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 March 28, 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 Number: 0-27078

HENRY SCHEIN, INC.

(Exact name of registrant as specified in its charter)

Delaware	**11-3136595**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

135 Duryea Road
Melville, New York
(Address of principal executive offices)
11747
(Zip Code)

(631) 843-5500
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $.01 per share	HSIC	The Nasdaq Global Select Market

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 ☒

As of April 27, 2026, there were 113,916,757 shares of the registrant's common stock outstanding.

HENRY SCHEIN, INC.
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PART I. FINANCIAL INFORMATION
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
HENRY SCHEIN, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

	March 28, 2026 (unaudited)	December 27, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 138	$ 156
Accounts receivable, net of allowance for credit losses of $96 and $90 (1)	1,719	1,651
Inventories, net	2,014	2,002
Prepaid expenses and other	625	655
Total current assets	4,496	4,464
Property and equipment, net	618	621
Operating lease right-of-use assets	312	301
Goodwill	4,284	4,213
Other intangibles, net	1,007	1,018
Investments and other	587	598
Total assets	$ 11,304	$ 11,215
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,043	$ 1,154
Bank credit lines	1,046	764
Current maturities of long-term debt	35	33
Operating lease liabilities	78	78
Accrued expenses:		
Payroll and related	262	340
Taxes	192	179
Other	641	680
Total current liabilities	3,297	3,228
Long-term debt (1)	2,327	2,310
Deferred income taxes	158	146
Operating lease liabilities	263	251
Other liabilities	437	486
Total liabilities	6,482	6,421
Redeemable noncontrolling interests	903	895
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value, 1,000,000 shares authorized, none outstanding	-	-
Common stock, $0.01 par value, 480,000,000 shares authorized, 114,424,682 issued and outstanding on March 28, 2026 and 115,771,149 issued and outstanding on December 27, 2025	1	1
Additional paid-in capital	167	177
Retained earnings	3,287	3,293
Accumulated other comprehensive loss	(189)	(226)
Total Henry Schein, Inc. stockholders' equity	3,266	3,245
Noncontrolling interests	653	654
Total stockholders' equity	3,919	3,899
Total liabilities, redeemable noncontrolling interests and stockholders' equity	$ 11,304	$ 11,215

(1) Amounts presented include balances held by our consolidated variable interest entity ("VIE"). At March 28, 2026 and December 27, 2025, includes trade accounts receivable of $ 442 million and $ 491 million, respectively, and long-term debt of $ 360 million and $390 million, respectively. See Note 1 – Basis of Presentation for further information.

See accompanying notes.

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HENRY SCHEIN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(in millions, except share and per share data)
(unaudited)

	Three Months Ended	
	March 28, 2026	March 29, 2025
Net sales	$ 3,368	$ 3,168
Cost of sales	2,298	2,168
Gross profit	1,070	1,000
Operating expenses:		
Selling, general and administrative	809	738
Depreciation and amortization	67	62
Restructuring and related costs	12	25
Operating income	182	175
Other income (expense):		
Interest income	7	6
Interest expense	(39)	(35)
Other, net	-	(1)
Income before taxes, equity in earnings of affiliates and noncontrolling interests	150	145
Income taxes	(38)	(35)
Equity in earnings of affiliates, net of tax	-	3
Net income	112	113
Less: Net income attributable to noncontrolling interests	(5)	(3)
Net income attributable to Henry Schein, Inc.	$ 107	$ 110
Earnings per share attributable to Henry Schein, Inc.:		
Basic	$ 0.93	$ 0.89
Diluted	$ 0.92	$ 0.88
Weighted-average common shares outstanding:		
Basic	114,939,640	123,776,073
Diluted	116,061,244	124,848,221

See accompanying notes.

HENRY SCHEIN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)
(unaudited)

	Three Months Ended	
	March 28, 2026	March 29, 2025
Net income	$ 112	$ 113
Other comprehensive income, net of tax:		
Foreign currency translation gain	32	76
Unrealized gain (loss) from hedging activities	8	(5)
Other comprehensive income, net of tax	40	71
Comprehensive income	152	184
Comprehensive income attributable to noncontrolling interests:		
Net income	(5)	(3)
Foreign currency translation gain	(3)	(9)
Comprehensive income attributable to noncontrolling interests	(8)	(12)
Comprehensive income attributable to Henry Schein, Inc.	$ 144	$ 172

See accompanying notes.

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HENRY SCHEIN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(in millions, except share data)
(unaudited)

	Common Stock $0.01 Par Value		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount					
Balance, December 27, 2025	115,771,149	$ 1	$ 177	$ 3,293	$ (226)	$ 654	$ 3,899
Net income (excluding loss of $1 attributable to Redeemable noncontrolling interests)	-	-	-	107	-	6	113
Foreign currency translation gain (excluding gain of $3 attributable to Redeemable noncontrolling interests)	-	-	-	-	29	-	29
Unrealized gain from hedging activities, net of tax of $ 3	-	-	-	-	8	-	8
Distributions from noncontrolling shareholders	-	-	-	-	-	(7)	(7)
Change in fair value of redeemable securities	-	-	(18)	-	-	-	(18)
Noncontrolling interests and adjustments related to business acquisitions and contingent consideration	-	-	28	-	-	-	28
Repurchase and retirement of common stock	(1,609,986)	-	(13)	(113)	-	-	(126)
Stock issued upon exercise of stock options	16,570	-	1	-	-	-	1
Stock-based compensation expense	383,040	-	3	-	-	-	3
Shares withheld for payroll taxes	(132,834)	-	(11)	-	-	-	(11)
Settlement of stock-based compensation awards	(3,257)	-	-	-	-	-	-
Balance, March 28, 2026	114,424,682	$ 1	$ 167	$ 3,287	$ (189)	$ 653	$ 3,919

	Common Stock $0.01 Par Value		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount					
Balance, December 28, 2024	124,155,884	$ 1	$ -	$ 3,771	$ (379)	$ 638	$ 4,031
Net income (excluding loss of $2 attributable to Redeemable noncontrolling interests)	-	-	-	110	-	5	115
Foreign currency translation gain (excluding gain of $8 attributable to Redeemable noncontrolling interests)	-	-	-	-	67	1	68
Unrealized loss from hedging activities, net of tax benefit of $ 1	-	-	-	-	(5)	-	(5)
Pension adjustment gain, net of tax of $1	-	-	-	-	-	-	-
Change in fair value of redeemable securities	-	-	(28)	-	-	-	(28)
Noncontrolling interests and adjustments related to business acquisitions and contingent consideration	-	-	(60)	-	-	-	(60)
Repurchase and retirement of common stock	(2,255,485)	-	(21)	(141)	-	-	(162)
Stock issued upon exercise of stock options	10,351	-	1	-	-	-	1
Stock-based compensation expense	520,385	-	5	-	-	-	5
Shares withheld for payroll taxes	(187,493)	-	(11)	-	-	-	(11)
Settlement of stock-based compensation awards	41	-	-	-	-	-	-
Transfer of charges in excess of capital	-	-	114	(114)	-	-	-
Balance, March 29, 2025	122,243,683	$ 1	$ -	$ 3,626	$ (317)	$ 644	$ 3,954

See accompanying notes.

HENRY SCHEIN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(unaudited)

	Three Months Ended	
	March 28, 2026	March 29, 2025
Cash flows from operating activities:		
Net income	$ 112	$ 113
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	81	73
Impairment charge on intangible assets	-	1
Non-cash restructuring and related charges	2	1
Stock-based compensation expense	3	5
Provision for losses on trade and other accounts receivable	6	2
Provision for (benefit from) deferred income taxes	2	(7)
Equity in earnings of affiliates	-	(3)
Distributions from equity affiliates	3	2
Changes in unrecognized tax benefits	(1)	2
Other	(27)	(27)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(69)	(74)
Inventories	8	(14)
Other current assets	6	75
Accounts payable and accrued expenses	(223)	(112)
Net cash provided by (used in) operating activities	(97)	37
Cash flows from investing activities:		
Purchases of property and equipment	(25)	(31)
Payments related to equity investments and business acquisitions, net of cash acquired	(24)	(51)
Proceeds from loan to affiliate	1	-
Capitalized software costs	(14)	(12)
Other	(1)	(5)
Net cash used in investing activities	(63)	(99)
Cash flows from financing activities:		
Net change in bank credit lines	283	215
Proceeds from issuance of long-term debt	57	150
Principal payments for long-term debt	(39)	(15)
Proceeds from issuance of stock upon exercise of stock options	1	1
Payments for repurchases and retirement of common stock	(125)	(161)
Payments for taxes related to shares withheld for employee taxes	(9)	(12)
Distributions to noncontrolling shareholders	(16)	(4)
Payments for contingent consideration	-	(12)
Acquisitions of noncontrolling interests in subsidiaries	(32)	(73)
Net cash provided by financing activities	120	89
Effect of exchange rate changes on cash and cash equivalents	22	(22)
Net change in cash and cash equivalents	(18)	5
Cash and cash equivalents, beginning of period	156	122
Cash and cash equivalents, end of period	$ 138	$ 127

See accompanying notes.

HENRY SCHEIN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share and per share data)
(unaudited)

Note 1 – Basis of Presentation

Our condensed consolidated financial statements include the accounts of Henry Schein, Inc. and all of our controlled subsidiaries and VIE ("we," "us" and "our"). All intercompany accounts and transactions are eliminated in consolidation. Investments in unconsolidated affiliates for which we have the ability to influence the operating or financial decisions are accounted for under the equity method.

Our accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnote disclosures required by U.S. GAAP for complete financial statements.

The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 27, 2025 and with the information contained in our other publicly-available filings with the Securities and Exchange Commission. The condensed consolidated financial statements reflect all adjustments considered necessary for a fair presentation of the consolidated results of operations and financial position for the interim periods presented. All such adjustments are of a normal recurring nature.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The results of operations for the three months ended March 28, 2026 are not necessarily indicative of the results to be expected for any other interim period or for the year ending December 26, 2026.

Our condensed consolidated financial statements reflect estimates and assumptions made by us that affect, among other things, our goodwill, long-lived asset and definite-lived intangible asset valuation; inventory valuation; equity investment valuation; assessment of the annual effective tax rate; valuation of deferred income taxes and income tax contingencies; the allowance for credit losses; fair value of contingent consideration; hedging activity; supplier rebates; measurement of compensation cost for certain share-based performance awards and cash bonus plans; and pension plan assumptions.

The primary beneficiary of a VIE is required to consolidate the assets and liabilities of the VIE. We are deemed to be the primary beneficiary of the VIE when we have the power to direct activities that most significantly affect its economic performance and have the obligation to absorb the majority of its losses or the right to receive benefits that could potentially be significant to the VIE. In determining whether we are the primary beneficiary, we consider factors such as ownership interest, debt investments, management representation, authority to control decisions, and contractual and substantive participating rights of each party. For this VIE, related to our U.S. trade accounts receivable securitization as discussed in Note 7 – Debt, the trade accounts receivable transferred to the VIE are pledged as collateral to the related debt. The VIE's creditors have recourse to us for losses on these trade accounts receivable. At March 28, 2026 and December 27, 2025, certain trade accounts receivable that can only be used to settle obligations of this VIE were $442 million and $ 491 million, respectively, and the liabilities of this VIE where the creditors have recourse to us were $60 million and $ 390 million, respectively.

HENRY SCHEIN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share and per share data)
(unaudited)

Note 2 – Significant Accounting Policies, Accounting Pronouncements Recently Adopted and Recently Issued Accounting Pronouncements

Significant Accounting Policies

There have been no material changes in our significant accounting policies during the three months ended March 28, 2026, as compared to the significant accounting policies described in Item 8 of our Annual Report on Form 10-K for the year ended December 27, 2025.

Accounting Pronouncements Recently Adopted

In July 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2025-05, "*Financial Instruments - Credit Losses (Subtopic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*," which introduces a practical expedient permitting an entity to assume that conditions at the balance sheet date remain unchanged throughout the remaining life of the asset when estimating expected credit losses on current accounts receivable and current contract assets under Topic 606 -*Revenue from Contracts with Customers* We adopted this ASU during fiscal year 2026 and elected to apply the practical expedient. The adoption did not have a material impact on our consolidated financial statements.

Recently Issued Accounting Pronouncements

In December 2025, the FASB issued ASU 2025-11, "*Interim Reporting (Topic 270): Narrow-Scope Improvements*," which is intended to improve navigability of the guidance in Topic 270, Interim Reporting, and clarify when it applies. The ASU also addresses the form and content of such financial statements and interim disclosure requirements, and establishes a principle under which an entity must disclose events since the end of the last annual reporting period that have a material impact on the entity. This ASU is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, with early adoption permitted. We are currently evaluating the impact that ASU 2025-11 will have on our consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-10, "*Government Grants (Topic 832) - Accounting for Grants Received by Business Entities*," which establishes guidance on the recognition, measurement, and presentation of government grants received by business entities. This ASU is effective for annual reporting periods beginning after December 15, 2028, and interim reporting periods within those annual reporting periods, with early adoption permitted. We are currently evaluating the impact that ASU 2025-10 will have on our consolidated financial statements and related disclosures.

