operations. Fixed currency amounts are updated annually at the beginning of each year based on translation into U.S. dollars at foreign currency exchange rates established by management, with all periods presented using such rates. Public currency rate data provided within the "Segment Performance" section of this MD&A reflect amounts translated at actual public average rates of exchange prevailing during the corresponding period and are provided for informational purposes only.

OVERVIEW OF THE THIRD QUARTER ENDED SEPTEMBER 30, 2026

Sales Performance

When comparing third quarter 2026 against third quarter 2025, sales performance was as follows:

- Reported net sales increased 13% to $4,694.8 million and organic sales increased 7%.
- Organic sales for our Global Water segment increased 9% to $2,239.4 million driven by accelerating growth in High-Tech, Food & Beverage and Light Water.
- Organic sales for our Global Institutional & Specialty segment increased 3% to $1,638.3 million driven by steady growth in Institutional and strong growth in Specialty.
- Organic sales for Global Pest Elimination increased 8% to $358.8 million.
- Organic sales for our Global Life Sciences segment accelerated 17% to $215.8 million.

Financial Performance

When comparing third quarter 2026 against third quarter 2025, our financial performance was as follows:

- Reported operating income increased 7% to $810.5 million. Adjusted operating income increased 14%.
- Net income attributable to Ecolab decreased 6% to $551.3 million. Excluding the impact of special (gains) and charges and discrete tax items from both 2026 and 2025 reported results, our adjusted net income attributable to Ecolab increased 4%.
- Reported diluted EPS decreased 5% to $1.95. Excluding the impact of special (gains) and charges and discrete tax items from both 2026 and 2025 reported results, adjusted diluted EPS increased 5% to $2.18 in the third quarter of 2026.
- Our reported tax rate was 20.2% during the third quarter of 2026, compared to 17.8% during the third quarter of 2025. Excluding the tax rate impact of special (gains) and charges and discrete tax items from both 2026 and 2025 results, our adjusted tax rate was 20.4% during the third quarter of 2026, compared to 20.0% during the third quarter of 2025.

RESULTS OF OPERATIONS

Net Sales

(millions)	Third Quarter Ended September 30 2026	2025	Change	Nine Months Ended September 30 2026	2025	Change
Product and equipment sales	$3,697.4	$3,262.6		$10,321.4	$9,321.3	
Service and lease sales	997.4	902.4		2,854.9	2,563.9	
Reported GAAP net sales	4,694.8	4,165.0	13 %	13,176.3	11,885.2	11 %
Effect of foreign currency translation	2.4	9.9		(20.8)	202.8	
Non-GAAP fixed currency sales	4,697.2	4,174.9	13 %	13,155.5	12,088.0	9 %
Effect of acquisitions and divestitures	(244.9)	-		(463.8)	-	
Non-GAAP organic sales	$4,452.3	$4,174.9	7 %	$12,691.7	$12,088.0	5 %

Product and sold equipment revenue is generated from providing cleaning, sanitizing and water treatment products or selling equipment used in combination with specialized products. Service and lease equipment revenue is generated from providing services or leasing equipment to customers. All of our sales are subject to the same economic conditions.

The percentage components of the period-over-period 2026 sales change are shown below:

(percent)	Third Quarter Ended September 30 2026	Nine Months Ended September 30 2026
Volume	2 %	1 %
Pricing	5	4
Organic sales change	7	5
Acquisitions and divestitures	6 %	4
Fixed currency sales change	13	9
Foreign currency translation	-	2
Reported GAAP net sales change	13 %	11 %

Amounts do not necessarily sum due to rounding.

Cost of Sales ("COS") and Gross Profit Margin

(millions/percent)	Third Quarter Ended September 30 2026 COS	2026 Gross Margin	2025 COS	2025 Gross Margin	Nine Months Ended September 30 2026 COS	2026 Gross Margin	2025 COS	2025 Gross Margin
Product and equipment cost of sales	$2,059.5		$1,789.1		$5,764.6		$5,122.9	
Service and lease cost of sales	566.0		510.3		1,625.7		1,459.5	
Reported GAAP COS and gross margin	2,625.5	44.1 %	2,299.4	44.8 %	7,390.3	43.9 %	6,582.4	44.6 %
Special (gains) and charges	1.5		0.3		17.5		7.6	
Non-GAAP adjusted COS and gross margin	2,624.0	44.1 %	2,299.1	44.8 %	7,372.8	44.0 %	6,574.8	44.7 %
Effect of foreign currency translation	(0.6)		6.8		(15.2)		115.1	
Non-GAAP adjusted fixed currency COS and gross margin	2,623.4	44.1 %	2,305.9	44.8 %	7,357.6	44.1 %	6,689.9	44.7 %
Effect of acquisition and divestitures	(168.1)		-		(331.1)		-	
Non-GAAP organic COS and gross margin	$2,455.3	44.9 %	$2,305.9	44.8 %	$7,026.5	44.6 %	$6,689.9	44.7 %

Our COS and corresponding gross profit margin ("gross margin") are shown in the table above. Gross margin is defined as net sales less cost of sales divided by net sales.

Our reported gross margin was 44.1% and 44.8% for the third quarter of 2026 and 2025, respectively. Our reported gross margin was 43.9% and 44.6% for the first nine months of 2026 and 2025, respectively. Special (gains) and charges included in items impacting cost of sales are shown within the "Special (Gains) and Charges" table below.

Excluding the impacts of special (gains) and charges, foreign currency translation and acquisitions and divestitures within COS, third quarter 2026 and 2025 organic gross margin was 44.9% and 44.8%, respectively, and for the first nine months of 2026 and 2025 was 44.6% and 44.7%, respectively. Our organic gross margin increased when comparing the third quarter of 2026 against the third quarter of 2025 as accelerating pricing offset higher commodity costs.

Selling, General and Administrative Expense

Selling, general and administrative ("SG&A") expenses as a percentage of sales were 25.1% and 26.0% for the third quarter and first nine months of 2026, respectively, compared to 25.9% and 26.9% for the third quarter and first nine months of 2025, respectively. The SG&A ratio to sales in the third quarter of 2026 improved as good productivity gains and the favorable impact of recent acquisitions more than offset growth-oriented investments in the business.

