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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 26, 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 October 26, 2026, there were 110,538,542 shares of the registrant's common stock outstanding.

HENRY SCHEIN, INC.
INDEX

PART I. FINANCIAL INFORMATION

		Page
ITEM 1.	**Condensed Consolidated Financial Statements:**	
	Condensed Consolidated Balance Sheets as of September 26, 2026 and December 27, 2025	3
	Condensed Consolidated Statements of Income for the three and nine months ended September 26, 2026 and September 27, 2025	4
	Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 26, 2026 and September 27, 2025	5
	Condensed Consolidated Statement of Changes in Stockholders' Equity for the three months ended September 26, 2026 and September 27, 2025	6
	Condensed Consolidated Statement of Changes in Stockholders' Equity for the nine months ended September 26, 2026 and September 27, 2025	7
	Condensed Consolidated Statements of Cash Flows for the nine months ended September 26, 2026 and September 27, 2025	8
	Notes to Condensed Consolidated Financial Statements	9
	Note 1 – Basis of Presentation	9
	Note 2 – Significant Accounting Policies, Accounting Pronouncements Recently Adopted and Recently Issued Accounting Pronouncements	10
	Note 3 – Net Sales from Contracts with Customers	11
	Note 4 – Segment Data	12
	Note 5 – Business Acquisitions	15
	Note 6 – Fair Value Measurements	18
	Note 7 – Debt	21
	Note 8 – Income Taxes	24
	Note 9 – Plan of Restructuring and Related Costs	25
	Note 10 – Legal Proceedings	26
	Note 11 – Stock-Based Compensation	27
	Note 12 – Redeemable Noncontrolling Interests	30
	Note 13 – Comprehensive Income	31
	Note 14 – Earnings Per Share	32
	Note 15 – Supplemental Cash Flow Information	32
	Note 16 – Related Party Transactions	33
	Note 17 – KKR Investment and Accelerated Share Repurchase Program	34
ITEM 2.	**Management's Discussion and Analysis of Financial Condition and Results of Operations**	35
ITEM 3.	**Quantitative and Qualitative Disclosures About Market Risk**	52
ITEM 4.	**Controls and Procedures**	53
	PART II. OTHER INFORMATION	
ITEM 1.	**Legal Proceedings**	54
ITEM 1A.	**Risk Factors**	54
ITEM 2.	**Unregistered Sales of Equity Securities and Use of Proceeds**	54
ITEM 5.	**Other Information**	55
ITEM 6.	**Exhibits**	55
	Signature	56

Table of Contents

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

	September 26, 2026	December 27, 2025
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 184	$ 156
Accounts receivable, net of allowance for credit losses of $83 and $90 (1)	1,875	1,651
Inventories, net	2,050	2,002
Prepaid expenses and other	667	655
Total current assets	4,776	4,464
Property and equipment, net	619	621
Operating lease right-of-use assets	336	301
Goodwill	4,270	4,213
Other intangibles, net	921	1,018
Investments and other	588	598
Total assets	$ 11,510	$ 11,215
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,203	$ 1,154
Bank credit lines	1,000	764
Current maturities of long-term debt	142	33
Operating lease liabilities	79	78
Accrued expenses:		
Payroll and related	325	340
Taxes	191	179
Other	658	680
Total current liabilities	3,598	3,228
Long-term debt (1)	2,382	2,310
Deferred income taxes	152	146
Operating lease liabilities	288	251
Other liabilities	359	486
Total liabilities	6,779	6,421
Redeemable noncontrolling interests	914	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, 110,538,632 issued and outstanding on September 26, 2026 and 115,771,149 issued and outstanding on December 27, 2025	1	1
Additional paid-in capital	140	177
Retained earnings	3,205	3,293
Accumulated other comprehensive loss	(187)	(226)
Total Henry Schein, Inc. stockholders' equity	3,159	3,245
Noncontrolling interests	658	654
Total stockholders' equity	3,817	3,899
Total liabilities, redeemable noncontrolling interests and stockholders' equity	$ 11,510	$ 11,215

(1) Amounts presented include balances held by our consolidated variable interest entity ("VIE"). At September 26, 2026 and December 27, 2025, amounts include trade accounts receivable of $ 606 million and $ 491 million, respectively, and long-term debt of $525 million and $ 390 million, respectively. See Note 1 – Basis of Presentation for further information.

See accompanying notes.

Table of Contents

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

	Three Months Ended		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Net sales	$ 3,471	$ 3,339	$ 10,297	$ 9,747
Cost of sales	2,366	2,313	7,021	6,705
Gross profit	1,105	1,026	3,276	3,042
Operating expenses:				
Selling, general and administrative	819	760	2,459	2,276
Depreciation and amortization	71	68	208	194
Restructuring and related costs	22	34	63	82
Operating income	193	164	546	490
Other income (expense):				
Interest income	9	9	24	24
Interest expense	(42)	(38)	(124)	(111)
Other, net	-	(1)	1	(3)
Income before taxes, equity in earnings of affiliates and noncontrolling interests	160	134	447	400
Income taxes	(37)	(28)	(109)	(94)
Equity in earnings of affiliates, net of tax	3	3	2	10
Net income	126	109	340	316
Less: Net income attributable to noncontrolling interests	(7)	(8)	(20)	(19)
Net income attributable to Henry Schein, Inc.	$ 119	$ 101	$ 320	$ 297
Earnings per share attributable to Henry Schein, Inc.:				
Basic	$ 1.07	$ 0.84	$ 2.83	$ 2.44
Diluted	$ 1.06	$ 0.84	$ 2.80	$ 2.42
Weighted-average common shares outstanding:				
Basic	111,272,868	120,199,552	113,220,442	121,965,991
Diluted	112,538,936	121,036,247	114,338,114	122,840,062

See accompanying notes.