In November 2025, the FASB issued ASU 2025-09, "*Derivatives and Hedging (Topic 815): Hedge Accounting Improvements*," which is intended to more closely align financial reporting with the economics of entities' risk management activities, including expanded eligibility of forecasted transactions, additional flexibility in measuring hedge effectiveness, and clarifications related to hedging non-financial items. This ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods, with early adoption permitted, and should be applied prospectively. We are currently evaluating the impact that ASU 2025-09 will have on our consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, "*Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*," which removes all references to software development project stages. The ASU requires entities to begin capitalizing software costs when management authorizes and commits to funding the software project, and it is probable that the project will be completed and the software will be used for its intended purpose. This ASU is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, with early adoption permitted. Upon adoption, the guidance can be applied prospectively, retrospectively, or with a

HENRY SCHEIN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share and per share data)
(unaudited)

modified transition approach. We are currently evaluating the impact that ASU 2025-06 will have on our consolidated financial statements.

Note 3 – Net Sales from Contracts with Customers

Net sales are recognized in accordance with policies disclosed in Item 8 of our Annual Report on Form 10-K for the year ended December 27, 2025.

Disaggregation of Net Sales

The following table disaggregates our net sales by reportable segment:

	Three Months Ended	
	March 28, 2026	March 29, 2025
Net Sales:		
Global Distribution and Value-Added Services		
Global Dental merchandise	$ 1,292	$ 1,185
Global Dental equipment	417	384
Global Value-added services	57	52
Global Dental	1,766	1,621
Global Medical	1,073	1,055
Total Global Distribution and Value-Added Services	2,839	2,676
Global Specialty Products	397	367
Global Technology	173	162
Eliminations	(41)	(37)
Total	$ 3,368	$ 3,168

Contract Liabilities

The following table presents our contract liabilities:

	As of			
Description	March 28, 2026	December 27, 2025	March 29, 2025	December 28, 2024
Current contract liabilities	$ 84	$ 81	$ 85	$ 81
Non-current contract liabilities	9	9	7	8
Total contract liabilities	$ 93	$ 90	$ 92	$ 89

During the three months ended March 28, 2026, we recognized $35 million in net sales that had been previously deferred at December 27, 2025. During the three months ended March 29, 2025, we recognized $34 million in net sales that were previously deferred at December 28, 2024. Current contract liabilities are included in accrued expenses: other and the non-current contract liabilities are included in other liabilities within our condensed consolidated balance sheets.

HENRY SCHEIN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share and per share data)
(unaudited)

Note 4– Segment Data

We conduct our business through three reportable segments: (i) Global Distribution and Value-Added Services; (ii) Global Specialty Products; and (iii) Global Technology.

We aggregate operating segments into these reportable segments based on economic similarities, the nature of their products, customer base and methods of distribution.

Global Distribution and Value-Added Services includes distribution to the global dental and medical markets of national brand and corporate brand merchandise, as well as equipment and related technical services. This segment also includes value-added services such as financial services, continuing education services, consulting and other services. This segment also markets and sells under our own corporate brand a portfolio of cost-effective, high-quality consumable merchandise. Global Specialty Products includes manufacturing, marketing and sales of dental implant and biomaterial products; and endodontic, orthodontic and orthopedic products and other health care-related products and services. Global Technology includes development and distribution of practice management software, e-services and other products, which are distributed to health care providers.

Our organizational structure also includes Corporate, which consists primarily of income and expenses associated with support functions and projects.

Our chief operating decision maker ("CODM") is our Chief Executive Officer ("CEO"). Our CODM uses adjusted operating income as the profitability metric for purposes of making decisions about allocation of resources to each segment and assessing performance of each segment. Adjusted operating income provides a measure of our underlying segment results that is in line with our approach to risk and performance management. We define adjusted operating income as operating income adjusted to exclude (a) direct cybersecurity costs and related insurance recovery proceeds, (b) amortization of acquisition intangibles, (c) organizational restructuring and related expenses, (d) impairment of intangible assets, (e) changes in fair value of contingent consideration, (f) litigation settlements, and (g) costs associated with shareholder advisory matters and select implementation related value creation consulting costs. These adjustments are either: (i) non-cash or non-recurring in nature; (ii) not allocable or controlled by the segment; or (iii) not tied to the operational performance of the segment. Assets by segment are not a measure used to assess the performance of the Company by CODM and thus are not reported in our disclosures.

HENRY SCHEIN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share and per share data)
(unaudited)

Segment adjusted operating income is presented in the following table to reconcile to operating income as presented on the condensed consolidated statement of operations. The reconciliation from operating income to income before taxes and equity in earnings of affiliates is presented on our condensed consolidated statements of income.

	Three Months Ended	
	March 28, 2026	March 29, 2025
Gross Sales:		
Global Distribution and Value-Added Services [1]	$ 2,839	$ 2,676
Global Specialty Products [2]	397	367
Global Technology [3]	173	162
Total Gross Sales	3,409	3,205
Less: Eliminations:		
Global Distribution and Value-Added Services	(3)	(4)
Global Specialty Products	(38)	(33)
Global Technology	-	-
Total Eliminations	(41)	(37)
Net Sales:		
Global Distribution and Value-Added Services	2,836	2,672
Global Specialty Products	359	334
Global Technology	173	162
Total Net Sales	3,368	3,168
Segment Cost of Sales: [4]		
Global Distribution and Value-Added Services	2,107	1,995
Global Specialty Products	177	161
Global Technology	54	52
Segment Operating Expenses: [5]		
Global Distribution and Value-Added Services	549	514
Global Specialty Products	162	150
Global Technology	73	68
Operating Income:		
Global Distribution and Value-Added Services	183	167
Global Specialty Products	58	56
Global Technology	46	42
Total Segment Operating Income	287	265
Corporate, net	(34)	(35)
Adjustments [6]	(71)	(55)
Total Operating Income	$ 182	$ 175

	Three Months Ended	
	March 28, 2026	March 29, 2025
Depreciation and Amortization:		
Global Distribution and Value-Added Services	$ 7	$ 6
Global Specialty Products	9	8
Global Technology	10	8
Total Segment Depreciation and Amortization	26	22
Corporate	10	8
Acquisition intangible amortization within adjustments [6]	45	43
Total Depreciation and Amortization	$ 81	$ 73

HENRY SCHEIN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share and per share data)
(unaudited)

(1) Global Distribution and Value-Added Services: Includes distribution of infection-control products, handpieces, preventatives, impression materials, composites, anesthetics, teeth, gypsum, acrylics, articulators, abrasives, personal protective equipment ("PPE") products, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, dental chairs, delivery units and lights, digital dental laboratories, X-ray supplies and equipment, high-tech and digital restoration equipment, equipment repair services, financial services on a non-recourse basis, continuing education services for practitioners, consulting and other services. This segment also markets and sells under our own corporate brand a portfolio of cost-effective, high-quality consumable merchandise.

(2) Global Specialty Products: Includes manufacturing, marketing and sales of dental implant and biomaterial products; and endodontic, orthodontic and orthopedic products and other health care-related products and services.

(3) Global Technology: Includes development and distribution of practice management software, e-services and other products, which are distributed to health care providers.

(4) Cost of goods sold in our Global Distribution and Value-Added Services segment and our Global Specialty Products segment includes product cost and inbound and outbound freight charges. Cost of goods sold in our Global Technology segment consists primarily of software development and third-party provider costs, including technology use and hosting fees.

(5) Significant segment operating expenses for our reportable segments and Corporate include primarily compensation costs, and to a lesser extent, rent, depreciation and maintenance costs related to operating our facilities.

(6) Adjustments represent items excluded from segment operating income to enable comparison of financial results between periods. The following table presents a breakdown of such adjustments:

	Three Months Ended	
	March 28, 2026	March 29, 2025
Adjustments:		
Restructuring and related costs	$ (12)	$ (25)
Acquisition intangible amortization	(45)	(43)
Cyber incident-insurance proceeds, net of third-party advisory expenses	-	20
Change in contingent consideration	(1)	2
Impairment of intangible assets	-	(1)
Costs associated with shareholder advisory matters and select implementation related value creation consulting costs	(13)	(8)
Total adjustments	$ (71)	$ (55)

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Note 5– Business Acquisitions

Our acquisition strategy is focused on investments in companies, including high growth high margin businesses aligned with our BOLD+1 strategy, that add new customers and sales teams, increase our geographic footprint (whether entering a new country, such as emerging markets, or building scale where we have already invested in businesses), and finally, those that enable us to access new products and technologies.

2026 Acquisitions

During the three months ended March 28, 2026, we acquired companies within the Global Distribution and Value-Added Services and Global Specialty Products segments. Our acquired ownership interest in these companies range from 90% to 100%.

The following table aggregates the preliminary estimated fair value, as of the date of the acquisition, of consideration paid and net assets acquired for acquisitions during the three months ended March 28, 2026:

	Preliminary Allocation as of March 28, 2026
Acquisition consideration:	
Cash	$ 26
Deferred consideration	5
Common (or preferred) equity instruments	23
Fair value of previously held equity method investments	32
Redeemable noncontrolling interests	7
Total consideration	$ 93
Identifiable assets acquired and liabilities assumed:	
Current assets	$ 13
Intangible assets	33
Other noncurrent assets	4
Current liabilities	(18)
Deferred income taxes	(6)
Other noncurrent liabilities	(1)
Total identifiable net assets	25
Goodwill	68
Total net assets acquired	$ 93

The accounting for acquisitions in the three months ended March 28, 2026 has not been completed in several areas, including, but not limited to, pending assessment of certain assets, primarily including identifiable intangibles, and certain liabilities, primarily including deferred income taxes.

Goodwill is a result of the synergies and cross-selling opportunities that these acquisitions are expected to provide for us, as well as the expected growth potential. The majority of the acquired goodwill is not deductible for tax purposes.

The following table summarizes the intangible assets acquired during the three months ended March 28, 2026:

	2026	Weighted Average Useful Lives (in years)
Customer relationships and lists	$ 29	9
Trademarks / Tradenames	4	5
Total	$ 33	

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During the three months ended March 28, 2026, in connection with an acquisition of a controlling interest of an affiliate, we recognized a gain of approximately $ 11 million related to the remeasurement to fair value of our previously held equity investment. Such gain was calculated using a discounted cash flow model based on Level 3 inputs, as defined in Note 6 – Fair Value Measurements which was recorded in selling, general and administrative in the condensed consolidated statements of income.

The impact of these acquisitions, individually and in the aggregate, was not considered material to our condensed consolidated financial statements.

Pro forma financial information since the acquisition date has not been presented because the impact of these acquisitions was immaterial to our condensed consolidated financial statements.

2025 Acquisitions

During the year ended December 27, 2025, we acquired companies within the Global Distribution and Value-Added Services, Global Specialty Products and Global Technology segments. Our acquired ownership interest in these companies range from 60% to 100%.

The following table aggregates the preliminary estimated fair value, as of the date of the acquisition, of consideration paid and net assets acquired for acquisitions during the year ended December 27, 2025:

	Preliminary Allocation as of March 28, 2026
Acquisition consideration:	
Cash	$ 194
Deferred consideration	3
Estimated fair value of contingent consideration payable	19
Fair value of previously held equity method investments	89
Redeemable noncontrolling interest	85
Total consideration	$ 390
Identifiable assets acquired and liabilities assumed:	
Current assets	$ 61
Intangible assets	146
Other noncurrent assets	45
Current liabilities	(27)
Long-term debt	(2)
Deferred income taxes	(23)
Other noncurrent liabilities	(7)
Total identifiable net assets	193
Goodwill	197
Total net assets acquired	$ 390

The accounting for certain acquisitions in the year ended December 27, 2025 has not been completed in several areas, including, but not limited to, pending assessment of certain assets, primarily including identifiable intangibles, and certain liabilities, primarily including deferred income taxes. Measurement period adjustments recorded through March 28, 2026 were immaterial and primarily related to certain intangible assets.

Goodwill is a result of the synergies and cross-selling opportunities that these acquisitions are expected to provide for us, as well as the expected growth potential. The majority of the acquired goodwill is not deductible for tax purposes.

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The following table summarizes the intangible assets acquired during the year ended December 27, 2025:

	2025	Weighted Average Useful Lives (in years)
Customer relationships and lists	$ 91	11
Trademarks / Tradenames	35	7
Product development	18	10
Non-compete agreements	2	5
Total	$ 146	

Pro forma financial information for our 2025 acquisitions has not been presented because the impact of these acquisitions was immaterial to our condensed consolidated financial statements.