Special (Gains) and Charges

Special (gains) and charges reported on the Consolidated Statements of Income include the following items:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(millions)	**2026**	2025	**2026**	2025
Cost of sales				
One Ecolab	**$1.1**	$0.3	**$3.8**	$7.6
Other restructuring	**0.4**	-	**13.7**	-
Cost of sales subtotal	**1.5**	0.3	**17.5**	7.6
Special (gains) and charges				
One Ecolab	**17.1**	17.4	**76.2**	83.3
Other restructuring	**0.6**	-	**1.1**	(12.0)
Acquisition and integration activities	**42.2**	11.0	**60.9**	19.8
Sale of global surgical solutions business	**-**	-	**-**	2.4
Other	**21.5**	(2.2)	**36.0**	(13.2)
Special (gains) and charges subtotal	**81.4**	26.2	**174.2**	80.3
Interest expense, net	**-**	-	**6.6**	-
Total special (gains) and charges	**$82.9**	$26.5	**$198.3**	$87.9

For segment reporting purposes, special (gains) and charges are not allocated to reportable segments, which is consistent with our internal management reporting.

Special (gains) and charges were $82.9 million ($65.2 million after tax) or $0.23 per diluted share and $198.3 million ($161.2 million after tax) or $0.57 per diluted share in the third quarter and first nine months of 2026, respectively, primarily relating to our One Ecolab initiative and acquisition and integration activities. Special (gains) and charges were $26.5 million ($22.0 million after tax) or $0.08 per diluted share and $87.9 million ($67.7 million after tax) or $0.24 per diluted share in the third quarter and first nine months of 2025, respectively, primarily relating to our One Ecolab initiative and acquisition and integration activities, partially offset by gains relating to the sale of a facility and an equity method investment.

As it relates to the One Ecolab initiative, we anticipate total restructuring costs of $328 million ($256 million after tax) or $0.90 per diluted share and special charges of $97 million ($76 million after tax) or $0.26 per diluted share by the end of 2027, which is expected to generate estimated annualized cost savings of $325 million in continuing operations by 2027. One Ecolab has delivered $217 million of cumulative cost savings.

Further details related to special (gains) and charges are included in Note 2, "Special (Gains) and Charges," of the Notes.

Operating Income and Operating Income Margin

(millions)	Third Quarter Ended September 30 2026	2025	Change	Nine Months Ended September 30 2026	2025	Change
Reported GAAP operating income	$810.5	$760.2	7 %	$2,190.4	$2,025.6	8 %
Special (gains) and charges	82.9	26.5		191.7	87.9	
Non-GAAP adjusted operating income	893.4	786.7	14 %	2,382.1	2,113.5	13 %
Effect of foreign currency translation	2.1	0.6		(1.6)	41.3	
Non-GAAP adjusted fixed currency operating income	895.5	787.3	14 %	2,380.5	2,154.8	10 %
Effect of acquisitions and divestitures	(23.4)	-		(39.2)	-	
Non-GAAP organic operating income	$872.1	$787.3	11 %	$2,341.3	$2,154.8	9 %

(percent)	Third Quarter Ended September 30 2026	2025	Nine Months Ended September 30 2026	2025
Reported GAAP operating income margin	17.3 %	18.3 %	16.6 %	17.0 %
Non-GAAP adjusted operating income margin	19.0 %	18.9 %	18.1 %	17.8 %
Non-GAAP adjusted fixed currency operating income margin	19.1 %	18.9 %	18.1 %	17.8 %
Non-GAAP organic operating income margin	19.6 %	18.9 %	18.4 %	17.8 %

Our operating income and corresponding operating income margin are shown in the previous tables. Operating income margin is defined as operating income divided by net sales.

Our reported operating income increased 7% and 8% in the third quarter and first nine months of 2026, respectively, versus the comparable periods of 2025. Our reported operating income for 2026 and 2025 was impacted by special (gains) and charges; excluding the impact of special (gains) and charges from 2026 and 2025 reported results, our adjusted operating income increased 14% and 13% in the third quarter and first nine months of 2026, respectively.

As shown in the previous table, foreign currency had a neutral and 3 percentage point positive impact on adjusted operating income growth for the third quarter and first nine months of 2026, respectively. Foreign currency had a 1 percentage point positive and 1 percentage point negative impact on adjusted operating income growth for the third quarter and first nine months of 2025, respectively.

Other (Income) Expense

(millions)	Third Quarter Ended September 30 2026	2025	Change	Nine Months Ended September 30 2026	2025	Change
Reported GAAP other (income) expense	($8.8)	($12.8)	(31) %	($26.4)	($38.8)	(32) %

Reported other (income) expense decreased to ($8.8) million from ($12.8) million in the third quarter of 2026 compared to the third quarter of 2025, respectively, and decreased to ($26.4) million from ($38.8) million in the first nine months of 2026 compared to the first nine months of 2025, respectively.

Interest Expense, Net

(millions)	Third Quarter Ended September 30 2026	2025	Change	Nine Months Ended September 30 2026	2025	Change
Reported GAAP interest expense, net	$124.8	$55.3	126 %	$270.6	$176.8	53 %
Special (gains) and charges	-	-		6.6	-	
Non-GAAP adjusted interest expense, net	$124.8	$55.3	126 %	$264.0	$176.8	49 %

Reported net interest expense was $124.8 million and $55.3 million in the third quarter of 2026 and 2025, respectively, and $270.6 million and $176.8 million in the first nine months of 2026 and 2025, respectively. The increase in net interest expense when comparing 2026 against 2025 reflects the impact of financing the Ovivo Electronics and CoolIT Systems acquisitions.

Provision for Income Taxes

The following table provides a summary of our tax rate:

	Third Quarter Ended September 30		Nine Months Ended September 30	
(percent)	**2026**	2025	**2026**	2025
Reported GAAP tax rate	**20.2 %**	17.8 %	**21.4 %**	19.2 %
Tax rate impact of:				
Special (gains) and charges	**0.1**	-	**(0.2)**	0.2
Discrete tax items	**0.1**	2.2	**(0.4)**	1.1
Non-GAAP adjusted tax rate	**20.4 %**	20.0 %	**20.8 %**	20.5 %

Our reported tax rate was 20.2% and 17.8% for the third quarter of 2026 and 2025, respectively, and 21.4% and 19.2% for the first nine months of 2026 and 2025, respectively. The change in our tax rate for the third quarter and first nine months versus the comparable periods of 2025 was driven primarily by discrete tax items and special (gains) and charges. The change in our tax rate includes the tax impact of special (gains) and charges and discrete tax items, which have impacted the comparability of our historical reported tax rates, as amounts included in our special (gains) and charges are derived from tax jurisdictions with rates that vary from our tax rate, and discrete tax items are not necessarily consistent across periods. The tax impact of special (gains) and charges and discrete tax items will likely continue to impact comparability of our reported tax rate in the future.