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

	Three Months Ended		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Net income	$ 126	$ 109	$ 340	$ 316
Other comprehensive income, net of tax:				
Foreign currency translation gain (loss)	(3)	(1)	34	208
Unrealized gain (loss) from hedging activities	-	4	9	(22)
Other comprehensive income (loss), net of tax	(3)	3	43	186
Comprehensive income	123	112	383	502
Comprehensive income attributable to noncontrolling interests:				
Net income	(7)	(8)	(20)	(19)
Foreign currency translation loss (gain)	-	2	(4)	(29)
Comprehensive income attributable to noncontrolling interests	(7)	(6)	(24)	(48)
Comprehensive income attributable to Henry Schein, Inc.	$ 116	$ 106	$ 359	$ 454

See accompanying notes.

Table of Contents

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	Retained	Accumulated Other Comprehensive	Noncontrolling	Total Stockholders'
	Shares	Amount	Capital	Earnings	Income (Loss)	Interests	Equity
Balance, June 27, 2026	111,916,222	$ 1	$ 140	$ 3,200	$ (184)	$ 660	$ 3,817
Net income (excluding loss of $2 attributable to Redeemable noncontrolling interests)	-	-	-	119	-	9	128
Foreign currency translation gain (excluding $0 attributable to Redeemable noncontrolling interests)	-	-	-	-	(3)	-	(3)
Unrealized gain from hedging activities, net of tax of $ 1	-	-	-	-	-	-	-
Distributions from noncontrolling shareholders	-	-	-	-	-	(11)	(11)
Change in fair value of redeemable securities	-	-	(21)	-	-	-	(21)
Noncontrolling interests and adjustments related to business acquisitions and contingent consideration	-	-	23	-	-	-	23
Repurchase and retirement of common stock	(1,442,218)	-	(12)	(114)	-	-	(126)
Stock issued upon exercise of stock options	28,682	-	2	-	-	-	2
Stock-based compensation expense	71,459	-	10	-	-	-	10
Shares withheld for payroll taxes	(35,597)	-	(2)	-	-	-	(2)
Settlement of stock-based compensation awards	84	-	-	-	-	-	-
Balance, September 26, 2026	110,538,632	$ 1	$ 140	$ 3,205	$ (187)	$ 658	$ 3,817

	Common Stock $0.01 Par Value		Additional Paid-in	Retained	Accumulated Other Comprehensive	Noncontrolling	Total Stockholders'
	Shares	Amount	Capital	Earnings	Income (Loss)	Interests	Equity
Balance, June 28, 2025	121,895,045	$ 1	$ 186	$ 3,485	$ (227)	$ 643	$ 4,088
Net income (excluding loss of $1 attributable to Redeemable noncontrolling interests)	-	-	-	101	-	7	108
Foreign currency translation gain (loss) (excluding loss of $ attributable to Redeemable noncontrolling interests)	-	-	-	-	1	(1)	-
Unrealized gain from hedging activities, net of tax of $ 1	-	-	-	-	4	-	4
Contributions from noncontrolling shareholders	-	-	-	-	-	12	12
Change in fair value of redeemable securities	-	-	(12)	-	-	-	(12)
Noncontrolling interests and adjustments related to business acquisitions and contingent consideration	-	-	14	-	-	-	14
Repurchase and retirement of common stock	(3,335,985)	-	7	(211)	-	-	(204)
Stock issued upon exercise of stock options	2,446	-	-	-	-	-	-
Stock-based compensation expense	9,789	-	12	-	-	1	13
Shares withheld for payroll taxes	(3,442)	-	-	-	-	-	-
Settlement of stock-based compensation awards	64	-	-	-	-	-	-
Balance, September 27, 2025	118,567,917	$ 1	$ 207	$ 3,375	$ (222)	$ 662	$ 4,023

See accompanying notes.

Table of Contents

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	Retained	Accumulated Other Comprehensive	Noncontrolling	Total Stockholders'
	Shares	Amount	Capital	Earnings	Income (Loss)	Interests	Equity
Balance, December 27, 2025	115,771,149	$ 1	$ 177	$ 3,293	$ (226)	$ 654	$ 3,899
Net income (excluding loss of $2 attributable to Redeemable noncontrolling interests)	-	-	-	320	-	22	342
Foreign currency translation gain (excluding gain of $4 attributable to Redeemable noncontrolling interests)	-	-	-	-	30	-	30
Unrealized gain from hedging activities, net of tax of $ 4	-	-	-	-	9	-	9
Net distributions to noncontrolling shareholders	-	-	-	-	-	(18)	(18)
Change in fair value of redeemable securities	-	-	(55)	-	-	-	(55)
Noncontrolling interests and adjustments related to business acquisitions and contingent consideration	-	-	49	-	-	-	49
Repurchase and retirement of common stock	(5,660,464)	-	(46)	(408)	-	-	(454)
Stock issued upon exercise of stock options	54,984	-	4	-	-	-	4
Stock-based compensation expense	566,204	-	26	-	-	-	26
Shares withheld for payroll taxes	(190,274)	-	(15)	-	-	-	(15)
Settlement of stock-based compensation awards	(2,967)	-	-	-	-	-	-
Balance, September 26, 2026	110,538,632	$ 1	$ 140	$ 3,205	$ (187)	$ 658	$ 3,817