Acquisition Costs

During the three months ended March 28, 2026 and March 29, 2025, we incurred $ 2 million and $ 2 million in acquisition costs, respectively. These costs are included in selling, general and administrative in our condensed consolidated statements of income.

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Note 6 – Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs).

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

- Level 1— Unadjusted quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.

- Level 2— Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3— Inputs that are unobservable for the asset or liability.

The following section describes the fair values of our financial instruments and the methodologies that we used to measure their fair values.

Investments and notes receivable

There are no quoted market prices available for investments in unconsolidated affiliates and notes receivable. Certain of our notes receivable contain variable interest rates. We believe the carrying amounts of the notes receivable are a reasonable estimate of fair value based on the interest rates in the applicable markets. Our notes receivable fair value is based on Level 3 inputs within the fair value hierarchy.

Debt

The fair value of our debt (including bank credit lines, current maturities of long-term debt and long-term debt) is based on Level 3 inputs within the fair value hierarchy, and as of March 28, 2026 and December 27, 2025 was estimated at $3,408 million and $ 3,107 million, respectively. Factors that we considered when estimating the fair value of our debt include market conditions, such as interest rates and credit spreads.

Derivative contracts

Derivative contracts are valued using quoted market prices and significant other observable inputs. Our derivative instruments primarily include foreign currency forward contracts, interest rate swaps and total return swaps.

The fair values for the majority of our foreign currency derivative contracts are obtained by comparing our contract rate to a published forward price of the underlying market rates, which are based on market rates for comparable transactions that are classified within Level 2 of the fair value hierarchy.

The fair value of the interest rate swap, which is classified within Level 2 of the fair value hierarchy, is determined by comparing our contract rate to a forward market rate as of the valuation date.

The fair value of total return swaps is determined by valuing the underlying exchange traded funds of the swap using market-on-close pricing by industry providers as of the valuation date that are classified within Level 2 of the fair value hierarchy.

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Redeemable noncontrolling interests

The values for redeemable noncontrolling interests are based on recent transactions and/or implied multiples of earnings that are classified within Level 3 of the fair value hierarchy. See Note 12 – Redeemable Noncontrolling Interests for additional information.

Intangible Assets

Assets measured on a non-recurring basis at fair value include intangibles. Inputs for measuring intangibles are classified as Level 3 within the fair value hierarchy.

Defined Benefit Plans

Assets of our defined benefit plans are measured on a recurring basis and are classified as Level 1 within the fair value hierarchy.

Contingent Consideration

We estimate the fair value of contingent consideration payments as part of the acquisition price and record the estimated fair value of contingent consideration as a liability on our condensed consolidated balance sheets. For transactions accounted for as business combinations, subsequent changes in the estimated fair value of contingent consideration payments are included in selling, general and administrative expenses in our condensed consolidated statements of income (see Note 5 – Business Acquisitions). For transactions involving changes in our ownership in consolidated subsidiaries without a change in our control, subsequent changes in the estimated fair value of contingent consideration payments are recognized in additional paid-in capital in our condensed consolidated balance sheets. We measure contingent consideration at the fair value on a recurring basis using significant unobservable inputs classified as Level 3 of the fair value hierarchy. We use various valuation techniques, including the Monte Carlo simulation and probability-weighted scenarios, to determine the fair value of the contingent consideration liabilities on the acquisition date and at each reporting period. Our fair value measurement inputs include expected operating performance, discount and risk-free rates, and credit spread.

Contingent consideration is remeasured to fair value at each reporting period. During the three months ended March 28, 2026, we updated the fair value of contingent consideration in connection with 2025 and 2023 business acquisitions, which resulted in expense of $ 2 million and income of $ 1 million, respectively. During the three months ended March 29, 2025, we updated the fair value of contingent consideration in connection with a 2023 business acquisition, which resulted in income of $ 2 million. These changes were recorded in selling, general and administrative in the condensed consolidated statements of income. During the three months ended March 28, 2026 and March 29, 2025, we also updated the fair value of contingent consideration related to changes in ownership in our consolidated subsidiaries. These changes were recorded within additional paid-in capital in the condensed consolidated balance sheets.

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The components of the change in the fair value of contingent consideration for the three months ended March 28, 2026 and March 29, 2025 are presented in the following table:

	Three Months Ended	
	March 28, 2026	March 29, 2025
Balance, beginning of period	$ 97	$ 30
Increase in contingent consideration due to business acquisitions and acquisitions of noncontrolling interests in subsidiaries	-	93
Decrease in contingent consideration due to payments	-	(12)
Change in fair value of contingent consideration in connection with business acquisitions	1	(2)
Change in fair value of contingent consideration in connection with changes in ownership in consolidated subsidiaries	(34)	3
Balance, end of period	$ 64	$ 112

The following table presents our assets and liabilities that are measured and recognized at fair value on a recurring basis classified under the appropriate level of the fair value hierarchy as of March 28, 2026 and December 27, 2025:

	March 28, 2026			
	Level 1	Level 2	Level 3	Total
Assets:				
Derivative contracts designated as hedges	$ -	$ 1	$ -	$ 1
Derivative contracts undesignated	-	1	-	1
Total assets	$ -	$ 2	$ -	$ 2
Liabilities:				
Derivative contracts designated as hedges	$ -	$ 11	$ -	$ 11
Derivative contracts undesignated	-	1	-	1
Total return swap	-	9	-	9
Contingent consideration	-	-	64	64
Total liabilities	$ -	$ 21	$ 64	$ 85
Redeemable noncontrolling interests	$ -	$ -	$ 903	$ 903

	December 27, 2025			
	Level 1	Level 2	Level 3	Total
Assets:				
Derivative contracts designated as hedges	$ -	$ 1	$ -	$ 1
Derivative contracts undesignated	-	1	-	1
Total return swap	-	1	-	1
Total assets	$ -	$ 3	$ -	$ 3
Liabilities:				
Derivative contracts designated as hedges	$ -	$ 23	$ -	$ 23
Derivative contracts undesignated	-	2	-	2
Contingent consideration	-	-	97	97
Total liabilities	$ -	$ 25	$ 97	$ 122
Redeemable noncontrolling interests	$ -	$ -	$ 895	$ 895

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Note 7 – Debt

Bank Credit Lines

Bank credit lines consisted of the following:

	March 28, 2026	December 27, 2025
Revolving credit agreement	$ 400	$ 100
Other short-term bank credit lines	646	664
Total	$ 1,046	$ 764

Revolving Credit Agreement

On August 20, 2021, we entered into a $1.0 billion revolving credit agreement (the "Revolving Credit Agreement") which was amended and restated on July 11, 2023 to extend the maturity date to July 11, 2028 and update the interest rate provisions to reflect the current market approach for a multicurrency facility. On June 6, 2025, we amended and restated the Revolving Credit Agreement to, among other things, modify certain financial definitions and covenants. The interest rate on this revolving credit facility is based on Term Secured Overnight Financing Rate ("Term SOFR") plus a spread based on our leverage ratio at the end of each financial reporting quarter. As of March 28, 2026 the interest rate on this revolving credit facility was 3.67% plus 1.08%, for a combined rate of 4.75%. As of December 27, 2025, the interest rate on this revolving credit facility was 3.78% plus 1.08%, for a combined rate of 4.86%.

The Revolving Credit Agreement requires, among other things, that we maintain certain maximum leverage ratios. Additionally, the Revolving Credit Agreement contains customary representations, warranties and affirmative covenants as well as customary negative covenants, subject to negotiated exceptions, on liens, indebtedness, significant corporate changes (including mergers), dispositions and certain restrictive agreements. As of March 28, 2026 and December 27, 2025, we had $400 million and $ 100 million in borrowings, respectively, under this revolving credit facility. During the three months ended March 28, 2026, the average outstanding balance under the Revolving Credit Agreement was approximately $ 327 million. As of March 28, 2026 and December 27, 2025, there were $10 million and $ 10 million of letters of credit, respectively, provided to third parties under the Revolving Credit Agreement.

Other Short-Term Bank Credit Lines

As of March 28, 2026 and December 27, 2025, we had various other short-term bank credit lines available, in various currencies, with a maximum borrowing capacity of $ 782 million and $ 787 million, respectively. As of March 28, 2026 and December 27, 2025, $ 646 million and $ 664 million, respectively, were outstanding. During the three months ended March 28, 2026, the average outstanding balances under our various other short-term bank credit lines was approximately $ 677 million. As of March 28, 2026 and December 27, 2025, borrowings under other short-term bank credit lines had weighted average interest rates of 4.54% and 4.68%, respectively.

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Long-term debt

Long-term debt consisted of the following:

	March 28, 2026	December 27, 2025
Private placement facilities	$ 1,199	$ 1,149
Term loan	749	749
U.S. trade accounts receivable securitization	360	390
Various collateralized and uncollateralized loans payable with interest, in varying installments through 2031 at interest rates from 0.00% to 6.25% at March 28, 2026 and from 0.00% to 6.75% at December 27, 2025	48	48
Finance lease obligations	6	7
Total	2,362	2,343
Less current maturities	(35)	(33)
Total long-term debt	$ 2,327	$ 2,310

Private Placement Facilities

Our private placement facilities provided by four insurance companies have a total facility amount of $1.5 billion, and are available on an uncommitted basis at fixed rate economic terms to be agreed upon at the time of issuance, from time to time through December 19, 2028. The facilities allow us to issue senior promissory notes to the lenders at a fixed rate based on an agreed upon spread over applicable treasury notes at the time of issuance. The term of each possible issuance will be selected by us and can range from five to 15 years (with an average life no longer than 12 years). The proceeds of any issuances under the facilities will be used for general corporate purposes, including working capital and capital expenditures, to refinance existing indebtedness, and/or to fund potential acquisitions. On December 19, 2025, we amended and restated our private placement facilities to, among other things, (i) extend the scheduled facility termination dates to December 19, 2028 and (ii) modify certain financial definitions and covenants. The agreements provide, among other things, that we maintain certain maximum leverage ratios, and contain restrictions relating to subsidiary indebtedness, liens, affiliate transactions, disposal of assets and certain changes in ownership. These facilities contain make-whole provisions in the event that we pay off the facilities prior to the applicable due dates.

The components of our private placement facility borrowings as of March 28, 2026, which have a weighted average interest rate of 3.99%, are presented in the following table:

Date of Borrowing	Amount of Borrowing Outstanding	Borrowing Rate	Due Date
June 16, 2017	$ 100	3.42%	June 16, 2027
September 15, 2017	100	3.52	September 15, 2029
January 2, 2018	100	3.32	January 2, 2028
September 2, 2020	100	2.35	September 2, 2030
June 2, 2021	100	2.48	June 2, 2031
June 2, 2021	100	2.58	June 2, 2033
May 4, 2023	75	4.79	May 4, 2028
May 4, 2023	75	4.84	May 4, 2030
May 4, 2023	75	4.96	May 4, 2033
May 4, 2023	150	4.94	May 4, 2033
December 15, 2025	100	5.23	December 15, 2032
December 15, 2025	75	5.28	December 15, 2032
February 24, 2026	50	5.40	February 24, 2034
Less: Deferred debt issuance costs	(1)		
Total	$ 1,199		

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The components of our private placement facility borrowings as of December 27, 2025, which have a weighted average interest rate of 3.93%, are presented in the following table:

Date of Borrowing	Amount of Borrowing Outstanding	Borrowing Rate	Due Date
June 16, 2017	$ 100	3.42%	June 16, 2027
September 15, 2017	100	3.52	September 15, 2029
January 2, 2018	100	3.32	January 2, 2028
September 2, 2020	100	2.35	September 2, 2030
June 2, 2021	100	2.48	June 2, 2031
June 2, 2021	100	2.58	June 2, 2033
May 4, 2023	75	4.79	May 4, 2028
May 4, 2023	75	4.84	May 4, 2030
May 4, 2023	75	4.96	May 4, 2033
May 4, 2023	150	4.94	May 4, 2033
December 15, 2025	100	5.23	December 15, 2032
December 15, 2025	75	5.28	December 15, 2032
Less: Deferred debt issuance costs	(1)		
Total	$ 1,149		

Term Loan

On July 11, 2023, we entered into a three-year $750 million term loan credit agreement (the "Term Credit Agreement"), which was originally scheduled to mature on July 11, 2026. On June 6, 2025, this agreement was amended and restated to, among other things, (i) extend the maturity date to June 6, 2030, and (ii) modify certain financial definitions and covenants. The interest rate on this term loan is based on the Term SOFR plus a spread based on our leverage ratio at the end of each financial reporting quarter. Beginning in June 2026 and continuing through June 2027, we are required to make quarterly payments of $5 million. In September 2027, the quarterly payment amount increases to $9 million, continuing through June 2030 with the remaining balance due June 6, 2030. As of March 28, 2026, the borrowings outstanding under this term loan were $ 749 million. At March 28, 2026, the interest rate under the Term Credit Agreement was 3.67% plus 1.25%, for a combined rate of 4.92%. As of December 27, 2025, the borrowings outstanding under this term loan were $ 749 million. At December 27, 2025, the interest rate under the Term Credit Agreement was 3.76% plus 1.25%, for a combined rate of 5.01%. After renewing the Term Credit Agreement in June of 2025, our hedged portion of the Term Credit Agreement is now approximately 89% of the notional total. As of March 28, 2026, the effective fixed rate was 5.69% and the floating rate was 4.92%, resulting in a weighted average rate of 5.60%. As of December 27, 2025, the effective fixed rate was 5.69% and the floating rate was 5.01%, resulting in a weighted average rate of 5.62%. The Term Credit Agreement requires, among other things, that we maintain certain maximum leverage ratios. Additionally, the Term Credit Agreement contains customary representations, warranties and affirmative covenants as well as customary negative covenants, subject to negotiated exceptions, on liens, indebtedness, significant corporate changes (including mergers), dispositions and certain restrictive agreements.