We recognized net tax benefit related to discrete tax items of $1.1 million and net tax expense of $7.5 million in the third quarter and first nine months of 2026, respectively. This included a tax benefit of $2.0 million and $16.3 million in the third quarter and first nine months of 2026, respectively, associated with share-based compensation excess tax benefits. The remaining net tax expense of $0.9 million and $23.8 million in the third quarter and first nine months of 2026, respectively, is from prior year return adjustments, audit settlements, unrecognized tax benefits, and other changes in estimates.

We recognized net tax benefits related to discrete tax items of $16.3 million and $21.8 million in the third quarter and first nine months of 2025, respectively. This included a tax benefit of $2.7 million and $12.6 million in the third quarter and first nine months of 2025, respectively, associated with share-based compensation excess tax benefits. The remaining net tax benefit of $13.6 million and $9.2 million in the third quarter and first nine months of 2025, respectively, was from the filing of tax returns, audit settlements, unrecognized tax benefits, and other changes in estimates.

Net Income Attributable to Ecolab

	Third Quarter Ended September 30			Nine Months Ended September 30		
(millions)	**2026**	2025	**Change**	**2026**	2025	**Change**
Reported GAAP net income attributable to Ecolab	**$551.3**	$585.0	**(6) %**	**$1,518.8**	$1,511.7	**- %**
Adjustments:						
Special (gains) and charges, after tax	**65.2**	22.0		**161.2**	67.7	
Discrete tax expense (benefit)	**(1.1)**	(16.3)		**7.5**	(21.8)	
Non-GAAP adjusted net income attributable to Ecolab	**$615.4**	$590.7	**4 %**	**$1,687.5**	$1,557.6	**8 %**

Diluted EPS

	Third Quarter Ended September 30			Nine Months Ended September 30		
(dollars)	**2026**	2025	**Change**	**2026**	2025	**Change**
Reported GAAP diluted EPS	**$1.95**	$2.05	**(5) %**	**$5.37**	$5.30	**1 %**
Adjustments:						
Special (gains) and charges, after tax	**0.23**	0.08		**0.57**	0.24	
Discrete tax expense (benefit)	**-**	(0.06)		**0.03**	(0.08)	
Non-GAAP adjusted diluted EPS	**$2.18**	$2.07	**5 %**	**$5.97**	$5.46	**9 %**

Per share amounts in the above tables do not necessarily sum due to rounding.

Currency translation was neutral and had a favorable impact of approximately $0.12 per share on diluted EPS for the third quarter and first nine months of 2026, respectively, when compared to the comparable periods of 2025.

SEGMENT PERFORMANCE

The non-U.S. dollar functional international amounts included within our reportable segments are based on translation into U.S. dollars at the fixed currency exchange rates used by management for 2026. The difference between the fixed currency exchange rates and the actual currency exchange rates is reported as "effect of foreign currency translation" in the following tables. All other accounting policies of the reportable segments are consistent with U.S. GAAP and the accounting policies described in Note 2, "Significant Accounting Policies," of the Notes to the Consolidated Financial Statements within our Annual Report on Form 10-K for the year ended December 31, 2025. Additional information about our reportable segments is included in Note 15, "Operating Segments," of the Notes.

Fixed currency net sales and operating income for the third quarter and nine months ended September 30, 2026 for our reportable segments are shown in the following tables:

Net Sales	Third Quarter Ended September 30			Nine Months Ended September 30		
(millions)	**2026**	2025	**Change**	**2026**	2025	**Change**
Global Water	**$2,479.6**	$2,061.0	**20 %**	**$6,730.3**	$5,975.4	**13 %**
Global Institutional & Specialty	**1,638.3**	1,596.0	**3**	**4,763.4**	4,613.3	**3**
Global Pest Elimination	**363.5**	332.7	**9**	**1,024.1**	941.3	**9**
Global Life Sciences	**215.8**	185.2	**17**	**637.7**	558.0	**14**
Subtotal at fixed currency	**4,697.2**	4,174.9	**13**	**13,155.5**	12,088.0	**9**
Effect of foreign currency translation	**(2.4)**	(9.9)		**20.8**	(202.8)	
Consolidated reported GAAP net sales	**$4,694.8**	$4,165.0	**13 %**	**$13,176.3**	$11,885.2	**11 %**

Operating Income	Third Quarter Ended September 30			Nine Months Ended September 30		
(millions)	**2026**	2025	**Change**	**2026**	2025	**Change**
Global Water	**$445.2**	$357.9	**24 %**	**$1,090.7**	$966.3	**13 %**
Global Institutional & Specialty	**404.9**	376.3	**8**	**1,142.3**	1,052.8	**9**
Global Pest Elimination	**73.9**	69.5	**6**	**196.1**	179.7	**9**
Global Life Sciences	**50.2**	33.8	**49**	**146.2**	105.0	**39**
Corporate	**(161.9)**	(74.8)	**	**(386.7)**	(234.3)	**
Subtotal at fixed currency	**812.3**	762.7	**7**	**2,188.6**	2,069.5	**6**
Effect of foreign currency translation	**(1.8)**	(2.5)		**1.8**	(43.9)	
Consolidated reported GAAP operating income	**$810.5**	$760.2	**7 %**	**$2,190.4**	$2,025.6	**8 %**

* Not meaningful

The following tables reconcile the impact of acquisitions and divestitures within our reportable segments:

Net Sales	Third Quarter Ended September 30					
	2026			2025		
(millions)	Fixed Currency	Impact of Acquisitions and Divestitures	Organic	Fixed Currency	Impact of Acquisitions and Divestitures	Organic
Global Water	$2,479.6	($240.2)	$2,239.4	$2,061.0	$-	$2,061.0
Global Institutional & Specialty	1,638.3	-	1,638.3	1,596.0	-	1,596.0
Global Pest Elimination	363.5	(4.7)	358.8	332.7	-	332.7
Global Life Sciences	215.8	-	215.8	185.2	-	185.2
Subtotal at fixed currency	4,697.2	(244.9)	4,452.3	4,174.9	-	4,174.9
Effect of foreign currency translation	(2.4)			(9.9)		
Consolidated reported GAAP net sales	$4,694.8			$4,165.0		