	Common Stock $0.01 Par Value		Additional Paid-in	Retained	Accumulated Other Comprehensive	Noncontrolling	Total Stockholders'
	Shares	Amount	Capital	Earnings	Income (Loss)	Interests	Equity
Balance, December 28, 2024	124,155,884	$ 1	$ -	$ 3,771	$ (379)	$ 638	$ 4,031
Net income (excluding $0 attributable to Redeemable noncontrolling interests)	-	-	-	297	-	19	316
Foreign currency translation gain (excluding gain of $28 attributable to Redeemable noncontrolling interests)	-	-	-	-	179	1	180
Unrealized loss from hedging activities, net of tax benefit of $ 8	-	-	-	-	(22)	-	(22)
Pension adjustment gain, net of tax of $1	-	-	-	-	-	-	-
Net contributions from noncontrolling shareholders	-	-	-	-	-	5	5
Purchase of noncontrolling interests	-	-	(1)	-	-	(1)	(2)
Change in fair value of redeemable securities	-	-	(50)	-	-	-	(50)
Noncontrolling interests and adjustments related to business acquisitions and contingent consideration	-	-	(46)	-	-	(1)	(47)
Issuance of common stock	3,285,152	-	250	-	-	-	250
Repurchase and retirement of common stock	(9,249,302)	-	(75)	(579)	-	-	(654)
Stock issued upon exercise of stock options	16,538	-	1	-	-	-	1
Stock-based compensation expense	556,270	-	28	-	-	1	29
Shares withheld for payroll taxes	(196,742)	-	(14)	-	-	-	(14)
Settlement of stock-based compensation awards	117	-	-	-	-	-	-
Transfer of charges in excess of capital	-	-	114	(114)	-	-	-
Balance, September 27, 2025	118,567,917	$ 1	$ 207	$ 3,375	$ (222)	$ 662	$ 4,023

See accompanying notes.

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

	Nine Months Ended	
	September 26, 2026	September 27, 2025
Cash flows from operating activities:		
Net income	$ 340	$ 316
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	251	229
Impairment charge on intangible assets	-	1
Non-cash restructuring and related charges	4	7
Stock-based compensation expense	26	29
Provision for losses on trade and other accounts receivable	16	9
Benefit from deferred income taxes	(2)	-
Equity in earnings of affiliates	(2)	(10)
Distributions from equity affiliates	6	9
Changes in unrecognized tax benefits	(17)	6
Other	(26)	(44)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(238)	(198)
Inventories	(41)	(25)
Other current assets	(21)	(3)
Accounts payable and accrued expenses	10	5
Net cash provided by operating activities	306	331
Cash flows from investing activities:		
Purchases of property and equipment	(85)	(96)
Payments related to equity investments and business acquisitions, net of cash acquired	(30)	(112)
Proceeds from loan to affiliate	3	2
Capitalized software costs	(45)	(38)
Other	(16)	(9)
Net cash used in investing activities	(173)	(253)
Cash flows from financing activities:		
Net change in bank credit lines	237	257
Proceeds from issuance of long-term debt	239	314
Principal payments for long-term debt	(60)	(28)
Debt issuance costs	(3)	(2)
Proceeds from issuance of stock upon exercise of stock options	4	1
Payments for repurchases and retirement of common stock	(450)	(650)
Issuance of common stock	-	250
Payments for taxes related to shares withheld for employee taxes	(15)	(14)
Distributions to noncontrolling shareholders	(44)	(12)
Payments for contingent consideration	(4)	(19)
Acquisitions of noncontrolling interests in subsidiaries	(42)	(79)
Net cash provided by (used in) financing activities	(138)	18
Effect of exchange rate changes on cash and cash equivalents	33	(82)
Net change in cash and cash equivalents	28	14
Cash and cash equivalents, beginning of period	156	122
Cash and cash equivalents, end of period	$ 184	$ 136

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 and nine months ended September 26, 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 September 26, 2026 and December 27, 2025, certain trade accounts receivable that can only be used to settle obligations of this VIE were $ 606 million and $ 491 million, respectively, and the liabilities of this VIE where the creditors have recourse to us were $ 425 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 and nine months ended September 26, 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 May 2026, the FASB issued ASU 2026-02, "*Environmental Credits and Environmental Credit Obligations (Topic 818)*," which establishes recognition, measurement, presentation, and disclosure requirements for environmental credits and related environmental credit obligations. 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 will be applied retrospectively. We do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

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 interim reporting periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted, and may be applied prospectively or retrospectively. 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 do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

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.

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

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

In November 2024, the FASB issued ASU 2024-03, "*Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosure (Subtopic 220-40): Disaggregation of Income Statement Expenses*", which requires additional disclosure about the specific expense categories in the notes to financial statements at interim and annual reporting periods. The amendments in this ASU do not change or remove current expense disclosure requirements, but affect where this information appears in the notes to financial statements. This ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. Upon adoption, the guidance can be applied prospectively or retrospectively. We are currently evaluating the impact that ASU 2024-03 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		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Net Sales:				
Global Distribution and Value-Added Services				
Global Dental merchandise	$ 1,295	$ 1,210	$ 3,924	$ 3,613
Global Dental equipment	449	440	1,322	1,263
Global Value-added services	62	64	180	174
Global Dental	1,806	1,714	5,426	5,050
Global Medical	1,138	1,126	3,268	3,197
Total Global Distribution and Value-Added Services	2,944	2,840	8,694	8,247
Global Specialty Products	391	369	1,207	1,122
Global Technology	181	173	535	502
Eliminations	(45)	(43)	(139)	(124)
Total	$ 3,471	$ 3,339	$ 10,297	$ 9,747

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

Contract Liabilities

The following table presents our contract liabilities:

Description	As of September 26, 2026	December 27, 2025	September 27, 2025	December 28, 2024
Current contract liabilities	$ 82	$ 81	$ 79	$ 81
Non-current contract liabilities	9	9	9	8
Total contract liabilities	$ 91	$ 90	$ 88	$ 89

During the nine months ended September 26, 2026, we recognized $ 65 million in net sales that had been previously deferred at December 27, 2025. During the nine months ended September 27, 2025, we recognized $ 66 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.