U.S. Trade Accounts Receivable Securitization

We have a facility agreement based on our U.S. trade accounts receivable that is structured as an asset-backed securitization program with pricing committed for up to three years. On December 6, 2024, we extended the expiration date of this facility agreement to December 6, 2027. This facility agreement has a purchase limit of $ 450 million with two banks as agents.

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As of March 28, 2026 and December 27, 2025, the borrowings outstanding under this securitization facility were $360 million and $ 390 million, respectively. At March 28, 2026, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 3.88% plus 0.75%, for a combined rate of 4.63%. At December 27, 2025, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 4.06% plus 0.75%, for a combined rate of 4.81%.

If our accounts receivable collection pattern changes due to customers either paying late or not making payments, our ability to borrow under this facility may be reduced. We are required to pay a commitment fee of 30 to 35 basis points depending upon program utilization.

Note 8 – Income Taxes

For the three months ended March 28, 2026, our effective tax rate was 25.5%, compared to 24.9% for the prior year period. The difference between our effective and federal statutory tax rates primarily relates to state and foreign income taxes and interest expense.

The total amount of unrecognized tax benefits, which are included in "other liabilities" within our condensed consolidated balance sheets, as of March 28, 2026 and December 27, 2025 was $111 million and $ 112 million, respectively, of which $ 103 million and $ 104 million, respectively, would affect the effective tax rate if recognized.

All tax returns audited by the IRS are officially closed through 2021. The tax years subject to examination by the IRS include years 2022 and forward. In addition, limited positions reported in the 2017 tax year are subject to IRS examination.

The amount of tax interest expense included as a component of the provision for taxes was $0 million and $ 1 million during the three months ended March 28, 2026 and March 29, 2025, respectively. The total amount of accrued interest is included in other liabilities within our condensed consolidated balance sheets, and was $ 22 million as of March 28, 2026 and December 27, 2025. The amount of penalties accrued for during the periods presented was not material to our condensed consolidated financial statements.

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Note 9 – Plan of Restructuring and Related Costs

On August 6, 2024, we committed to a restructuring plan (the "2024 Plan") to integrate our acquisitions, right-size operations and further increase efficiencies. We currently expect this plan to be completed by the end of 2027. During the three months ended March 28, 2026 and March 29, 2025, we recorded restructuring and related charges associated with the 2024 Plan of $12 million and $ 25 million, respectively. The restructuring and related costs for these periods primarily related to severance and employee-related costs, costs to exit facilities and other exit costs. We expect to record restructuring and related charges associated with the 2024 Plan through the end of 2027; however, an estimate of the amount of these charges for 2026 through 2027 has not yet been determined.

During the quarter ended March 28, 2026, in connection with the 2024 Plan, we recorded a loss of $ 2 million related to the disposal of businesses in the Global Specialty Products segment. This amount is included in the $ 12 million of restructuring and related charges discussed above.

Restructuring and related costs recorded for the three months ended March 28, 2026 and March 29, 2025 in connection with the 2024 Plan consisted of the following:

	Three Months Ended March 28, 2026				
	Global Distribution and Value-Added Services	Global Specialty Products	Global Technology	Corporate	Total
Severance and employee-related costs	$ 4	$ 1	$ 2	$ -	$ 7
Impairment and accelerated depreciation and amortization of right-of-use lease assets and other long-lived assets	-	1	-	-	1
Exit and other related costs	1	1	-	-	2
Loss on disposal of a business	-	2	-	-	2
Restructuring and related costs	$ 5	$ 5	$ 2	$ -	$ 12

	Three Months Ended March 29, 2025				
	Global Distribution and Value-Added Services	Global Specialty Products	Global Technology	Corporate	Total
Severance and employee-related costs	$ 10	$ 5	$ 1	$ 6	$ 22
Impairment and accelerated depreciation and amortization of right-of-use lease assets and other long-lived assets	1	-	-	-	1
Exit and other related costs	1	-	1	-	2
Restructuring and related costs	$ 12	$ 5	$ 2	$ 6	$ 25

The following table summarizes the activity related to the liabilities associated with our restructuring initiatives for the three months ended March 28, 2026. The remaining accrued balance of restructuring and related costs as of March 28, 2026, which primarily relates to severance and employee-related costs, is included in accrued expenses: other within our condensed consolidated balance sheets. Liabilities related to exited leased facilities are recorded within our current and non-current operating lease liabilities within our condensed consolidated balance sheets.

	Total
Balance, December 27, 2025	$ 49
Restructuring and related costs	12
Non-cash impairment, accelerated depreciation and amortization	(1)
Non-cash impairment on disposal of a business	(1)
Cash payments and other adjustments	(25)
Balance, March 28, 2026	$ 34

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Note 10 – Legal Proceedings

Henry Schein, Inc. was named as a defendant in multiple opioid related lawsuits (one or more of Henry Schein, Inc.'s subsidiaries was also named as a defendant in a number of those cases). Generally, the lawsuits allege that the manufacturers of prescription opioid drugs engaged in a false advertising campaign to expand the market for such drugs and their own market share and that the entities in the supply chain (including Henry Schein, Inc. and its subsidiaries) reaped financial rewards by refusing or otherwise failing to monitor appropriately and restrict the improper distribution of those drugs. The last remaining actions which were consolidated within the MultiDistrict Litigation ("MDL") proceeding In Re National Prescription Opiate Litigation (MDL No. 2804; Case No. 17-md-2804) have been settled for immaterial amounts and have been dismissed.

From time to time, we may become a party to other legal proceedings, including, without limitation, product liability claims, employment matters, commercial disputes, governmental inquiries and investigations (which may in some cases involve our entering into settlement arrangements or consent decrees), and other matters arising out of the ordinary course of our business. While the results of any legal proceeding cannot be predicted with certainty, in our opinion none of these other pending matters are currently anticipated to have a material adverse effect on our consolidated financial position, liquidity or results of operations.

As of March 28, 2026, we had accrued our best estimate of potential losses relating to claims that were probable to result in liability and for which we were able to reasonably estimate a loss. This accrued amount, as well as related expenses, was not material to our financial position, results of operations or cash flows. Our method for determining estimated losses considers currently available facts, presently enacted laws and regulations and other factors, including probable recoveries from third parties.

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Note 11 – Stock-Based Compensation

Plan Administration and Award Types

Stock-based awards are granted to certain employees under the 2024 Stock Incentive Plan and to our non-employee directors under the 2023 Non-Employee Director Stock Incentive Plan (collectively, the "Plans"), which are administered by the Compensation Committee of the Board of Directors.

- *Non-Employee Directors:* Receive awards exclusively in the form of time-based restricted stock units ("RSUs") with 12-month cliff vesting. An RSU entitles the holder to receive one share of Company common stock upon vesting.
- *Employees:* Historically, awards were granted in varying forms, including RSUs, performance-based restricted stock units ("PSUs") and non-qualified stock options. Beginning in the 2023 plan year, employee awards consist of:
  - *RSUs:* Vest based on the recipient's continued service over time.
  - *PSUs:* A PSU entitles the holder to receive one share of Company common stock upon vesting, contingent on the achievement of specified performance targets and the recipient's continued service. The number of shares that ultimately vest and are received by the recipient may range above or below the target award based on the Company's performance against pre-determined specified targets over the applicable performance period, as determined by the Compensation Committee.
  - *Non-Qualified Stock Options (granted solely to our CEO in 2026):* Non-qualified stock options ("Stock Options") are awards that allow the recipient to purchase shares of our common stock after vesting at a fixed price set at the time of grant. Stock Options are issued at an exercise price equal to our closing stock price on the date of grant and have a contractual term of ten years from the grant date, subject to earlier expiration upon certain termination events and accelerated vesting upon certain events.

Allocation and Vesting Schedules

The following table summarizes the allocation and vesting structure for our annual long-term incentive ("LTI") equity awards to employee groups during the 2025 and 2026 plan years, and for our CEO's 2026 sign-on equity award:

Employee Group	Plan Year	Award Allocation		Vesting Structure
CEO	2026	25%	RSU (time)	4-year graded (25%/year)
		25%	PSU (performance)	3-year cliff
		50%	Stock Options	4-year graded (25%/year)
	2026 (Sign-On)	100%	RSU (time)	3-year graded (33-1/3%/year)
	2025	35%	RSU (time)	4-year cliff
		65%	PSU (performance)	3-year cliff
Executive Management Committee	2026	50%	RSU (time)	4-year graded (25%/year)
		50%	PSU (performance)	3-year cliff
	2025	50%	RSU (time)	4-year cliff
		50%	PSU (performance)	3-year cliff
Vice Presidents	2026	80%	RSU (time)	4-year graded (25%/year)
		20%	PSU (performance)	3-year cliff
	2025	80%	RSU (time)	50% at 3rd year / 50% at 4th year
		20%	PSU (performance)	3-year cliff
Director Level	2026	100%	RSU (time)	4-year graded (25%/year)
	2025	100%	RSU (time)	50% at 3rd year / 50% at 4th year

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Accounting Policy Change

Effective in the first quarter of 2026, we updated our accounting policy for recognizing stock-based compensation expense for awards with service conditions only, transitioning from the graded-vesting method to the straight-line method. We adopted this change as we believe the straight-line method is the predominant practice in our industry. The effect of this change in accounting policy and its impact on our consolidated financial statements was immaterial for retrospective application.

Valuation and Performance Measurements

- RSUs and PSUs: For RSUs and PSUs, fair value is estimated based on the closing stock price on the grant date. For PSUs, the number of shares that ultimately vest and are received by the recipient and related compensation cost recognized as an expense may range above or below the target based on the Company's performance against pre-determined specified targets over the applicable performance period, as determined by the Compensation Committee.
- Stock Options: Compensation expense is recognized on a straight-line basis, and grant-date fair value is estimated using the Black-Scholes valuation model.

Performance Adjustments

The equity awards under the Plans are subject to certain pre-determined adjustments to the performance measurements to the extent that related activities were not contemplated in the original goals. With respect to PSUs granted under the 2024 Stock Incentive Plan, for the 2025, and 2026 PSUs, these adjustments may include, but are not limited to:

- Impact of acquisitions, divestitures, and new business ventures.
- Changes in the fair value of contingent consideration and remeasurement gains related to acquisitions.
- Certain capital transactions, including share repurchases.
- Impact of differences in budgeted average outstanding shares (other than those resulting from capital transactions referred to above).
- Restructuring and related costs.
- Amortization expense recorded for acquisition-related intangible assets.
- Certain litigation settlements or payments.
- Changes in accounting principles or in applicable laws or regulations.
- Changes in income tax rates in certain markets.
- Foreign exchange fluctuations.
- Intangible impairment charges.
- Costs related to shareholder advisory matters (for 2025 and 2026 PSU grants only).
- Implementation-related value creation consulting costs (for 2026 PSU grants only).

Our condensed consolidated statements of income reflect pre-tax share-based compensation expense of $3 million and $5 million for the three months ended March 28, 2026 and March 29, 2025, respectively.

Total unrecognized compensation cost related to unvested awards as of March 28, 2026 was $119 million, which is expected to be recognized over a weighted-average period of approximately 3.0 years.

Our condensed consolidated statements of cash flows present our stock-based compensation expense as a reconciling adjustment between net income and net cash provided by operating activities for all periods presented. There were no cash benefits associated with tax deductions in excess of recognized compensation for the three months ended March 28, 2026 and March 29, 2025.