Operating Income						
	2026			2025		
(millions)	Fixed Currency	Impact of Acquisitions and Divestitures	Organic	Fixed Currency	Impact of Acquisitions and Divestitures	Organic
Global Water	$445.2	($53.9)	$391.3	$357.9	$-	$357.9
Global Institutional & Specialty	404.9	-	404.9	376.3	-	376.3
Global Pest Elimination	73.9	0.6	74.5	69.5	-	69.5
Global Life Sciences	50.2	-	50.2	33.8	-	33.8
Corporate	(78.7)	29.9	(48.8)	(50.2)	-	(50.2)
Non-GAAP adjusted fixed currency operating income	895.5	(23.4)	872.1	787.3	-	787.3
Special (gains) and charges at fixed currency rates	83.2			24.6		
Subtotal at fixed currency	812.3			762.7		
Effect of foreign currency translation	(1.8)			(2.5)		
Consolidated reported GAAP operating income	$810.5			$760.2		

Net Sales	Nine Months Ended September 30					
	2026			2025		
(millions)	Fixed Currency	Impact of Acquisitions and Divestitures	Organic	Fixed Currency	Impact of Acquisitions and Divestitures	Organic
Global Water	$6,730.3	($452.2)	$6,278.1	$5,975.4	$-	$5,975.4
Global Institutional & Specialty	4,763.4	-	4,763.4	4,613.3	-	4,613.3
Global Pest Elimination	1,024.1	(11.6)	1,012.5	941.3	-	941.3
Global Life Sciences	637.7	-	637.7	558.0	-	558.0
Subtotal at fixed currency	13,155.5	(463.8)	12,691.7	12,088.0	-	12,088.0
Effect of foreign currency translation	20.8			(202.8)		
Consolidated reported GAAP net sales	$13,176.3			$11,885.2		

Operating Income						
	2026			2025		
(millions)	Fixed Currency	Impact of Acquisitions and Divestitures	Organic	Fixed Currency	Impact of Acquisitions and Divestitures	Organic
Global Water	$1,090.7	($88.4)	$1,002.3	$966.3	$-	$966.3
Global Institutional & Specialty	1,142.3	-	1,142.3	1,052.8	-	1,052.8
Global Pest Elimination	196.1	1.0	197.1	179.7	-	179.7
Global Life Sciences	146.2	-	146.2	105.0	-	105.0
Corporate	(194.8)	48.2	(146.6)	(149.0)	-	(149.0)
Non-GAAP adjusted fixed currency operating income	2,380.5	(39.2)	2,341.3	2,154.8	-	2,154.8
Special (gains) and charges at fixed currency rates	191.9			85.3		
Subtotal at fixed currency	2,188.6			2,069.5		
Effect of foreign currency translation	1.8			(43.9)		
Consolidated reported GAAP operating income	$2,190.4			$2,025.6		

Unless otherwise noted, the following segment performance commentary compares the third quarter and first nine months of 2026 against the third quarter and first nine months of 2025.

Global Water

	Third Quarter Ended September 30		Nine Months Ended September 30	
	2026	2025	**2026**	2025
Sales at fixed currency (millions)	**$2,479.6**	$2,061.0	**$6,730.3**	$5,975.4
Sales at public currency (millions)	**2,480.8**	2,054.6	**6,747.2**	5,858.3
Organic sales change	**9 %**		**5 %**	
Acquisitions and divestitures	**12 %**		**8 %**	
Fixed currency sales change	**20 %**		**13 %**	
Foreign currency translation	**- %**		**2 %**	
Public currency sales change	**21 %**		**15 %**	
Operating income at fixed currency (millions)	**$445.2**	$357.9	**$1,090.7**	$966.3
Operating income at public currency (millions)	**444.9**	357.4	**1,093.0**	943.4
Fixed currency operating income change	**24 %**		**13 %**	
Fixed currency operating income margin	**18.0 %**	17.4 %	**16.2 %**	16.2 %
Organic operating income change	**9 %**		**4 %**	
Organic operating income margin	**17.5 %**	17.4 %	**16.0 %**	16.2 %
Public currency operating income change	**24 %**		**16 %**	

Percentages in the above table do not necessarily sum due to rounding.

Net Sales

Fixed currency sales increased 20% and 13% for the third quarter and first nine months of 2026, respectively, including a benefit from the acquisitions of Ovivo Electronics and CoolIT Systems. Organic sales for Global Water increased 9% and 5% in the third quarter and first nine months of 2026, respectively, driven by accelerating growth in High-Tech, Food & Beverage and Light Water. Heavy Water and Paper both returned to solid growth.
Food & Beverage organic sales increased 8% and 6% in the third quarter and first nine months of 2026, respectively, driven by new business wins and pricing. ***Heavy Water*** organic sales increased 4% and remained flat in the third quarter and first nine months of 2026, respectively, as growth in downstream was offset by softer sales in basic industries. ***High-Tech*** organic sales increased 63% and 40% in the third quarter and first nine months of 2026, respectively, reflecting new business wins across microelectronics and data centers. ***Light Water*** organic sales increased 5% and 3% in the third quarter and first nine months of 2026 driven by new business wins. ***Paper*** organic sales increased 6% and 1% in the third quarter and first nine months of 2026, respectively, driven by new business wins that overcame stabilizing customer production rates.

Operating Income

Organic operating income increased for Global Water in the third quarter and first nine months of 2026, respectively. Organic operating income margins increased and decreased for Global Water in the third quarter and first nine months of 2026.

Organic operating income margins increased 0.1 percentage points during the third quarter of 2026 as the 5.0 percentage point positive impact of strong pricing and improved productivity was offset by the 4.6 percentage point impact of investments in the business and higher commodity costs. Organic operating income margins decreased 0.2 percentage points during the first nine months of 2026 as the 3.3 percentage point negative impact of investments in the business and higher commodity costs was partially offset by the 3.5 percentage point positive impact of strong pricing and productivity.