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: (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 income. 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		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Gross Sales:				
Global Distribution and Value-Added Services [1]	$ 2,944	$ 2,840	$ 8,694	$ 8,247
Global Specialty Products[2]	391	369	1,207	1,122
Global Technology [3]	181	173	535	502
Total Gross Sales	3,516	3,382	10,436	9,871
Less: Eliminations:				
Global Distribution and Value-Added Services	(4)	(5)	(13)	(13)
Global Specialty Products	(41)	(38)	(126)	(111)
Global Technology	-	-	-	-
Total Eliminations	(45)	(43)	(139)	(124)
Net Sales:				
Global Distribution and Value-Added Services	2,940	2,835	8,681	8,234
Global Specialty Products	350	331	1,081	1,011
Global Technology	181	173	535	502
Total Net Sales	3,471	3,339	10,297	9,747
Segment Cost of Sales:[4]				
Global Distribution and Value-Added Services	2,186	2,138	6,460	6,176
Global Specialty Products	169	165	532	501
Global Technology	56	58	165	163
Segment Operating Expenses:[5]				
Global Distribution and Value-Added Services	537	524	1,649	1,567
Global Specialty Products	166	133	499	442
Global Technology	72	69	222	206
Operating Income:				
Global Distribution and Value-Added Services	221	178	585	504
Global Specialty Products	56	71	176	179
Global Technology	53	46	148	133
Total Segment Operating Income	330	295	909	816
Corporate, net	(51)	(33)	(127)	(99)
Adjustments[6]	(86)	(98)	(236)	(227)
Total Operating Income	$ 193	$ 164	$ 546	$ 490

	Three Months Ended		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Depreciation and Amortization:				
Global Distribution and Value-Added Services	$ 8	$ 7	$ 22	$ 20
Global Specialty Products	10	11	28	28
Global Technology	10	9	31	26
Total Segment Depreciation and Amortization	28	27	81	74
Corporate	14	7	35	22
Acquisition intangible amortization within adjustments[6]	44	46	135	133
Total Depreciation and Amortization	$ 86	$ 80	$ 251	$ 229

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		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Adjustments:				
Restructuring and related costs	$ (22)	$ (34)	$ (63)	$ (82)
Acquisition intangible amortization	(44)	(46)	(135)	(133)
Cyber incident-insurance proceeds, net of third-party advisory expenses	-	-	-	20
Change in contingent consideration	(1)	(6)	-	(4)
Litigation settlements	(1)	(2)	(1)	(3)
Impairment of intangible assets	-	-	-	(1)
Costs associated with shareholder advisory matters and select implementation related value creation consulting costs	(18)	(10)	(37)	(24)
Total adjustments	$ (86)	$ (98)	$ (236)	$ (227)

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

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 nine months ended September 26, 2026, we acquired companies within the Global Distribution and Value-Added Services and Global Specialty Products segments. Our acquired ownership interest in these companies ranged 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 nine months ended September 26, 2026:

	Preliminary Allocation as of September 26, 2026
Acquisition consideration:	
Cash	$ 26
Deferred consideration	5
Subsidiary common equity issued to sellers	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	$ 10
Intangible assets	35
Other noncurrent assets	3
Current liabilities	(10)
Deferred income taxes	(6)
Other noncurrent liabilities	(1)
Total identifiable net assets	31
Goodwill	62
Total net assets acquired	$ 93

The accounting for acquisitions in the nine months ended September 26, 2026 has not been completed in several areas, including, but not limited to, pending assessment of certain assets and certain liabilities.

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 nine months ended September 26, 2026:

	2026	Weighted Average Useful Lives (in years)
Customer relationships and lists	$ 31	7
Trademarks / Tradenames	4	5
Total	$ 35	

During the nine months ended September 26, 2026, in connection with acquisitions of controlling interests of affiliates, we recognized a gain of approximately $ 11 million related to the remeasurement to fair value of our

previously held equity investment, recognized during the first quarter. 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, individually and in the aggregate, 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 final 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:

	Final Allocation
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	$ 57
Intangible assets	146
Other noncurrent assets	50
Current liabilities	(25)
Long-term debt	(2)
Deferred income taxes	(21)
Other noncurrent liabilities	(6)
Total identifiable net assets	199
Goodwill	191
Total net assets acquired	$ 390

During the nine months ended September 26, 2026, we completed the accounting for all acquisitions that occurred in the year ended December 27, 2025. Measurement period adjustments recorded through September 26, 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.

During the three and nine months ended September 27, 2025, in connection with acquisitions of controlling interests of affiliates, we recognized gains of approximately $ 28 million and $ 32 million, respectively, related to the remeasurement to fair value of our previously held equity investments. Such gains were calculated using a

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

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 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	$ 87	10
Trademarks / Tradenames	40	7
Product development	18	10
Non-compete agreements	1	5
Total	$ 146	

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

Acquisition Costs

During the three and nine months ended September 26, 2026, we incurred $ 0 million and $ 3 million in acquisition costs, respectively. During the three and nine months ended September 27, 2025, we incurred $ 1 million and $ 4 million in acquisition costs, respectively. These costs are included in selling, general and administrative in our condensed consolidated statements of income.

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

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 September 26, 2026 and December 27, 2025 was estimated at $3,524 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

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

using market-on-close pricing by industry providers as of the valuation date that are classified within Level 2 of the fair value hierarchy.

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 certain of our non-U.S. 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.

The components of the change in the fair value of contingent consideration for the three and nine months ended September 26, 2026 and September 27, 2025 are presented in the following table:

	Three Months Ended		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Balance, beginning of period	$ 58	$ 106	$ 97	$ 30
Increase in contingent consideration due to business acquisitions and acquisitions of noncontrolling interests in subsidiaries	-	1	-	95
Decrease in contingent consideration due to payments	(1)	-	(5)	(19)
Change in fair value of contingent consideration in connection with business acquisitions[1]	1	7	-	5
Change in fair value of contingent consideration in connection with changes in ownership in consolidated subsidiaries[2]	(31)	(18)	(65)	(15)
Balance, end of period	$ 27	$ 96	$ 27	$ 96

(1) Amounts are recorded in selling, general and administrative in the condensed consolidated statements of income.
(2) Amounts are recorded in additional paid-in capital in the condensed consolidated balance sheets.