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The following weighted-average assumptions were used in determining the most recent fair values of stock options using the Black-Scholes valuation model:

	2026
Expected dividend yield	0.0%
Expected stock price volatility	29.00%
Risk-free interest rate	3.82%
Expected life of options (years)	6.00

We have not declared cash dividends on our stock in the past and we do not anticipate declaring cash dividends in the foreseeable future. The expected stock price volatility is based on implied volatilities from traded options on our stock, historical volatility of our stock and other factors. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant that most closely aligns to the expected life of options. The six-year expected life of the options was determined using the simplified method for estimating the expected term as permitted under Staff Accounting Bulletin Topic 14.

The following table summarizes the stock option activity for the three months ended March 28, 2026:

	Stock Options			
	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at beginning of period	922,715	$ 72.26		
Granted	177,116	77.60		
Exercised	(16,420)	64.17		
Forfeited	(1,350)	85.51		
Outstanding at end of period	1,082,061	$ 73.24	6.1	$ 5
Options exercisable at end of period	904,945	$ 72.38		

The following tables summarize the activity of our unvested RSUs and PSUs for the three months ended March 28, 2026:

	RSUs (Time-Based)		PSUs (Performance-Based)	
	Shares/Units	Weighted Average Grant Date Fair Value Per Share	Shares/Units	Weighted Average Grant Date Fair Value Per Share
Outstanding at beginning of period	1,606,542	$ 75.69	387,960	$ 75.89
Granted	646,793	77.78	227,501	74.25
Performance adjustment	n/a	n/a	300,049	74.97
Vested	(302,090)	84.05	(80,950)	81.54
Forfeited	(43,957)	76.07	(295,611)	77.00
Outstanding at end of period	1,907,288	$ 75.06	538,949	$ 74.88

The fair value of vested RSUs and PSUs was $25 million and $ 7 million, respectively, for the three months ended March 28, 2026; and $33 million and $ 1 million, respectively, for the three months ended March 29, 2025.

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Note 12 – Redeemable Noncontrolling Interests

Some minority stockholders in certain of our subsidiaries have the right, at certain times, to require us to acquire their ownership interest in those entities at fair value. Accounting Standards Codification Topic 480-10 is applicable for noncontrolling interests where we are or may be required to purchase all or a portion of the outstanding interest in a consolidated subsidiary from the noncontrolling interest holder under the terms of a put option contained in contractual agreements. The components of the change in the redeemable noncontrolling interests for the three months ended March 28, 2026 and March 29, 2025 are presented in the following table:

	March 28, 2026	March 29, 2025
Balance, beginning of period	$ 895	$ 806
Decrease in redeemable noncontrolling interests due to acquisitions of noncontrolling interests in subsidiaries	(32)	(73)
Increase in redeemable noncontrolling interests due to business acquisitions	29	-
Net loss attributable to redeemable noncontrolling interests	(1)	(2)
Distributions declared	(9)	(2)
Effect of foreign currency translation gain attributable to redeemable noncontrolling interests	3	8
Change in fair value of redeemable securities	18	28
Balance, end of period	$ 903	$ 765

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Note 13 – Comprehensive Income

Comprehensive income includes certain gains and losses that, under U.S. GAAP, are excluded from net income and are recorded directly to stockholders' equity.

The following table summarizes our Accumulated other comprehensive loss, net of applicable taxes as of:

	March 28, 2026	December 27, 2025
Attributable to redeemable noncontrolling interests:		
Foreign currency translation adjustment	$ (23)	$ (26)
Attributable to noncontrolling interests:		
Foreign currency translation adjustment	$ 1	$ 1
Attributable to Henry Schein, Inc.:		
Foreign currency translation adjustment	$ (167)	$ (196)
Unrealized loss from hedging activities	(16)	(24)
Pension adjustment loss	(6)	(6)
Accumulated other comprehensive loss	$ (189)	$ (226)
Total Accumulated other comprehensive loss	$ (211)	$ (251)

The following table summarizes the components of comprehensive income, net of applicable taxes as follows:

	Three Months Ended	
	March 28, 2026	March 29, 2025
Net income	$ 112	$ 113
Foreign currency translation gain	32	76
Tax effect	-	-
Foreign currency translation gain	32	76
Unrealized gain (loss) from hedging activities	11	(6)
Tax effect	(3)	1
Unrealized gain (loss) from hedging activities	8	(5)
Pension adjustment gain	-	1
Tax effect	-	(1)
Pension adjustment gain	-	-
Comprehensive income	$ 152	$ 184

Our financial statements are denominated in U.S. Dollars. Fluctuations in the value of foreign currencies as compared to the U.S. Dollar may have a significant impact on our comprehensive income. The foreign currency translation gain (loss) during the three months ended March 28, 2026 and three months ended March 29, 2025 was primarily due to changes in foreign currency exchange rates of the Brazilian Real, Euro, British Pound, and Israel Shekel.

The hedging gain (loss) during the three months ended March 28, 2026 and March 29, 2025 was attributable to a net investment hedge.

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The following table summarizes our total comprehensive income, net of applicable taxes as follows:

	Three Months Ended	
	March 28, 2026	March 29, 2025
Comprehensive income attributable to Henry Schein, Inc.	$ 144	$ 172
Comprehensive income attributable to noncontrolling interests	6	6
Comprehensive income attributable to Redeemable noncontrolling interests	2	6
Comprehensive income	$ 152	$ 184

Note 14 – Earnings Per Share

Basic earnings per share is computed by dividing net income attributable to Henry Schein, Inc. by the weighted-average number of common shares outstanding for the period. Our diluted earnings per share is computed similarly to basic earnings per share, except that it reflects the effect of common shares issuable for unvested RSUs and upon exercise of stock options using the treasury stock method in periods in which they have a dilutive effect.

A reconciliation of shares used in calculating earnings per basic and diluted share follows:

	Three Months Ended	
	March 28, 2026	March 29, 2025
Basic	114,939,640	123,776,073
Effect of dilutive securities:		
Stock options and restricted stock units	1,121,604	1,072,148
Diluted	116,061,244	124,848,221

The number of antidilutive securities that were excluded from the calculation of diluted weighted average common shares outstanding are as follows:

	Three Months Ended	
	March 28, 2026	March 29, 2025
Stock options	403,885	402,268
Restricted stock units	10,315	200,568
Total anti-dilutive securities excluded from earnings per share computation	414,200	602,836

Note 15 – Supplemental Cash Flow Information

Cash paid for interest and income taxes was:

	Three Months Ended	
	March 28, 2026	March 29, 2025
Cash paid for interest	$ 33	$ 32
Cash paid for income taxes, net of refunds	24	18

For the three months ended March 28, 2026 and March 29, 2025, we had $ 11 million and $ (6) million of non-cash net unrealized gains (losses) related to hedging activities, respectively.

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Note 16 – Related Party Transactions

During 2018, we entered into a joint venture with Internet Brands to create Henry Schein One, LLC. Internet Brands initially held a 26% noncontrolling interest, which has since increased to a 33.6% noncontrolling interest in Henry Schein One, LLC, and a freestanding and separately exercisable right to put its noncontrolling interest to Henry Schein, Inc. for fair value following the fifth anniversary of the effective date of the formation of the joint venture. On January 29, 2025, Henry Schein, Inc. signed a Memorandum of Understanding with Internet Brands to extend the time-based trigger for the exercise of our call option to July 1, 2032 and to pause the exercise by Internet Brands of its put option for a period of four years, to January 29, 2029.

In connection with the formation of Henry Schein One, LLC we entered into a ten-year royalty agreement with Internet Brands whereby we will pay Internet Brands approximately $31 million annually for the use of their intellectual property. During the three months ended March 28, 2026 and March 29, 2025, we recorded $ 8 million and $8 million, respectively, within selling, general and administrative in our condensed consolidated statements of income, in connection with costs related to this royalty agreement. As of March 28, 2026 and December 27, 2025, Henry Schein One, LLC had a net payable balance to Internet Brands of $8 million and $ 9 million, respectively, comprised of amounts related to results of operations and the royalty agreement. The components of this payable are recorded within accrued expenses: other within our condensed consolidated balance sheets.

We have interests in entities that we account for under the equity accounting method. In our normal course of business, during the three months ended March 28, 2026 and March 29, 2025, we recorded net sales of $ 7 million and $13 million respectively, to such entities. During the three months ended March 28, 2026 and March 29, 2025, we purchased $2 million and $ 2 million respectively, from such entities. At March 28, 2026 and December 27, 2025, we had an aggregate $31 million and $ 39 million, respectively, due from our equity affiliates, and $ 3 million and $7 million, respectively, due to our equity affiliates.

Certain of our facilities related to our acquisitions are leased from employees and minority shareholders. These leases are classified as operating leases and have a remaining lease term ranging from less than a year to approximately 11 years. As of March 28, 2026, current and non-current liabilities associated with related party operating leases were $5 million and $ 21 million, respectively. At March 28, 2026, related party leases represented 7.0% and 7.9% of the total current and non-current operating lease liabilities, respectively. At December 27, 2025, current and non-current liabilities associated with related party operating leases were $ 5 million and $ 22 million, respectively. At December 27, 2025, related party leases represented 6.6% and 8.7% of the total current and non-current operating lease liabilities, respectively.

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Note 17 – KKR Investment and Accelerated Share Repurchase Program

On January 29, 2025, Henry Schein, Inc. announced a strategic investment by investment funds and other entities affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"), pursuant to the terms of a Strategic Partnership Agreement with KKR (the "Agreement"). Under the Agreement, two independent directors, Max Lin and William K. "Dan" Daniel (each, and any replacement thereof, a "KKR Designee"), joined our Board of Directors. On May 16, 2025, we issued 3,285,152 shares of common stock to funds affiliated with KKR for an investment of $250 million, at approximately $ 76.10 per share.

On May 19, 2025, we executed an accelerated share repurchase program to repurchase a total of $250 million of our outstanding common stock based on volume-weighted average prices. In May 2025 we received 3,122,832 shares at an estimated fair value of $224 million. In July 2025, we received an additional 368,651 shares at an estimated fair value of $26 million, representing the final amount of shares to be received under this accelerated share repurchase program.

Pursuant to the Agreement, KKR also had the ability to purchase additional shares via open market purchases up to a total equity stake of 14.9% of the outstanding shares of common stock of the Company. On November 4, 2025, the Company and KKR entered into an amendment to the Agreement that increased the beneficial ownership limit from 14.9% to 19.9% of the outstanding shares of the Company's common stock that KKR is permitted to acquire during the standstill period. The standstill provisions, including the increased ownership limit, continue in effect for a period of six months following the later of the expiration of the term of the Agreement and the date on which no director appointed pursuant to the Agreement is serving on the Board of Directors. On December 7, 2025, pursuant to the Agreement, KKR notified the Company of its election to exercise the Extension Election (as defined in the Agreement) whereby the Company's Board of Directors has accordingly renominated the KKR Designees to stand for election at the Company's upcoming 2026 annual meeting of stockholders for a term expiring at the Company's 2027 annual meeting of stockholders.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward-Looking Statements

In accordance with the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995, we provide the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. All forward-looking statements made by us are subject to risks and uncertainties and are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These statements are generally identified by the use of such terms as "may," "could," "expect," "intend," "believe," "plan," "estimate," "forecast," "project," "anticipate," "to be," "to make" or other comparable terms. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the documents we file with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K.

Risk factors and uncertainties that could cause actual results to differ materially from current and historical results include, but are not limited to: our dependence on third parties for the manufacture and supply of our products and where we manufacture products, our dependence on third parties for raw materials or purchased components; risks relating to the achievement of our strategic growth objectives, including anticipated results of restructuring and value creation initiatives; risks related to the Strategic Partnership Agreement with KKR Hawaii Aggregator L.P. entered into in January 2025; transitions in senior company leadership (including, without limitation, the transition to our new Chief Executive Officer); our ability to develop or acquire and maintain and protect new products (particularly technology and specialty products) and services and utilize new technologies that achieve market acceptance with acceptable margins; transitional challenges associated with acquisitions and joint ventures, including the failure to achieve anticipated synergies/benefits, as well as significant demands on our operations, information systems, legal, regulatory, compliance, financial and human resources functions in connection with acquisitions, dispositions and joint ventures; certain provisions in our governing documents that may discourage third-party acquisitions of us; adverse changes in supplier rebates or other purchasing incentives; risks related to the sale of corporate brand products; risks related to activist investors; security risks associated with our information systems and technology products and services, such as cyberattacks or other privacy or data security breaches (including the October 2023 incident); effects of a highly competitive (including, without limitation, competition from third-party online commerce sites) and consolidating market; political, economic and regulatory influences on the health care industry; risks from expansion of customer purchasing power and multi-tiered costing structures; increases in shipping costs for our products or other service issues with our third-party shippers, and increases in fuel and energy costs; changes in laws and policies governing manufacturing, development and investment in territories and countries where we do business; general global and domestic macro-economic and political conditions, including inflation, deflation, recession, unemployment (and corresponding increase in under-insured populations), consumer confidence, sovereign debt levels, fluctuations in energy pricing and the value of the U.S. dollar as compared to foreign currencies and changes to other economic indicators; failure to comply with existing and future regulatory requirements, including relating to health care; risks associated with the EU Medical Device Regulation; failure to comply with laws and regulations relating to health care fraud or other laws and regulations; failure to comply with laws and regulations relating to the collection, storage and processing of sensitive personal information or standards in electronic health records or transmissions; changes in tax legislation, changes in tax rates and availability of certain tax deductions; risks related to product liability, intellectual property and other claims; risks associated with customs policies or legislative import restrictions; risks associated with disease outbreaks, epidemics, pandemics (such as the COVID-19 pandemic), or similar wide-spread public health concerns and other natural or man-made disasters; risks associated with our global operations; the threat or outbreak of war (including, without limitation, geopolitical wars), terrorism or public unrest (including, without limitation, the wars in Ukraine and Iran, the Israel-Gaza war and other unrest and threats in the Middle East and the possibility of a wider European or global conflict); changes to laws and policies governing foreign trade, tariffs and sanctions or greater restrictions on imports and exports, including changes to international trade agreements and the current imposition of (and the potential for additional) tariffs by the U.S. on numerous countries and retaliatory tariffs; supply chain disruption; litigation risks; new or unanticipated litigation developments and the status of litigation matters; our dependence on our senior management, employee hiring and retention, increases in labor costs or

health care costs, and our relationships with customers, suppliers and manufacturers; and disruptions in financial markets. The order in which these factors appear should not be construed to indicate their relative importance or priority.