Global Institutional & Specialty

	Third Quarter Ended September 30		Nine Months Ended September 30	
	2026	2025	**2026**	2025
Sales at fixed currency (millions)	**$1,638.3**	$1,596.0	**$4,763.4**	$4,613.3
Sales at public currency (millions)	**1,636.5**	1,593.9	**4,768.7**	4,556.5
Organic sales change	**3 %**		**3 %**	
Acquisitions and divestitures	**- %**		**- %**	
Fixed currency sales change	**3 %**		**3 %**	
Foreign currency translation	**- %**		**1 %**	
Public currency sales change	**3 %**		**5 %**	
Operating income at fixed currency (millions)	**$404.9**	$376.3	**$1,142.3**	$1,052.8
Operating income at public currency (millions)	**404.2**	376.3	**1,142.7**	1,041.9
Fixed currency operating income change	**8 %**		**9 %**	
Fixed currency operating income margin	**24.7 %**	23.6 %	**24.0 %**	22.8 %
Organic operating income change	**8 %**		**9 %**	
Organic operating income margin	**24.7 %**	23.6 %	**24.0 %**	22.8 %
Public currency operating income change	**7 %**		**10 %**	

Percentages in the above table do not necessarily sum due to rounding.

Net Sales

Fixed currency and organic sales increased 3% in both the third quarter and first nine months of 2026, respectively, with steady growth in Institutional and strong growth in Specialty.

At an operating segment level, ***Institutional*** organic sales increased 2% in both the third quarter and first nine months of 2026, respectively, driven by strong pricing and new business wins, which more than offset softer industry trends. ***Specialty*** organic sales increased 5% and 7% in the third quarter and first nine months of 2026, respectively, as new business wins and continued pricing more than offset softer industry trends.

Operating Income

Organic operating income and organic operating income margin increased in the third quarter and first nine months of 2026 for our Global Institutional & Specialty segment.

Organic operating income margins increased 1.1 percentage points during the third quarter of 2026 as the 4.2 percentage point positive impact from strong pricing and improved productivity was partially offset by the 3.1 percentage point impact of higher commodity costs and investments in the business. Organic operating income margins increased 1.2 percentage points during the first nine months of 2026 as the 3.0 percentage point positive impact of strong pricing was partially offset by the 2.0 percentage point impact of higher commodity costs and investments in the business.

Global Pest Elimination

	Third Quarter Ended September 30		Nine Months Ended September 30	
	2026	2025	**2026**	2025
Sales at fixed currency (millions)	**$363.5**	$332.7	**$1,024.1**	$941.3
Sales at public currency (millions)	**363.6**	331.8	**1,025.5**	929.8
Organic sales change	**8 %**		**8 %**	
Acquisitions and divestitures	**1 %**		**1 %**	
Fixed currency sales change	**9 %**		**9 %**	
Foreign currency translation	**- %**		**1 %**	
Public currency sales change	**10 %**		**10 %**	
Operating income at fixed currency (millions)	**$73.9**	$69.5	**$196.1**	$179.7
Operating income at public currency (millions)	**73.8**	69.4	**196.3**	177.7
Fixed currency operating income change	**6 %**		**9 %**	
Fixed currency operating income margin	**20.3 %**	20.9 %	**19.1 %**	19.1 %
Organic operating income change	**7 %**		**10 %**	
Organic operating income margin	**20.8 %**	20.9 %	**19.5 %**	19.1 %
Public currency operating income change	**6 %**		**10 %**	

Percentages in the above table do not necessarily sum due to rounding.

Net Sales

Fixed currency sales increased 9% in both the third quarter and first nine months of 2026, respectively, reflecting a 1% benefit from acquisitions in the third quarter and first nine months. Organic sales for Global Pest Elimination increased 8% in both the third quarter and first nine months of 2026, driven by new business in food & beverage, food retail, and restaurants.

Operating Income

Organic operating income increased for Global Pest Elimination in the third quarter and first nine months of 2026, respectively. Organic operating income margins decreased and increased for Global Pest Elimination in the third quarter and first nine months of 2026.

Organic operating income margins decreased 0.1 percentage points during the third quarter of 2026, as the 4.8 percentage point negative impact of investments in the business, including pest intelligence was partially offset by the 4.4 percentage point positive impact from strong pricing, higher volume and improved productivity. Organic operating income margins increased 0.4 percentage points during the first nine months of 2026, as the 4.5 percentage point positive impact from strong pricing, improved productivity and higher volume was partially offset by the 4.6 percentage point impact of investments in the business, including pest intelligence.

Global Life Sciences

	Third Quarter Ended September 30		Nine Months Ended September 30	
	2026	2025	**2026**	2025
Sales at fixed currency (millions)	**$215.8**	$185.2	**$637.7**	$558.0
Sales at public currency (millions)	**213.9**	184.7	**634.9**	540.6
Organic sales change	**17 %**		**14 %**	
Acquisitions and divestitures	**- %**		**- %**	
Fixed currency sales change	**17 %**		**14 %**	
Foreign currency translation	**(1)%**		**3 %**	
Public currency sales change	**16 %**		**17 %**	
Operating income at fixed currency (millions)	**$50.2**	$33.8	**$146.2**	$105.0
Operating income at public currency (millions)	**49.6**	33.6	**145.6**	98.2
Fixed currency operating income change	**49 %**		**39 %**	
Fixed currency operating income margin	**23.3 %**	18.3 %	**22.9 %**	18.8 %
Organic operating income change	**49 %**		**39 %**	
Organic operating income margin	**23.3 %**	18.3 %	**22.9 %**	18.8 %
Public currency operating income change	**48 %**		**48 %**	

Percentages in the above table do not necessarily sum due to rounding.

Net Sales

Fixed currency and organic sales for Global Life Sciences increased 17% and 14% in the third quarter and first nine months of 2026, respectively, driven by continued growth in bioprocessing, pharmaceuticals & personal care, and purification.

Operating Income

Organic operating income and organic operating income margins increased in the third quarter and first nine months of 2026 for our Global Life Sciences segment.

Organic operating income margins increased 5.0 percentage points during the third quarter of 2026, as the 14.2 percentage point positive impact from supply chain efficiencies and strong pricing was partially offset by the 8.6 percentage point negative impact from investments in the business and higher commodity costs. Organic operating income margins increased 4.1 percentage points during the first nine months of 2026, as the 9.7 percentage point positive impact from strong pricing, supply chain efficiencies and higher volume was partially offset by the 5.6 percentage point negative impact from investments in the business, higher commodity costs and unfavorable mix.

Corporate

Consistent with our internal management reporting, Corporate amounts in the tables beginning on page 37 include intangible asset amortization specifically from the Nalco, Purolite, Ovivo Electronics and CoolIT Systems transactions and special (gains) and charges that are not allocated to our reportable segments. Items included within special (gains) and charges are shown in the table on page 34.

FINANCIAL POSITION, CASH FLOWS AND LIQUIDITY

Financial Position

Total assets were $31.1 billion as of September 30, 2026 and $24.7 billion as of December 31, 2025.