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

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 September 26, 2026 and December 27, 2025:

	September 26, 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	$ -	$ 7	$ -	$ 7
Derivative contracts undesignated	-	1	-	1
Total return swap	-	2	-	2
Contingent consideration	-	-	27	27
Total liabilities	$ -	$ 10	$ 27	$ 37
Redeemable noncontrolling interests	$ -	$ -	$ 914	$ 914

	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

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

Note 7 – Debt

Bank Credit Lines

Bank credit lines consisted of the following:

	September 26, 2026	December 27, 2025
Revolving credit agreement	$ 200	$ 100
Other short-term bank credit lines	800	664
Total	$ 1,000	$ 764

Revolving Credit Agreement

On August 20, 2021, we entered into a $1.0 billion revolving credit agreement (the "Revolving Credit Agreement"). On September 21, 2026, we amended and restated the Revolving Credit Agreement to, among other things, (i) increase the aggregate revolving credit commitments from $ 1.0 billion to $ 1.25 billion, (ii) extend the maturity date to September 19, 2031, and (iii) 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 September 26, 2026 the interest rate on this revolving credit facility was 3.89% plus 1.08%, for a combined rate of 4.97%. 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 September 26, 2026 and December 27, 2025, we had $200 million and $ 100 million in borrowings, respectively, under this revolving credit facility. During the nine months ended September 26, 2026, the average outstanding balance under the Revolving Credit Agreement was approximately $ 444 million. As of September 26, 2026 and December 27, 2025, there were $11 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 September 26, 2026 and December 27, 2025, we had various other short-term bank credit lines available, in various currencies, with a maximum borrowing capacity of $ 887 million and $ 787 million, respectively. As of September 26, 2026 and December 27, 2025, $ 800 million and $ 664 million, respectively, were outstanding. During the nine months ended September 26, 2026, the average outstanding balance under our various other short-term bank credit lines was approximately $ 631 million. As of September 26, 2026 and December 27, 2025, borrowings under other short-term bank credit lines had weighted average interest rates of 4.66% and 4.68%, respectively.

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

Long-term debt

Long-term debt consisted of the following:

	September 26, 2026	December 27, 2025
Private placement facilities	$ 1,199	$ 1,149
Term loan	740	749
U.S. trade accounts receivable securitization	525	390
Various collateralized and uncollateralized loans payable with interest, in varying installments through 2031 at interest rates from 0.00% to 6.50% at September 26, 2026 and from 0.00% to 6.75% at December 27, 2025	54	48
Finance lease obligations	6	7
Total	2,524	2,343
Less current maturities	(142)	(33)
Total long-term debt	$ 2,382	$ 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 September 26, 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		

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

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. On September 21, 2026, this agreement was amended to 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 September 26, 2026, the borrowings outstanding under this term loan were $ 740 million. At September 26, 2026, the interest rate under the Term Credit Agreement was 3.77% plus 1.25%, for a combined rate of 5.02%. 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%. 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 September 24, 2026, we amended the facility to increase the purchase limit from $ 450 million to $ 525 million, with the addition of a third bank as an agent, and extended the expiration date to September 24, 2029.

As of September 26, 2026 and December 27, 2025, the borrowings outstanding under this securitization facility were $525 million and $ 390 million, respectively. At September 26, 2026, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 4.03% plus 0.77%, for a combined rate of 4.80%. 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%.

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

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 September 26, 2026, our effective tax rate was 23.1%, compared to 21.3% 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. For the three months ended September 27, 2025, the difference was further impacted by the tax treatment associated with the acquisition of a controlling interest of a previously held non-controlling equity investment.

For the nine months ended September 26, 2026, our effective tax rate was 24.5% compared to 23.5% 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. For the nine months ended September 27, 2025, the difference was further impacted by the tax treatment associated with the acquisition of a controlling interest of a previously held non-controlling equity investment.

The total amount of unrecognized tax benefits, which are included in "other liabilities" within our condensed consolidated balance sheets, as of September 26, 2026 and December 27, 2025 was $90 million and $ 112 million, respectively, of which $ 83 million and $ 104 million, respectively, would affect the effective tax rate if recognized.

All tax returns audited by the IRS are officially closed through 2022. The tax years subject to examination by the IRS include years 2023 and forward. In addition, limited positions reported in the 2017 tax year are subject to IRS examination.

During the three months ended September 26, 2026 and September 27, 2025, the amount of tax interest income/(expense) included as a component of the provision for taxes was $ 1 million and $ (2) million, respectively. During the nine months ended September 26, 2026 and September 27, 2025, the amount of tax interest income/(expense) included as a component of the provision for taxes was $ 3 million and $ (3) million, respectively. The total amount of accrued interest is included in other liabilities within our condensed consolidated balance sheets, and was $18 million as of September 26, 2026 and $ 22 million as of December 27, 2025. The amount of penalties accrued for during the periods presented was not material to our condensed consolidated financial statements.

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

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 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 nine months ended September 26, 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 $63 million of restructuring and related charges presented below.

Restructuring and related costs recorded for the three and nine months ended September 26, 2026 and September 27, 2025 in connection with the 2024 Plan consisted of the following:

	Three Months Ended September 26, 2026				
	Global Distribution and Value-Added Services	Global Specialty Products	Global Technology	Corporate	Total
Severance and employee-related costs	$ 6	$ 4	$ 2	$ 8	$ 20
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
Restructuring and related costs	$ 6	$ 5	$ 3	$ 8	$ 22

	Three Months Ended September 27, 2025				
	Global Distribution and Value-Added Services	Global Specialty Products	Global Technology	Corporate	Total
Severance and employee-related costs	$ 13	$ 4	$ 1	$ 9	$ 27
Impairment and accelerated depreciation and amortization of right-of-use lease assets and other long-lived assets	-	4	(1)	-	3
Exit and other related costs	1	3	-	-	4
Restructuring and related costs	$ 14	$ 11	$ -	$ 9	$ 34