We caution that these factors may not be exhaustive and that many of these factors are beyond our ability to control or predict. Accordingly, any forward-looking statements contained herein should not be relied upon as a prediction of actual results. We undertake no duty and have no obligation to update forward-looking statements except as required by law.

Where You Can Find Important Information

We may disclose important information through one or more of the following channels: SEC filings, public conference calls and webcasts, press releases, the investor relations page of our website (www.henryschein.com) and the social media channels identified on the About Media Center page of our website.

Recent Developments

Chief Executive Officer

On January 12, 2026, we announced the appointment of Frederick M. Lowery as CEO, effective March 2, 2026. In connection with his appointment, Mr. Lowery joined our Board of Directors. Mr. Lowery succeeded Stanley M. Bergman, who served as CEO through March 1, 2026. Mr. Bergman retired as CEO and continues to serve as Chairman of the Board. Mr. Bergman will retire as Chairman of the Board as of the end of the 2026 Annual Meeting of Stockholders and the Board has approved the appointment of Mr. Bergman as Chairman Emeritus effective upon his retirement as Chairman. The Board intends to appoint a new Chairman promptly following the Company's 2026 annual meeting of stockholders.

Tariffs and Related Economic Conditions

The U.S. has adopted new and increased tariffs on imports from countries, which tariffs remain subject to frequently evolving exemptions and modifications, as well as to court challenges, including a recent invalidation in the Supreme Court of many of the tariffs. Some countries have imposed retaliatory tariffs and other restrictions on imports from the U.S. These developments, and anticipated future developments, have created a volatile environment for global trade, and new trade policies with individual countries. It is unclear whether, or the extent to which, the current tariffs on trade with numerous countries will remain in place, or change, the exceptions that may apply, and their timing.

The tariffs did not have a material impact on our results of operations during fiscal year 2025, although sales of U.S. dental equipment were temporarily impacted by market uncertainty related to tariffs in the second half of the quarter ended June 28, 2025.

Executive-Level Overview

Henry Schein, Inc. is a solutions company for health care professionals powered by a network of people and technology. We believe we are the world's largest provider of health care products and services primarily to office-based dental and medical practitioners, as well as alternate sites of care. We serve more than one million customers worldwide including dental practitioners, laboratories, physician practices and ambulatory surgery centers, as well as government, institutional health care clinics, home health providers, and other alternate care clinics. We believe that we have a strong brand identity due to our more than 94 years of experience distributing health care products.

We are headquartered in Melville, New York, employ more than 25,000 people (of which more than 13,000 are based outside of the United States) and have operations or affiliates in 34 countries and territories. Our broad global footprint has evolved over time through our organic growth as well as through contribution from strategic acquisitions.

We have established strategically located distribution centers around the world to enable us to better serve our customers and increase our operating efficiency. This infrastructure, together with broad product and service offerings at competitive prices, and a strong commitment to customer service, enables us to be a single source of supply for our customers' needs.

As a distributor, we market and sell branded products as well as our own corporate brand portfolio of cost-effective, high-quality consumable merchandise products. We also manufacture, source and sell a range of company-owned manufactured products, primarily implants, biomaterial products, endodontics, handpiece and small equipment, hand instrument and repair, restoratives, orthodontics, wound care, orthopedics and dental lab products. We have achieved scale in these global businesses primarily through acquisitions, as manufacturers of these products typically do not utilize a distribution channel to serve customers.

Our reportable segments consist of: (i) Global Distribution and Value-Added Services; (ii) Global Specialty Products; and (iii) Global Technology.

Global Distribution and Value-Added Services includes distribution to the global dental and medical markets of national brand and corporate brand merchandise, as well as equipment and related technical services. This segment also includes value-added services such as financial services, continuing education services, consulting and other services. This segment also markets and sells under our own corporate brand, a portfolio of cost-effective, high-quality consumable merchandise. Global Specialty Products includes manufacturing, marketing and sales of dental implant and biomaterial products; and endodontic, orthodontic and orthopedic products and other health care-related products and services. Global Technology includes development and distribution of practice management software, e-services and other products, which are distributed to health care providers.

A key element to grow closer to our customers is our One Schein initiative, which is a unified go-to-market approach that enables practitioners to work synergistically with our supply chain, equipment sales and service and other value-added services, allowing our customers to leverage the combined value that we offer through a single program. Specifically, One Schein provides customers with streamlined access to our comprehensive offering of national brand products, corporate brand products and proprietary specialty products and solutions (including implant, orthodontic and endodontic products). In addition, customers have access to a wide range of services, including software and other value-added services.

Industry Overview

In recent years, the health care industry has increasingly focused on cost containment. This trend has benefited distributors capable of providing a broad array of products and services at low prices. It also has accelerated the growth of DSOs, GPOs, HMOs, group practices, other managed care accounts and collective buying groups, which, in addition to their emphasis on obtaining products at competitive prices, tend to favor distributors capable of providing specialized management information support. We believe that the trend towards cost containment has the potential to favorably affect demand for technology solutions, including software, which can enhance the efficiency and facilitation of practice management.

Our operating results in recent years have been significantly affected by strategies and transactions that we undertook to expand our business, domestically and internationally, in part to address significant changes in the health care industry, including consolidation of health care distribution companies, health care reform, trends toward managed care, cuts in Medicare and collective purchasing arrangements.

Industry Consolidation

The health care products distribution industry, as it relates to office-based health care practitioners, is fragmented and diverse. The industry ranges from sole practitioners working out of relatively small offices to group practices or service organizations ranging in size from a few practitioners to a large number of practitioners who have combined or otherwise associated their practices.

Due in part to the inability of office-based health care practitioners to store and manage large quantities of supplies in their offices, the distribution of health care supplies and small equipment to office-based health care practitioners has been characterized by frequent, small quantity orders, and a need for rapid, reliable and substantially complete order fulfillment. The purchasing decisions within an office-based health care practice are typically made by the practitioner or an administrative assistant. Supplies and small equipment are generally purchased from more than one distributor, with one generally serving as the primary supplier.

The trend of consolidation extends to our customer base. Health care practitioners are increasingly seeking to partner, affiliate or combine with larger entities such as hospitals, health systems, group practices or physician hospital organizations. In many cases, purchasing decisions for consolidated groups are made at a centralized or professional staff level; however, orders are delivered to the practitioners' offices.

Our approach to acquisitions and joint ventures has been to expand our role as a provider of products and services to the health care industry. This trend has resulted in our expansion into service areas that complement our existing operations and provide opportunities for us to develop synergies with, and thus strengthen, the acquired businesses.

As industry consolidation continues, we believe that we are positioned to capitalize on this trend, as we believe we have the ability to support increased sales through our existing infrastructure, although there can be no assurances that we will be able to successfully accomplish this. We are focused on building relationships with decision makers who do not reside in the office-based practitioner setting.

As the health care industry continues to change, we continually evaluate possible candidates for joint venture or acquisition and intend to continue to seek opportunities to expand our role as a provider of products and services to the health care industry. There can be no assurance that we will be able to successfully pursue any such opportunity or consummate any such transaction, if pursued. If additional transactions are entered into or consummated, we would incur merger and/or acquisition-related costs, and there can be no assurance that the integration efforts associated with any such transaction would be successful.

Aging Population and Other Market Influences

The health care products distribution industry continues to experience growth due to the aging population, increased health care awareness, the proliferation of medical technology and testing, new pharmacological treatments, and expanded third-party insurance coverage, partially offset by the effects of unemployment on insurance coverage. In addition, the physician market continues to benefit from the shift of procedures and diagnostic testing from acute care settings to alternate-care sites, particularly physicians' offices.

According to the U.S. Census Bureau's International Database, between 2026 and 2036, the 45 and older population is expected to grow by approximately 10%. Between 2026 and 2046, this age group is expected to grow by approximately 17%. This compares with expected total U.S. population growth rates of approximately 4% between 2026 and 2036 and approximately 6% between 2026 and 2046.

According to the U.S. Census Bureau's International Database, in 2026 there are approximately seven million Americans aged 85 years or older, the segment of the population most in need of long-term care and elder-care

services. By the year 2050, that number is projected to increase to approximately 17 million. The population aged 65 to 84 years is projected to increase by approximately 12% during the same period.

As a result of these market dynamics, annual expenditures for health care services continue to increase in the United States. We believe that demand for our products and services will grow while continuing to be impacted by current and future operating, economic and industry conditions. The Centers for Medicare and Medicaid Services, or CMS, published "National Health Expenditure Data" indicating that total national health care spending reached approximately $5.3 trillion in 2024, or 18.0% of the nation's gross domestic product, the benchmark measure for annual production of goods and services in the United States. Health care spending is projected to reach approximately $8.6 trillion by 2033, or 20.3% of the nation's projected gross domestic product.

We believe similar demographic changes are also occurring in other markets we serve outside the U.S.

Government

Certain of our businesses involve the distribution, manufacturing, importation, exportation, marketing, sale and/or promotion of pharmaceuticals, medical devices and/or in vitro diagnostics and in this regard, we are subject to extensive local, state, federal and foreign governmental laws and regulations, including as applicable to our wholesale distribution of pharmaceuticals, medical devices, and in vitro diagnostics; manufacturing activities; and as part of our specialty home medical supplies businesses that distribute and sell medical equipment and supplies directly to patients. Federal, state and certain foreign governments have also increased enforcement activity in the health care sector, particularly in areas of fraud and abuse, anti-bribery and anti-corruption, controlled substances handling, medical device regulations and data privacy and security standards.

Certain of our businesses involve pharmaceuticals and/or medical devices, including orthopaedic, software regulated as a medical device, and sales of medical equipment and supplies directly to patients, that are paid for by third parties and/or patients and must operate in compliance with a variety of burdensome and complex coding, billing and record-keeping requirements in order to substantiate claims for payment under federal, state and commercial/private health care reimbursement programs.

Government and private insurance programs fund a large portion of the total cost of medical care, and there have been efforts to limit such private and government insurance programs, including efforts, thus far unsuccessful, to seek repeal of the entire United States Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, each enacted in March 2010.

Certain of our businesses are subject to various additional federal, state, local and foreign laws and regulations, including with respect to the sale, transportation, importation, storage, handling and disposal of hazardous or potentially hazardous substances; "forever chemicals" such as per-and polyfluoroalkyl substances; warnings related to potential cancer or reproductive harm linked to chemicals; amalgam bans; pricing disclosures; supply chain transparency around human trafficking and forced labor practices; and safe working conditions. In addition, activities to control medical costs, including laws and regulations lowering reimbursement rates for pharmaceuticals, medical devices, medical supplies and/or medical treatments or services, are ongoing. Laws and regulations are subject to change and their evolving implementation may impact our operations and financial performance.

Certain of our businesses also maintain contracts with governmental agencies and are subject to certain regulatory requirements specific to government contractors.

Our businesses are generally subject to numerous laws and regulations that could impact our financial performance, and failure to comply with such laws or regulations could have a material adverse effect on our businesses. A few noteworthy or recent items that may impact our businesses are noted below:

- Effective February 2, 2026, the FDA's Quality Management System Regulation (QMSR) harmonizes 21 CFR Part 820 with the internationally recognized ISO 13485:2016 standard for quality management systems. Concurrently, the FDA retired their QSIT inspection framework and implemented a new inspection framework under Compliance Program 7382.850, *Inspection of Medical Device Manufacturers,*

to align inspections with ISO's focus on overall system effectiveness, integrated risk management, supplier oversight, and CAPA performance.