Total liabilities were $20.7 billion as of September 30, 2026, compared to total liabilities of $14.9 billion as of December 31, 2025. Total debt was $13.2 billion as of September 30, 2026 and $8.2 billion as of December 31, 2025. See further discussion of our debt activity within the "Liquidity and Capital Resources" section of this MD&A.

Our net debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") is shown in the following table. EBITDA is a non-GAAP measure discussed further in the "Non-GAAP Financial Measures" section of this MD&A.

The inputs to EBITDA reflect the trailing twelve months of activity for the period presented:

	September 30, 2026	December 31, 2025
(ratio)		
Net debt to EBITDA	3.1	2.0
(millions)		
Total debt	$13,192.0	$8,236.3
Cash	722.3	646.2
Net debt	$12,469.7	$7,590.1
Net income including noncontrolling interest	$2,098.3	$2,093.3
Provision for income taxes	508.2	454.6
Interest expense, net	334.9	241.1
Depreciation	724.2	672.6
Amortization	351.2	303.8
EBITDA	$4,016.8	$3,765.4

Cash Flows

Operating Activities

	Nine Months Ended September 30		
(millions)	2026	2025	Change
Cash provided by operating activities	$1,939.1	$1,862.5	$76.6

We continue to generate cash flow from operations, allowing us to fund our ongoing operations, acquisitions, investments in the business and pension obligations along with returning cash to our shareholders through dividend payments and share repurchases. Cash provided by operating activities increased by $77 million in the first nine months of 2026 compared to the first nine months of 2025, primarily driven by higher net income excluding noncash depreciation, amortization and deferred taxes, partially offset by one-time incentive payments of $200 million to the CoolIT Systems and Ovivo Electronics employees relating to the acquisitions.

Investing Activities

	Nine Months Ended September 30		
(millions)	2026	2025	Change
Cash used for investing activities	($5,621.1)	($729.0)	($4,892.1)

Cash used for investing activities is primarily impacted by business acquisitions and capital investments in the business.

Cash used for acquisitions and investments in affiliates, net of cash acquired, in the first nine months of 2026 and 2025 was $4.7 billion and $0.5 million, respectively. Cash used for acquisitions and investments in affiliates, net of cash acquired, in 2026 primarily relates to the CoolIT Systems acquisition.

We continue to make capital investments in the business, including dispensing and monitoring equipment, manufacturing equipment and facilities. Total capital expenditures were $902 million and $716 million in the first nine months of 2026 and 2025, respectively.

Financing Activities

(millions)	Nine Months Ended September 30 2026	2025	Change
Cash provided by (used for) financing activities	$3,755.0	($421.7)	$4,176.7

Our cash flows from financing activities primarily reflect the issuances and repayment of debt, common stock repurchases, proceeds from common stock issuances related to our equity incentive programs and dividend payments.

We had net (repayments) issuances of commercial paper and notes payable of ($95 million) and $1 million in the first nine months of 2026 and 2025, respectively.

Shares are repurchased for the purpose of partially offsetting the dilutive effect of our equity compensation plans, to manage our capital structure and to efficiently return capital to shareholders. We reacquired a total of $672 million and $375 million of shares in the first nine months of 2026 and 2025, respectively. Cash proceeds and tax benefits from stock option exercises provide a portion of the funding for repurchase activity.

During the first nine months of 2026, we issued $5 billion of long-term debt. We issued $1.0 billion of long-term debt and repaid €575 million ($674 million) of long-term debt in the first nine months of 2025.

We paid dividends of $629 million and $564 million in the first nine months of 2026 and 2025, respectively.

Liquidity and Capital Resources

We currently expect to fund the cash requirements which are reasonably foreseeable for the next twelve months, including scheduled debt repayments, new investments in the business, share repurchases, dividend payments, possible business acquisitions and pension and postretirement contributions with cash from operating activities, and as needed, additional short-term and/or long-term borrowings. We continue to expect our operating cash flow to remain strong.

As of September 30, 2026, we had $722 million of cash and cash equivalents on hand, of which $610 million was held outside of the U.S. We will continue to evaluate our cash position in light of future developments.

As of September 30, 2026, we had a $2.0 billion multi-year revolving credit facility which expires in March 2030. The credit facility has been established with a diverse syndicate of banks and supports our U.S. and Euro commercial paper programs. At the end of the third quarter of 2026, we had no outstanding commercial paper under our U.S. and Euro commercial paper programs. As of December 31, 2025, we had $100 million outstanding commercial paper under our U.S. program and none outstanding under our Euro commercial paper program. There were no borrowings under our credit facility as of September 30, 2026 or December 31, 2025. As of September 30, 2026, both programs were rated A-2 by Standard & Poor's, P-2 by Moody's and F-1 by Fitch.

During the first nine months of 2026, we issued $5.0 billion aggregate principal amount of senior notes consisting of notes due in 2029, 2031, 2033 and 2036. The proceeds were used to fund the CoolIT Systems acquisition and for general corporate purposes. We had $1 billion of long-term debt issuance activity in the first nine months of 2025. There were no repayments of long-term debt in the first nine months of 2026, and we repaid €575 million ($674 million) of long-term debt in the first nine months of 2025.

One of our Chinese subsidiaries maintains a construction loan facility that provides up to 1.1 billion in Chinese Yuan ("CNY") ($164 million) of proceeds to fund capital expenditures. This loan facility has a tenor of 13 years and is secured by certain assets of our Chinese subsidiaries.

We are in compliance with our debt covenants and other requirements of our credit agreements and indentures. We believe we have sufficient borrowing capacity to meet our foreseeable operating activities, as needed.

The schedule of contractual obligations included in the Financial Position and Liquidity section of our Form 10-K for the year ended December 31, 2025 disclosed total commercial paper, notes payable and long-term debt due within one year of $870 million. As of September 30, 2026, the total notes payable and long-term debt due within one year was $1,277 million. We had no outstanding commercial paper under our U.S. program as of September 30, 2026.

Our gross liability for unrecognized tax benefits was $66.1 million and $53.9 million as of September 30, 2026, and December 31, 2025, respectively. We are not able to reasonably estimate the amount by which the liability will increase or decrease over time; however, at this time, we do not expect significant payments related to these obligations within the next year.