	Nine Months Ended September 26, 2026				
	Global Distribution and Value-Added Services	Global Specialty Products	Global Technology	Corporate	Total
Severance and employee-related costs	$ 22	$ 11	$ 7	$ 14	$ 54
Impairment and accelerated depreciation and amortization of right-of-use lease assets and other long-lived assets	-	2	1	-	3
Exit and other related costs	2	2	-	-	4
Loss on disposal of a business	-	2	-	-	2
Restructuring and related costs	$ 24	$ 17	$ 8	$ 14	$ 63

	Nine Months Ended September 27, 2025				
	Global Distribution and Value-Added Services	Global Specialty Products	Global Technology	Corporate	Total
Severance and employee-related costs	$ 34	$ 14	$ 2	$ 17	$ 67
Impairment and accelerated depreciation and amortization of right-of-use lease assets and other long-lived assets	1	6	(1)	-	6
Exit and other related costs	4	3	1	-	8
Loss on disposal of a business	1	-	-	-	1
Restructuring and related costs	$ 40	$ 23	$ 2	$ 17	$ 82

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

The following table summarizes the activity related to the liabilities associated with our restructuring initiatives for the nine months ended September 26, 2026. The remaining accrued balance of restructuring and related costs as of September 26, 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	63
Non-cash impairment, accelerated depreciation and amortization	(3)
Non-cash impairment related to disposal of a business	(2)
Cash payments and other adjustments	(62)
Balance, September 26, 2026	$ 45

Note 10 – Legal Proceedings

From time to time, Henry Schein, Inc. may become a party to legal proceedings, involving, 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 pending matters are currently anticipated to have a material adverse effect on our consolidated financial position, liquidity or results of operations.

As of September 26, 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.

HENRY SCHEIN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share and per share data)
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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 (succeeded by the Henry Schein Leadership Team in July 2026)	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

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

Accounting Policy Change

Effective in the first quarter of 2026, we updated our accounting policy for recognizing stock-based compensation expense for graded-vesting awards with service conditions only, transitioning from the accelerated 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 $10 million and $26 million for the three and nine months ended September 26, 2026, respectively. For the three and nine months ended September 27, 2025, we recorded pre-tax share-based compensation expense of $13 million and $ 29 million, respectively.

Total unrecognized compensation cost related to unvested awards as of September 26, 2026 was $102 million, which is expected to be recognized over a weighted-average period of approximately 2.5 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 nine months ended September 26, 2026 and September 27, 2025.

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

The following weighted-average assumptions were used in determining the fair values of stock options issued during the nine months ended September 26, 2026 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 grant date fair value for stock options granted during the nine months ended September 26, 2026 was $28.23 per share.

The following table summarizes the stock option activity for the nine months ended September 26, 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	(60,434)	70.28		
Forfeited	(8,099)	84.62		
Outstanding at end of period	1,031,298	$ 73.19	5.6	$ 14
Options exercisable at end of period	854,182	$ 72.28		

The following tables summarize the activity of our unvested RSUs and PSUs for the nine months ended September 26, 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	665,692	77.96	230,769	74.40
Performance adjustment	n/a	n/a	391,753	74.84
Vested	(482,575)	78.42	(83,629)	81.31
Forfeited	(118,400)	76.06	(326,251)	76.23
Outstanding at end of period	1,671,259	$ 75.77	600,602	$ 74.79

The fair value of vested RSUs and PSUs was $8 million and $ 7 million, respectively, for the nine months ended September 26, 2026; and $36 million and $ 1 million, respectively, for the nine months ended September 27, 2025.

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

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 nine months ended September 26, 2026 and September 27, 2025 are presented in the following table:

	September 26, 2026	September 27, 2025
Balance, beginning of period	$ 895	$ 806
Decrease in redeemable noncontrolling interests due to acquisitions of noncontrolling interests in subsidiaries	(42)	(78)
Increase in redeemable noncontrolling interests due to business acquisitions	29	86
Net loss attributable to redeemable noncontrolling interests	(2)	-
Distributions declared	(25)	(15)
Effect of foreign currency translation gain attributable to redeemable noncontrolling interests	4	28
Change in fair value of redeemable securities	55	50
Balance, end of period	$ 914	$ 877

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

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:

	September 26, 2026	December 27, 2025
Attributable to redeemable noncontrolling interests:		
Foreign currency translation adjustment	$ (22)	$ (26)
Attributable to noncontrolling interests:		
Foreign currency translation adjustment	$ 1	$ 1
Attributable to Henry Schein, Inc.:		
Foreign currency translation adjustment	$ (166)	$ (196)
Unrealized loss from hedging activities	(15)	(24)
Pension adjustment loss	(6)	(6)
Accumulated other comprehensive loss	$ (187)	$ (226)
Total Accumulated other comprehensive loss	$ (208)	$ (251)

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

	Three Months Ended		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Net income	$ 126	$ 109	$ 340	$ 316
Foreign currency translation gain (loss)	(3)	(1)	34	208
Tax effect	-	-	-	-
Foreign currency translation gain (loss)	(3)	(1)	34	208
Unrealized gain (loss) from hedging activities	1	5	13	(30)
Tax effect	(1)	(1)	(4)	8
Unrealized gain (loss) from hedging activities	-	4	9	(22)
Pension adjustment gain	-	-	-	1
Tax effect	-	-	-	(1)
Pension adjustment gain	-	-	-	-
Comprehensive income	$ 123	$ 112	$ 383	$ 502

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 during the nine months ended September 26, 2026 and nine months ended September 27, 2025 was primarily due to changes in foreign currency exchange rates of the Brazilian Real, British Pound, Euro, Swiss Franc, Israel Shekel, Canadian Dollar, and New Zealand Dollar.

The unrealized gains (losses) from hedging activities during the three and nine months ended September 26, 2026 and September 27, 2025 were attributable to a net investment hedge.