- On March 18, 2026, the Council of the EU and two European Parliament committees adopted their joint negotiating position on the European Commission's November 2025 proposed *Digital Omnibus on AI Regulation*. Trilogue negotiations will commence among the Parliament, Council, and Commission to agree on a final version of the text. Any adopted changes would amend the AI Act, which has a staggered implementation timeline running until full applicability in August 2026.

- On March 26, 2026, the European Parliament formally adopted the EU Directive on Combating Corruption, which establishes a harmonized, criminal law framework to prevent and combat corruption, such as bribery in the public and private sectors, across the EU. The Directive will enter into force on the twentieth day following its publication in the *Official Journal of the European Union*. Member States must transpose the Directive into local laws, regulations and administrative provisions within two (2) years (with limited exceptions) to reflect the Directive's harmonized definitions of corruption-related offenses and penalty structures.

- Directive No. 2025/794 of April 14, 2025, known as the "Stop-the-Clock" Directive, amended Directives (EU) 2022/2464 (CSRD) by introducing a uniform two-year postponement of the sustainability reporting requirements for financial years beginning on or after January 1, 2025 and on or after January 1, 2026. It also extends the deadline for transposing Directive (EU) 2024/1760 (CSDDD) by one year (i.e., July 26, 2027) and the date of application of the transposed provisions depending on the type of companies subject to it (July 26, 2028 or July 26, 2029, as applicable).

- Regulation (EU) 2025/327 of February 11, 2025 on the European Health Data Space and amending Directive 2011/24/EU and Regulation (EU) 2024/2847 establishes the European Health Data Space (EHDS) by providing for common rules, standards and infrastructures and a governance framework, with a view to facilitating access to electronic health data for the purpose of primary use and secondary use of this data. This could potentially affect Henry Schein or its customers.

- The U.S. has adopted new and increased tariffs on imports from countries, and such tariffs remain subject to frequently evolving exemptions and modifications, as well as to court challenges, including a recent invalidation in the Supreme Court of many of the tariffs, such as IEEPA tariffs, on February 20, 2026. Some countries have imposed retaliatory tariffs and other restrictions on imports from the U.S. These developments, and anticipated future developments, have created a volatile environment for global trade, and new trade policies with individual countries. It is unclear whether, or the extent to which, the current tariffs on trade with numerous countries will remain in place, or change, the exceptions that may apply, and their timing.

- In the United States, the One Big Beautiful Bill Act ("OBBBA"), signed into law on July 4, 2025, includes a number of provisions that are expected to result in reductions in the number of Medicaid enrollees, as well as reductions in federal funding to state Medicaid programs, resulting in potentially adverse impacts on utilization of services and coverage of products. The OBBBA also includes changes to corporate tax rates, limitations on certain deductions and modifications to international tax provisions.

A more detailed discussion of laws, regulations and governmental activity is included in Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in our Annual Report on Form 10-K for the fiscal year ended December 27, 2025, filed with the SEC on February 24, 2026.

Results of Operations

The following tables summarize the significant components of our operating results and cash flows for the three months ended March 28, 2026 and March 29, 2025 (in millions):

	Three Months Ended	
	March 28, 2026	March 29, 2025
Operating results:		
Net sales	$ 3,368	$ 3,168
Cost of sales	2,298	2,168
Gross profit	1,070	1,000
Operating expenses:		
Selling, general and administrative	809	738
Depreciation and amortization	67	62
Restructuring and related costs	12	25
Operating income	$ 182	$ 175
Other expense, net	$ (32)	$ (30)
Income taxes	(38)	(35)
Net income	112	113
Net income attributable to Henry Schein, Inc.	107	110

	Three Months Ended	
	March 28, 2026	March 29, 2025
Cash flows:		
Net cash provided by (used in) operating activities	$ (97)	$ 37
Net cash used in investing activities	(63)	(99)
Net cash provided by financing activities	120	89

Plan of Restructuring and Related Costs

On August 6, 2024, we committed to a restructuring plan (the "2024 Plan") to integrate our acquisitions, right-size operations and further increase efficiencies. We currently expect this plan to be completed by the end of 2027. During the three months ended March 28, 2026 and March 29, 2025, we recorded restructuring and related charges associated with the 2024 Plan of $12 million and $25 million, respectively. The restructuring and related costs for these periods primarily related to severance and employee-related costs, costs to exit facilities and other exit costs. We expect to record restructuring and related charges associated with the 2024 Plan through the end of 2027; however, an estimate of the amount of these charges for 2026 through 2027 has not yet been determined.

During the quarter ended March 28, 2026, in connection with the 2024 Plan, we recorded a loss of $2 million related to the disposal of businesses in the Global Specialty Products segment. This amount is included in the $12 million of restructuring and related charges discussed above.

Three Months Ended March 28, 2026 Compared to Three Months Ended March 29, 2025

Note: Percentages for Net Sales; Gross Profit; Operating Expenses; Other Expense, Net; and Income Taxes are based on actual values and may not recalculate due to rounding.

Our reportable segments are determined based on how our Chief Executive Officer manages the business, assesses performance and allocates resources. We have three reportable segments: (i) Global Distribution and Value-Added Services; (ii) Global Specialty Products; and (iii) Global Technology.

Net Sales

Net sales by reportable segment and by major product or service type were as follows:

	March 28, 2026	% of Total	March 29, 2025	% of Total	Increase / (Decrease) $	Increase / (Decrease) %
Global Distribution and Value-Added Services						
Global Dental Merchandise[1]	$ 1,292	38.4 %	$ 1,185	37.4 %	$ 107	9.0%
Global Dental Equipment[2]	417	12.4	384	12.1	33	8.6
Global Value-Added Services[3]	57	1.7	52	1.7	5	10.6
Global Dental	1,766	52.5	1,621	51.2	145	9.0
Global Medical[4]	1,073	31.8	1,055	33.3	18	1.7
Total Global Distribution and Value-Added Services	2,839	84.3	2,676	84.5	163	6.1
Global Specialty Products[5]	397	11.8	367	11.6	30	8.1
Global Technology[6]	173	5.1	162	5.1	11	7.0
Eliminations	(41)	(1.2)	(37)	(1.2)	(4)	n/a
Total	$ 3,368	100.0 %	$ 3,168	100.0 %	$ 200	6.3

(1) Includes infection-control products, handpieces, preventatives, impression materials, composites, anesthetics, teeth, gypsum, acrylics, articulators, abrasives, PPE products and our own corporate brand of consumable merchandise.
(2) Includes dental chairs, delivery units and lights, digital dental laboratories, X-ray supplies and equipment, equipment repair services and high-tech and digital restoration equipment.
(3) Consists of financial services on a non-recourse basis, continuing education services for practitioners, consulting and other services.
(4) Includes branded and generic pharmaceuticals, home solutions products, vaccines, surgical products, diagnostic tests, infection-control products, X-ray products, equipment, PPE products, and vitamins.
(5) Includes manufacturing, marketing and sales of dental implant and biomaterial products; and endodontic, orthodontic and orthopedic products and other health care-related products and services.
(6) Consists of the development and distribution of practice management software, e-services and other technology-enabled products for health care providers.

The components of our sales growth were as follows:

	Constant Currency Growth/(Decline)				
	Local Internal Growth	Acquisition Growth/ (Decline)	Total Constant Currency Growth	Foreign Exchange Impact	Total Sales Growth
Global Distribution and Value-Added Services					
Global Dental Merchandise	3.0 %	1.2 %	4.2 %	4.8 %	9.0 %
Global Dental Equipment	3.5	-	3.5	5.1	8.6
Global Value-Added Services	7.8	1.2	9.0	1.6	10.6
Global Dental	3.2	1.0	4.2	4.8	9.0
Global Medical	1.3	0.1	1.4	0.3	1.7
Total Global Distribution and Value-Added Services	2.5	0.6	3.1	3.0	6.1
Global Specialty Products	1.7	1.7	3.4	4.7	8.1
Global Technology	6.9	(1.3)	5.6	1.4	7.0
Total	2.5	0.7	3.2	3.1	6.3

Global Sales

Global net sales for the three months ended March 28, 2026 increased 6.3%, attributable to internal growth of 2.5%, acquisition growth of 0.7%, and an increase in foreign exchange of 3.1%. The components of our sales increase are presented in the table above.

Global Distribution and Value-Added Services Sales

Global Distribution and Value-Added Services net sales for the three months ended March 28, 2026 increased 6.1%. The components of our sales increase are presented in the table above.

The 3.2% increase in internally generated local currency dental sales was primarily due to sales growth in U.S., growth in traditional dental equipment in the U.S. and international markets, and value-added services sales attributable to increased sales in our practice transitions business.

The 1.3% increase in internally generated local currency medical sales was attributable to growth of our Home Solutions business and dialysis products, partially offset by lower point of care diagnostic test products related to respiratory illness.

Global Specialty Products Sales

Global Specialty Products net sales for the three months ended March 28, 2026 increased 8.1%. The components of our sales increase are presented in the table above.

The 1.7% increase in internally generated local currency sales was attributable to growth in our value implant and biomaterial businesses.

Global Technology Sales

Global Technology net sales for the three months ended March 28, 2026 increased 7.0%. The components of sales growth are presented in the table above.

The internally generated local currency increase of 6.9% in Global Technology sales was primarily attributable to the adoption of our core practice management solutions, particularly our cloud-based platforms.

Gross Profit

Gross profit and gross margin percentages by segment and in total were as follows:

	March 28, 2026	Gross Margin %	March 29, 2025	Gross Margin %	Increase / (Decrease) $	Increase / (Decrease) %
Global Distribution and Value-Added Services	$ 732	25.8%	$ 681	25.4%	$ 51	7.6 %
Global Specialty Products	220	55.3	206	56.0	14	6.7
Global Technology	119	68.6	110	67.9	9	8.2
Corporate	(1)	n/a	3	n/a	(4)	n/a
Total	$ 1,070	31.8	$ 1,000	31.6	$ 70	7.1

Gross margin may not be comparable to that of other distribution companies due to differing industry practices in the classification of distribution network costs. Gross margin percentages also vary across our segments, reflecting differences in business models. The Global Specialty Products segment generates higher gross margins, as it primarily includes products we develop and manufacture, compared to the Global Distribution and Value-Added Services segment, which principally distributes third-party and corporate brand products. While the Global Specialty Products segment has increasingly leveraged the Global Distribution and Value-Added Services segment as a sales channel, the impact on overall margins has not been material. The Global Technology segment also generates higher gross margins, reflecting our role as both developer and provider of software products and services.

Within our Global Distribution and Value-Added Services segment, gross profit margins may fluctuate between the periods as a result of the changes in product mix and customer mix. With respect to customer mix, sales to our large-group customers are typically completed at lower gross margins as a result of higher sales volumes, while sales to office-based practitioners generally carry higher gross margins due to lower volumes.

The increase in Global Distribution and Value-Added Services gross profit for the three months ended March 28, 2026 compared to the prior-year-period is due primarily to increased internally generated sales volume as described above. The increase in gross margin rates was attributable primarily to the impact of higher gross margins in the Global Distribution and Value-added Services and Global Technology businesses as well as favorable business mix.

The increase in Global Specialty Products gross profit primarily reflects increased internally generated sales volume and gross profit from acquisitions. The decrease in gross margin rates was due to product mix.

The increase in Global Technology gross profit is the result primarily of higher internally generated sales. The increase in gross margin rates was due to product mix.

Operating Expenses

Operating expenses (consisting of selling, general and administrative expenses; depreciation and amortization; and restructuring and related costs) by segment were as follows:

	March 28, 2026	% of Respective Sales	March 29, 2025	% of Respective Sales	Increase / (Decrease) $	Increase / (Decrease) %
Global Distribution and Value-Added Services	$ 549	19.4%	$ 514	19.2%	$ 35	7.0%
Global Specialty Products	162	40.7	150	40.7	12	8.2
Global Technology	73	41.8	68	42.1	5	6.4
Corporate	33	n/a	38	n/a	(5)	n/a
	817	24.3	770	24.3	47	6.1
Adjustments (1)	71	n/a	55	n/a	16	n/a
Total operating expenses	$ 888	26.4	$ 825	26.0	$ 63	7.8

(1) Adjustments represent items excluded from segment operating income to enable comparison of financial results between periods. These items may vary independently of business performance. Please see Note 4 – Segment Data. These adjustments (current quarter vs. prior quarter) consist of (i) acquisition intangible amortization ($45 million vs. $43 million), (ii) restructuring and related costs ($12 million vs. $25 million), (iii) change in contingent consideration ($1 million vs. $(2) million), (iv) cyber incident-insurance proceeds, net of third-party advisory expenses (no activity) vs. $(20) million net proceeds), (v) impairment of intangible assets (no activity) vs. $1 million), and (vi) costs associated with shareholder advisory matters and implementation related select value creation consulting costs ($13 million vs. $8 million).