GLOBAL ECONOMIC ENVIRONMENT

Global Economies

Approximately half of our sales are outside of the U.S. Our international operations subject us to changes in economic conditions and foreign currency exchange rates as well as political uncertainty in some countries which could impact future operating results. In the near-term, the global operating environment remains unpredictable, including constantly evolving geopolitics and international trade policy, which are resulting in rising commodity costs. Due to the war in the Middle East, global energy markets have experienced significant price volatility in recent months driven by supply chain disruptions, transportation constraints, and geopolitical developments, contributing to major cost increases for raw materials, manufacturing, and logistics throughout our global supply chain. We began implementing our announced energy surcharge in the second quarter of 2026 to offset the recent surge in such costs. This energy surcharge will be monitored closely and may be adjusted as market conditions evolve. We expect our pricing actions, along with continued volume growth and our other cost savings and productivity improvement efforts, to successfully offset the recent cost pressures.

Argentina, Turkiye and Egypt are classified as highly inflationary economies in accordance with U.S. GAAP, and the U.S. dollar is the functional currency for our subsidiaries in Argentina, Turkiye and Egypt. During the third quarter of 2026, sales in Argentina, Turkiye and Egypt represented approximately 1% of our consolidated sales. Assets held in Argentina, Turkiye and Egypt at the end of the third quarter of 2026 represented approximately 1% of our consolidated assets.

In light of Russia's invasion of Ukraine and the sanctions against Russia by the United States and other countries, we have made the determination that we will limit our Russian business to operations that are essential to life, providing minimal support for our healthcare, life sciences, food and beverage and certain water businesses. We may further narrow our presence in Russia depending on future developments. During the third quarter of 2026, our Russian and Ukraine operations represented less than 1% of our consolidated net sales.

NEW ACCOUNTING PRONOUNCEMENTS

For information on new accounting pronouncements, refer to Note 17, "New Accounting Pronouncements," of the Notes to the Consolidated Financial Statements.

SUBSEQUENT EVENTS

In October 2026, we settled ₣550 million of our existing Swiss Franc cross-currency swap derivative contracts that were designated as net investment hedges and simultaneously executed replacement cross-currency swap derivative contracts for the same notional value. There was no material impact on the Consolidated Statements of Income as a result of these transactions.

NON-GAAP FINANCIAL MEASURES

This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2, contains financial measures that have not been calculated in accordance with accounting principles generally accepted in the U.S. (GAAP). These non-GAAP measures include:

- Fixed currency sales
- Organic sales
- Adjusted cost of sales
- Adjusted gross margin
- Adjusted fixed currency cost of sales
- Adjusted fixed currency gross margin
- Organic cost of sales
- Organic gross margin
- Fixed currency operating income
- Fixed currency operating income margin
- Adjusted operating income
- Adjusted operating income margin
- Adjusted fixed currency operating income
- Adjusted fixed currency operating income margin
- Organic operating income
- Organic operating income margin
- EBITDA
- Adjusted interest expense, net
- Adjusted tax rate
- Adjusted net income attributable to Ecolab
- Adjusted diluted EPS

We provide these measures as additional information regarding our operating results. We use these non-GAAP measures internally to evaluate our performance and in making financial and operational decisions, including with respect to incentive compensation. We believe that our presentation of these measures provides investors with greater transparency with respect to our results of operations and that these measures are useful for period-to-period comparison of results.

Our non-GAAP adjusted financial measures for cost of sales, gross margin, operating income, and interest expense, net exclude the impact of special (gains) and charges and our non-GAAP adjusted financial measures for tax rate, net income attributable to Ecolab and diluted earnings per share further exclude the impact of discrete tax items. We include items within special (gains) and charges and discrete tax items that we believe can significantly affect the period-over-period assessment of operating results and not necessarily reflect costs and/or income associated with historical trends and future results. After tax special (gains) and charges are derived by applying the applicable local jurisdictional tax rate to the corresponding pre-tax special (gains) and charges.

EBITDA is defined as net income including noncontrolling interest with the sum of provision for income taxes, net interest expense, depreciation and amortization added back. EBITDA is used in our net debt to EBITDA ratio, which we view as important indicators of the operational and financial health of our organization.

We evaluate the performance of our international operations based on fixed currency rates of foreign exchange. Fixed currency amounts included in this Form 10-Q are based on translation into U.S. dollars at the fixed foreign currency exchange rates established by management at the beginning of 2026. We also provide our segment results based on public currency rates for informational purposes.

Our reportable segments do not include the impact of intangible asset amortization from the Nalco, Purolite, Ovivo Electronics and CoolIT Systems transactions or the impact of special (gains) and charges as these are not allocated to our reportable segments.

Our non-GAAP financial measures for organic sales, organic cost of sales, organic gross margin, organic operating income and organic operating income margin are at fixed currency and exclude the impact of special (gains) and charges, the results of our acquired businesses from the first twelve months post acquisition and the results of divested businesses from the twelve months prior to divestiture.

These non-GAAP measures are not in accordance with, or an alternative to U.S. GAAP, and may be different from non-GAAP measures used by other companies. Investors should not rely on any single financial measure when evaluating our business. We recommend that investors view these measures in conjunction with the U.S. GAAP measures included in this MD&A and we have provided reconciliations of reported U.S. GAAP amounts to the non-GAAP amounts.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include our business performance and prospects; expectations concerning timing, amount and type of restructuring costs and savings from restructuring activities; Russian operations; working capital; capital investments, acquisitions and share repurchases; amortization expense; non-performance of financial counterparties; payments and contributions to pension and postretirement health care benefit plans; the impact of lawsuits, claims and environmental matters; impact of new accounting pronouncements and tax laws; cash flows, borrowing capacity and funding of cash requirements, including repayment of debt; payments related to uncertain tax positions; and implementation of ERP system upgrades.

Without limiting the foregoing, words or phrases such as "will likely result," "are expected to," "will continue," "is anticipated," "we believe," "we expect," "estimate," "project" (including the negative or variations thereof) or similar terminology, generally identify forward-looking statements. Forward-looking statements may also represent challenging goals for us. These statements, which represent our expectations or beliefs concerning various future events, are based on current expectations that involve a number of risks and uncertainties that could cause actual results to differ materially from those of such forward-looking statements. In particular, the ultimate results of any restructuring or efficiency initiative, integration and business improvement actions, including cost synergies, depend on a number of factors, including the development of final plans, the impact of local regulatory requirements regarding employee terminations, the time necessary to develop and implement the restructuring or efficiency initiative and other business improvement initiatives and the level of success achieved through such actions in improving competitiveness, efficiency and effectiveness. We caution that undue reliance should not be placed on such forward-looking statements, which speak only as of the date made.