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

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

	Three Months Ended		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Comprehensive income attributable to Henry Schein, Inc.	$ 116	$ 106	$ 359	$ 454
Comprehensive income attributable to noncontrolling interests	9	6	22	20
Comprehensive income (loss) attributable to Redeemable noncontrolling interests	(2)	-	2	28
Comprehensive income	$ 123	$ 112	$ 383	$ 502

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		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Basic	111,272,868	120,199,552	113,220,442	121,965,991
Effect of dilutive securities:				
Stock options and restricted stock units	1,266,068	836,695	1,117,672	874,071
Diluted	112,538,936	121,036,247	114,338,114	122,840,062

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

	Three Months Ended		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Stock options	178,152	393,413	482,975	397,613
Restricted stock units	1,722	4,630	574	4,523
Total anti-dilutive securities excluded from earnings per share computation	179,874	398,043	483,549	402,136

Note 15 – Supplemental Cash Flow Information

Cash paid for interest and income taxes was:

	Nine Months Ended	
	September 26, 2026	September 27, 2025
Cash paid for interest	$ 119	$ 109
Cash paid for income taxes, net of refunds	104	114

For the nine months ended September 26, 2026 and September 27, 2025, we had $ 13 million and $ (30) million of non-cash net unrealized gains (losses) related to hedging activities, respectively.

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

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 and nine months ended September 26, 2026, we recorded $ 8 million and $ 23 million, respectively, within selling, general and administrative in our condensed consolidated statements of income, in connection with costs related to this royalty agreement. During the three and nine months ended September 27, 2025, we recorded $8 million and $ 23 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 September 26, 2026 and December 27, 2025, Henry Schein One, LLC had a net payable balance to Internet Brands of $7 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 and nine months ended September 26, 2026, we recorded net sales of $ 7 million and $ 21 million, respectively, to such entities. During the three and nine months ended September 27, 2025, we recorded net sales of $14 million and $ 42 million, respectively, to such entities. During the three and nine months ended September 26, 2026, we purchased $2 million and $ 6 million, respectively, from such entities. During the three and nine months ended September 27, 2025, we purchased $ 3 million and $ 7 million, respectively, from such entities. At September 26, 2026 and December 27, 2025, we had an aggregate $30 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 September 26, 2026, current and non-current liabilities associated with related party operating leases were $5 million and $ 20 million, respectively. At September 26, 2026, related party leases represented 6.8% and 6.8% 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.

HENRY SCHEIN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share and per share data)
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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 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, and will be contained in subsequent periodic filings we make with the SEC. These documents identify in detail important risk factors that could cause our actual performance to differ materially from current expectations.

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, our Chief Executive Officer, Chief Financial Officer, and other executive officers); 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 conflict 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 Financial Officer

On October 8, 2026, we announced that, effective November 4, 2026, Ronald N. South will transition from his position as Senior Vice President and Chief Financial Officer to the role of Senior Advisor. Emmanuel Caprais, Senior Financial Advisor as of October 12, 2026, will succeed Mr. South as Chief Financial Officer effective November 4, 2026.

Tariffs and Related Economic Conditions

The U.S. has adopted new and increased tariffs on imports from countries, and the scope, applicability and legal basis for these tariffs continue to evolve through legislative and executive actions, exemptions and ongoing judicial challenges. Although the U.S. Supreme Court invalidated certain tariffs imposed under the International Emergency Economic Powers Act (IEEPA), the U.S. government has subsequently implemented additional tariff measures under other statutory authorities, and further changes to U.S. trade policy remain possible. Some countries have imposed, or may impose, retaliatory tariffs or 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 an adverse material impact on our results of operations during fiscal year 2025 and the nine months ended September 26, 2026, 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.

During the three and nine months ended September 26, 2026, we recognized a net benefit of $28 million and $30 million, respectively, related to previously paid IEEPA tariffs. We expect to recognize additional benefit from tariff refunds during the fourth quarter of 2026.

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 approximately 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 and Artificial Intelligence solutions, 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 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.

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 over 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 over 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 $9.0 trillion by 2034, or 20.6% 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, in vitro diagnostic devices, 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 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 for the three and nine months ended September 26, 2026 and September 27, 2025 and cash flows for the nine months ended September 26, 2026 and September 27, 2025 (in millions):

	Three Months Ended		Nine Months Ended	
	September 26, 2026	September 27, 2025	September 26, 2026	September 27, 2025
Operating results:				
Net sales	$ 3,471	$ 3,339	$ 10,297	$ 9,747
Cost of sales	2,366	2,313	7,021	6,705
Gross profit	1,105	1,026	3,276	3,042
Operating expenses:				
Selling, general and administrative	819	760	2,459	2,276
Depreciation and amortization	71	68	208	194
Restructuring and related costs	22	34	63	82
Operating income	$ 193	$ 164	$ 546	$ 490
Other expense, net	$ (33)	$ (30)	$ (99)	$ (90)
Income taxes	(37)	(28)	(109)	(94)
Net income	126	109	340	316
Net income attributable to Henry Schein, Inc.	119	101	320	297

	Nine Months Ended	
	September 26, 2026	September 27, 2025
Cash flows:		
Net cash provided by operating activities	$ 306	$ 331
Net cash used in investing activities	(173)	(253)
Net cash provided by (used in) financing activities	(138)	18

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 September 26, 2026 and September 27, 2025, we recorded restructuring and related charges associated with the 2024 Plan of $22 million and $34 million, respectively. During the nine months ended September 26, 2026 and September 27, 2025, we recorded restructuring charges associated with the 2024 Plan of $63 million and $82 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 nine months ended September 26, 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 $63 million of restructuring and related charges discussed above.