The net increase in operating expenses was attributable to the following:

	Operating Costs (excluding acquisitions)	Acquisitions	Adjustments	Total
Global Distribution and Value-Added Services	$ 30	$ 5	$ -	$ 35
Global Specialty Products	6	6	-	12
Global Technology	5	-	-	5
Corporate	(5)	-	-	(5)
	36	11	-	47
Adjustments	-	-	16	16
Total operating expenses	$ 36	$ 11	$ 16	$ 63

The components of the net increase in total operating expenses are presented in the table above. The increase in operating costs (excluding acquisitions) during the three months ended March 28, 2026 was primarily attributable to unfavorable impact of foreign exchange rates. During the three months ended March 28, 2026, our operating costs were favorably impacted by the remeasurement to the fair value of a previously held equity investment of $11 million within our Global Specialty Products segment. During the three months ended March 29, 2025, our operating costs were favorably impacted by insurance proceeds of $20 million related to the October 2023 cyber incident included in the Adjustments category.

Other Expense, Net

Other expense, net was as follows:

	March 28, 2026	March 29, 2025	Variance $	Variance %
Interest income	$ 7	$ 6	$ 1	21.8%
Interest expense	(39)	(35)	(4)	(12.6)
Other, net	-	(1)	1	n/a
Other expense, net	$ (32)	$ (30)	$ (2)	(8.0)

Interest income increased primarily due to increased interest rates. Interest expense increased primarily due to increased borrowings.

Income Taxes

Our effective tax rate was 25.5% for the three months ended March 28, 2026, compared to 24.9% for the prior year period. The difference between our effective and federal statutory tax rates primarily relates to state and foreign income taxes and interest expense.

Liquidity and Capital Resources

Our principal capital requirements have included funding of acquisitions, purchases of additional noncontrolling interests, repayments of debt principal, the funding of working capital needs, purchases of fixed assets and repurchases of common stock. Working capital requirements generally result from increased sales, special inventory forward buy-in opportunities and payment terms for receivables and payables. Historically, sales have tended to be stronger during the second half of the year and special inventory forward buy-in opportunities have been most prevalent just before the end of the year, and have caused our working capital requirements to be higher from the end of the third quarter to the end of the first quarter of the following year.

We finance our business primarily through cash generated from our operations, revolving credit facilities and debt placements. Please see Note 7 – Debt for further information. Our ability to generate sufficient cash flows from operations is dependent on the continued demand of our customers for our products and services, and access to products and services from our suppliers.

Our business requires a substantial investment in working capital, which is susceptible to fluctuations during the year as a result of inventory purchase patterns and seasonal demands. Inventory purchase activity is a function of sales activity, special inventory forward buy-in opportunities and our desired level of inventory.

We finance our business to provide adequate funding for at least 12 months. Funding requirements are based on forecasted profitability and working capital needs, which, on occasion, may change. Consequently, we may change our funding structure to reflect any new requirements.

Our acquisition strategy is focused on investments in companies, including high growth high margin businesses aligned with our BOLD+1 strategy, that add new customers and sales teams, increase our geographic footprint (whether entering a new country, such as emerging markets, or building scale where we have already invested in businesses), and finally, those that enable us to access new products and technologies.

We believe that our cash and cash equivalents, our ability to access private debt markets and public equity markets, and our available funds under existing credit facilities provide us with sufficient liquidity to meet our currently foreseeable short-term and long-term capital needs.

Net cash used in operating activities was $97 million for the three months ended March 28, 2026, compared to net cash provided by operating activities of $37 million for the prior year. The net change of $134 million was primarily attributable to changes in working capital accounts (primarily accounts receivable, inventory, and accounts payable and accrued expenses), partially offset by an increase in operating income.

Net cash used in investing activities was $63 million for the three months ended March 28, 2026, compared to net cash used in investing activities of $99 million for the prior year. The net change of $36 million was primarily attributable to lower acquisition activity.

Net cash provided by financing activities was $120 million for the three months ended March 28, 2026, compared to net cash provided by financing activities of $89 million for the prior year. The net change of $31 million was primarily due to a reduction in acquisitions of noncontrolling interests in subsidiaries, and decreased repurchases of common stock, partially offset by decreased net borrowings.

The following table summarizes selected measures of liquidity and capital resources:

	March 28, 2026	December 27, 2025
Cash and cash equivalents	$ 138	$ 156
Working capital[1]	1,199	1,236
Debt:		
Bank credit lines	$ 1,046	$ 764
Current maturities of long-term debt	35	33
Long-term debt	2,327	2,310
Total debt	$ 3,408	$ 3,107
Leases:		
Current operating lease liabilities	$ 78	$ 78
Non-current operating lease liabilities	263	251

(1) Includes $442 million and $491 million of certain accounts receivable which serve as security for U.S. trade accounts receivable securitization at March 28, 2026 and December 27, 2025, respectively.

Our cash and cash equivalents consist of bank balances and investments in money market funds representing overnight investments with a high degree of liquidity.

Accounts receivable days sales outstanding and inventory turns

Our accounts receivable days sales outstanding from operations increased to 45.7 days as of March 28, 2026 from 44.1 days as of March 29, 2025. During the three months ended March 28, 2026, we wrote off approximately $5 million of fully reserved accounts receivable against our trade receivable reserve. Our inventory turns from operations decreased to 4.6 as of March 28, 2026 from 4.8 as of March 29, 2025. Our working capital accounts may be impacted by current and future economic conditions.

Leases

We have operating and finance leases for corporate offices, office space, distribution and other facilities, vehicles and certain equipment. Our leases have remaining terms of less than one year to approximately 22 years, some of which may include options to extend the leases for up to 10 years. As of March 28, 2026, our right-of-use assets related to operating leases were $312 million and our current and non-current operating lease liabilities were $78 million and $263 million, respectively.

Stock Repurchases

On January 27, 2025, our Board of Directors authorized the repurchase of up to an additional $500 million in shares of our common stock.

On May 19, 2025, we executed an accelerated share repurchase program to repurchase a total of $250 million of our outstanding common stock based on volume-weighted average prices. In May 2025, we received 3,122,832 shares at an estimated fair value of $224 million. In July 2025, we received an additional 368,651 shares at an estimated fair value of $26 million, representing the final amount of shares to be received under this accelerated share repurchase program.

On September 8, 2025, our Board of Directors authorized the repurchase of up to an additional $750 million in shares of our common stock.

From March 3, 2003 through March 28, 2026, we repurchased $6.1 billion, or 109,486,614 shares, under our common stock repurchase programs, with $655 million available as of March 28, 2026 for future share repurchases.

Redeemable Noncontrolling Interests

Some minority stockholders in certain of our subsidiaries have the right, at certain times, to require us to acquire their ownership interest in those entities at fair value. Accounting Standards Codification Topic 480-10 is applicable for noncontrolling interests where we are or may be required to purchase all or a portion of the outstanding interest in a consolidated subsidiary from the noncontrolling interest holder under the terms of a put option contained in contractual agreements. As of March 28, 2026 and December 27, 2025, our balance for redeemable noncontrolling interests was $903 million and $895 million, respectively. Please see Note 12 – Redeemable Noncontrolling Interests for further information.

Critical Accounting Estimates

There have been no material changes in our critical accounting estimates from those disclosed in Item 7 of our Annual Report on Form 10-K for the year ended December 27, 2025.

Accounting Standards Update

For a discussion of accounting standards updates that have been adopted or will be adopted, see Note 2 - Significant Accounting Policies, Accounting Pronouncements Recently Adopted and Recently Issued Accounting Pronouncements of the Notes to the Condensed Consolidated Financial Statements included under Item 1.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our exposure to market risk from that disclosed in Item 7A of our Annual Report on Form 10-K for the year ended December 27, 2025.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our management, including our principal executive officer and principal financial officer, concluded that our disclosure controls and procedures were effective as of March 28, 2026, to ensure that all material information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to them as appropriate to allow timely decisions regarding required disclosure and that all such information is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and the rules of the Nasdaq stock exchange.

Changes in Internal Control over Financial Reporting

The combination of acquisitions, continued acquisition integrations and system implementation activity undertaken during the quarter ended March 28, 2026, and carried over from prior quarters, when considered in the aggregate, represents a material change in our internal control over financial reporting.

During the quarter ended March 28, 2026, we completed the acquisition of a controlling interest of a Global Specialty Products segment affiliate and a Global Distribution and Value-Added Services segment business in the U.S. Also, post-acquisition integration related activities continued for businesses acquired during prior quarters within our Global Specialty Products segment. These acquisitions, the majority of which utilize separate information and financial accounting systems, have been included in our condensed consolidated financial statements since their respective dates of acquisition.

Additionally, during the quarter ended March 28, 2026, we continued systems implementation activities for the phased roll-out of a new e-commerce system for our Global Distribution and Value-Added Services segment in the U.S. and Canada.

All acquisitions, continued acquisition integrations, and system implementation activities involve necessary and appropriate change-management controls that are considered in our quarterly assessment of the design and operating effectiveness of our internal control over financial reporting.

Limitations of the Effectiveness of Internal Control

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For a discussion of Legal Proceedings, see Note 10 – Legal Proceedings of the Notes to the Condensed Consolidated Financial Statements included under Item 1.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in Part I, Item 1A, of our Annual Report on Form 10-K for the year ended December 27, 2025.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of Equity Securities by the Issuer

Our share repurchase program, announced on March 3, 2003, originally allowed us to repurchase up to two million shares pre-stock splits (eight million shares post-stock splits) of our common stock, which represented approximately 2.3% of the shares outstanding at the commencement of the program. Subsequent additional increases since 2003 that have aggregated to an additional $6.7 billion, authorized by our Board, to the repurchase program provide for a total of $6.8 billion (including $500 million authorized on January 27, 2025 and an additional $750 million authorized on September 8, 2025) of shares of our common stock to be repurchased under this program, with $655 million currently available for future share repurchases.

On May 19, 2025, we executed an accelerated share repurchase program to repurchase a total of $250 million of our outstanding common stock based on volume-weighted average prices. In May 2025 we received 3,122,832 shares at an estimated fair value of $224 million. In July 2025, we received an additional 368,651 shares at an estimated fair value of $26 million, representing the final amount of shares to be received under this accelerated share repurchase program.

As of March 28, 2026, we had repurchased approximately $6.1 billion of common stock (109,486,614) shares under these initiatives, with $655 million available for future share repurchases.

The following table summarizes repurchases of our common stock under our stock repurchase program during the fiscal quarter ended March 28, 2026:

Fiscal Month	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Our Publicly Announced Program	Maximum Number of Shares that May Yet Be Purchased Under Our Program (2)
12/28/2025 through 1/31/2026	720,444	$ 77.25	720,444	9,595,535
2/1/2026 through 2/28/2026	565,846	78.37	565,846	8,252,525
3/1/2026 through 3/28/2026	323,696	77.23	323,696	9,083,576
	1,609,986		1,609,986	

(1) All repurchases were executed in the open market under our existing publicly announced authorized program.

(2) The maximum number of shares that may yet be purchased under this program is determined at the end of each month based on the closing price of our common stock at that time. This table excludes shares withheld from employees to satisfy minimum tax withholding requirements for equity-based transactions.

ITEM 6. EXHIBITS

31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
32.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.+
99.1	Form of 2026 Restricted Stock Unit Agreement for time-based restricted stock unit awards pursuant to the Henry Schein, Inc. 2024 Stock Incentive Plan (as amended and restated on May 21, 2024).**+
99.2	Form of 2026 Stock Option Agreement pursuant to the Henry Schein, Inc. 2024 Stock Incentive Plan (as amended and restated effective as of May 21, 2024) (Frederick M. Lowery).**+
99.3	Form of 2026 Restricted Stock Unit Agreement for time-based restricted stock unit awards pursuant to the Henry Schein, Inc. 2023 Non-Employee Director Stock Incentive Plan (as amended and restated effective as of May 23, 2023) (Stanley M. Bergman).**+
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document+
101.SCH	Inline XBRL Taxonomy Extension Schema Document+
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document+
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document+
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document+
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document+
104	The cover page of Henry Schein, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 28, 2026, formatted in Inline XBRL (included within Exhibit 101 attachments).+

+ Filed or furnished herewith.
** Indicates management contract or compensatory plan or agreement.

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.

Henry Schein, Inc.
(Registrant)

By: /s/ RONALD N. SOUTH
Ronald N. South
Senior Vice President and
Chief Financial Officer
(Authorized Signatory and Principal Financial and Accounting Officer)

Dated: May 5, 2026