Some of the factors which could cause results to differ materially from those expressed in any forward-looking statements are set forth under Item 1A of our most recent Form 10-K and our other public filings with the Securities and Exchange Commission (the "SEC"), and include the impact of economic factors such as the worldwide economy, interest rates, foreign currency risk, reduced sales and earnings in our international operations resulting from the weakening of local currencies versus the U.S. dollar, demand uncertainty, supply chain challenges and inflation; the vitality of the markets we serve; exposure to global economic, political and legal risks related to our international operations, including international trade policies, geopolitical instability and the escalation of armed conflicts; our ability to successfully execute organizational change and management transitions; information technology infrastructure failures or breaches in data security; difficulty in procuring raw materials or fluctuations in raw material costs; the occurrence of severe public health outbreaks not limited to COVID-19; our ability to acquire complementary businesses and to effectively integrate such businesses; our ability to execute key business initiatives; our ability to successfully compete with respect to value, innovation and customer support; our increasing reliance on artificial intelligence technologies in our products, services and operations; pressure on operations from consolidation of customers or vendors; restraints on pricing flexibility due to contractual obligations and our ability to meet our contractual commitments; the costs and effects of complying with laws and regulations, including those relating to the environment, climate change standards, and to the manufacture, storage, distribution, sale and use of our products, as well as to the conduct of our business generally, including labor and employment and anti-corruption; potential chemical spill or release; our commitments, goals, targets, objectives and initiatives related to sustainability; potential to incur significant tax liabilities or indemnification liabilities relating to the separation and split-off of our ChampionX business; the occurrence of litigation or claims, including class action lawsuits; the loss or insolvency of a major customer or distributor; repeated or prolonged government and/or business shutdowns or similar events; acts of war or terrorism; natural or man-made disasters; water shortages; severe weather conditions; changes in tax laws and unanticipated tax liabilities; potential loss of deferred tax assets; our indebtedness, and any failure to comply with covenants that apply to our indebtedness; potential losses arising from the impairment of goodwill or other assets; and other uncertainties or risks reported from time to time in our reports to the SEC. There can be no assurances that our earnings levels will meet investors' expectations. Except as may be required under applicable law, we do not undertake, and expressly disclaim, any duty to update our Forward-Looking Statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We use foreign currency cross currency swaps, foreign currency forward contracts, foreign currency option contracts, interest rate swap agreements, forward-starting interest rate lock contracts and foreign currency debt to manage risks associated with foreign currency exchange rates, interest rates and net investments in our foreign operations. We do not hold derivative financial instruments of a speculative nature or for trading purposes. For a more detailed discussion of derivative instruments, refer to Note 8, entitled "Derivatives and Hedging Transactions", of the consolidated financial statements located under Part I, Item 1 of this quarterly report on Form 10-Q.

Item 4. Controls and Procedures

As of September 30, 2026, we carried out an evaluation, under the supervision and with the participation of our management, including our Chairman, President and Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our Chairman, President and Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures are effective.

During the period July 1, 2026 through September 30, 2026, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

We are continuing our implementation of our enterprise resource planning ("ERP") system upgrades, which are expected to occur in phases over the next several years. These upgrades, which include supply chain and certain finance functions, are expected to improve the efficiency of certain financial and related transactional processes. These upgrades of the ERP systems will affect the processes that constitute our internal control over financial reporting and will require testing for effectiveness.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Note 16, entitled "Commitments and Contingencies" located under Part I, Item 1 of this Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors

In our report on Form 10-K for the year ended December 31, 2025, filed with the Securities and Exchange Commission on February 23, 2026, we identify under Item 1A important factors which could affect our financial performance and could cause our actual results for future periods to differ materially from our anticipated results or other expectations, including those expressed in any forward-looking statements made in this Form 10-Q. See the section entitled Forward-Looking Statements located on pages 47 and 48 of this Form 10-Q. We may also refer to such disclosure to identify factors that may cause results to differ from those expressed in other forward-looking statements made in oral presentations, including telephone conferences and/or webcasts open to the public.

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

Period	Total number of shares purchased	Average price paid per share (1)	Number of shares purchased as part of publicly announced plans or programs (2)	Maximum number of shares that may yet be purchased under the plans or programs
July 1-31, 2026	-	$-	-	3,454,001
August 1-31, 2026	-	-	-	3,454,001
September 1-30, 2026	-	-	-	3,454,001
Total	-	$-	-	3,454,001

(1) The average price paid per share includes brokerage commissions associated with publicly announced plan purchases plus the value of such other reacquired shares.

(2) As announced on November 3, 2022, our Board of Directors authorized the repurchase of up to 10,000,000 shares. Subject to market conditions, we expect to repurchase all shares under this authorization, for which no expiration date has been established, in open market or privately negotiated transactions, including pursuant to Rule 10b5-1 and accelerated share repurchase programs.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Rule 10b5-1 Plan Adoptions and Modifications

None.

Item 6. Exhibits

Exhibit No.	Document	Method of Filing
(a)	The following documents are filed as exhibits to this report:	
(15.1)	Letter regarding unaudited interim financial information.	Filed herewith electronically.
(31.1)	Rule 13a - 14(a) CEO Certification.	Filed herewith electronically.
(31.2)	Rule 13a - 14(a) CFO Certification.	Filed herewith electronically.
(32.1)	Section 1350 CEO and CFO Certifications.	Filed herewith electronically.
(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.	Filed herewith electronically.
(101.SCH)	Inline XBRL Taxonomy Extension Schema.	Filed herewith electronically.
(101.CAL)	Inline XBRL Taxonomy Extension Calculation Linkbase.	Filed herewith electronically.
(101.DEF)	Inline XBRL Taxonomy Extension Definition Linkbase.	Filed herewith electronically.
(101.LAB)	Inline XBRL Taxonomy Extension Label Linkbase.	Filed herewith electronically.
(101.PRE)	Inline XBRL Taxonomy Extension Presentation Linkbase.	Filed herewith electronically.
(104)	Cover Page Interactive Data File.	Formatted as Inline XBRL and contained in Exhibit 101.

† This exhibit is an executive compensation plan or arrangement.

SIGNATURE

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.

ECOLAB INC.

Date: October 29, 2026

By: /s/ Bryce L. Mewhorter

Bryce L. Mewhorter
Senior Vice President and Corporate Controller
(duly authorized officer and
Chief Accounting Officer)