Three Months Ended September 26, 2026 Compared to Three Months Ended September 27, 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:

	September 26, 2026	% of Total	September 27, 2025	% of Total	Increase/(Decrease) $	Increase/(Decrease) %
Global Distribution and Value-Added Services						
Global Dental Merchandise[1]	$ 1,295	37.3 %	$ 1,210	36.2 %	$ 85	7.0%
Global Dental Equipment[2]	449	12.9	440	13.2	9	2.3
Global Value-Added Services[3]	62	1.8	64	1.9	(2)	(4.8)
Global Dental	1,806	52.0	1,714	51.3	92	5.4
Global Medical[4]	1,138	32.8	1,126	33.8	12	1.1
Total Global Distribution and Value-Added Services	2,944	84.8	2,840	85.1	104	3.7
Global Specialty Products[5]	391	11.3	369	11.0	22	6.1
Global Technology[6]	181	5.2	173	5.2	8	5.2
Eliminations	(45)	(1.3)	(43)	(1.3)	(2)	n/a
Total	$ 3,471	100.0 %	$ 3,339	100.0 %	$ 132	4.0

(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/(Decline)	Acquisition/ (Disposition) Growth	Total Constant Currency Growth/(Decline)	Foreign Exchange Impact	Total Sales Growth/ (Decline)
Global Distribution and Value-Added Services					
Global Dental Merchandise	5.1 %	1.3 %	6.4 %	0.6 %	7.0 %
Global Dental Equipment	2.4	-	2.4	(0.1)	2.3
Global Value-Added Services	(4.8)	-	(4.8)	-	(4.8)
Global Dental	4.1	0.9	5.0	0.4	5.4
Global Medical	1.0	-	1.0	0.1	1.1
Total Global Distribution and Value-Added Services	2.9	0.5	3.4	0.3	3.7
Global Specialty Products	3.4	2.6	6.0	0.1	6.1
Global Technology	6.5	(1.3)	5.2	-	5.2
Total	3.1	0.7	3.8	0.2	4.0

Global Sales

Global net sales for the three months ended September 26, 2026 increased 4.0%, attributable to internal growth of 3.1%, acquisition growth of 0.7%, and an increase in foreign exchange of 0.2%. 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 September 26, 2026 increased 3.7%. The components of our sales increase are presented in the table above.

The 4.1% increase in internally generated local currency dental sales was primarily due to merchandise and traditional equipment sales growth in the U.S. and merchandise and equipment sales growth in international markets.

The 1.0% increase in internally generated local currency medical sales was attributable to growth of our Home Solutions businesses, partially offset by lower sales of point of care diagnostic test products and vaccines related to respiratory illness.

Global Specialty Products Sales

Global Specialty Products net sales for the three months ended September 26, 2026 increased 6.1%. The components of our sales increase are presented in the table above.

The 3.4% increase in internally generated local currency sales was attributable to growth in our value and premium implant businesses.

Global Technology Sales

Global Technology net sales for the three months ended September 26, 2026 increased 5.2%. The components of sales growth are presented in the table above.

The internally generated local currency increase of 6.5% in Global Technology sales was primarily attributable to the increased rate of customer adoption of our core practice management solutions, particularly our cloud-based platforms, and a growth in revenue cycle management solutions.

Gross Profit

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

	September 26, 2026	Gross Margin %	September 27, 2025	Gross Margin %	Increase/(Decrease) $	Increase/(Decrease) %
Global Distribution and Value-Added Services	$ 758	25.8%	$ 702	24.7%	$ 56	8.0 %
Global Specialty Products	222	56.8	204	55.3	18	9.0
Global Technology	125	68.9	115	66.9	10	8.4
Corporate	-	n/a	5	n/a	(5)	n/a
Total	$ 1,105	31.8	$ 1,026	30.7	$ 79	7.7

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 September 26, 2026 compared to the prior-year-period is due primarily to increased internally generated sales volume as described above. During the three months ended September 26, 2026, in the Global Distribution and Value-Added Services segment, we recognized a net benefit of $20 million related to refunds for certain IEEPA tariffs previously paid in the United States. In addition to the benefit of the tariff refunds, the increase in gross margin rates was attributable primarily to favorable business mix and benefits from our value creation initiatives.

The increase in Global Specialty Products gross profit primarily reflects increased internally generated sales volume and gross profit from acquisitions. During the three months ended September 26, 2026, in the Global Specialty Products segment, we recognized a net benefit of $8 million related to refunds for certain IEEPA tariffs previously paid in the United States. In addition to the benefit of the tariff refunds, the increase 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:

	September 26, 2026	% of Respective Sales	September 27, 2025	% of Respective Sales	Increase/(Decrease) $	Increase/(Decrease) %
Global Distribution and Value-Added Services	$ 537	18.2%	$ 524	18.5%	$ 13	2.4%
Global Specialty Products	166	42.5	133	36.0	33	25.4
Global Technology	72	39.7	69	40.3	3	3.7
Corporate	51	n/a	38	n/a	13	n/a
	826	23.8	764	22.9	62	8.1
Adjustments (1)	86	n/a	98	n/a	(12)	n/a
Total operating expenses	$ 912	26.3	$ 862	25.8	$ 50	5.7

(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.

	September 26, 2026	September 27, 2025
Adjustments:		
Restructuring and related costs	$ 22	$ 34
Acquisition intangible amortization	44	46
Change in contingent consideration	1	6
Litigation settlements	1	2
Costs associated with shareholder advisory matters and select implementation related value creation consulting costs	18	10
Total adjustments	$ 86	$ 98

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

	Operating Costs (excluding acquisitions)	Acquisitions	Adjustments	Total
Global Distribution and Value-Added Services	$ 8	$ 5	$ -	$ 13
Global Specialty Products	25	8	-	33
Global Technology	3	-	-	3
Corporate	13	-	-	13
	49	13	-	62
Adjustments	-	-	(12)	(12)
Total operating expenses	$ 49	$ 13	$ (12)	$ 50

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 September 26, 2026 was primarily attributable to costs associated with our sales growth. During the three months ended September 27, 2025, our operating costs were favorably impacted by a benefit of $28 million related to the remeasurement to the fair value of a previously held equity investment within our Global Specialty Products segment.

Other Expense, Net

Other expense, net was as follows:

	September 26, 2026	September 27, 2025	Variance $	Variance %
Interest income	$ 9	$ 9	$ -	(4.4)%
Interest expense	(42)	(38)	(4)	(11.5)
Other, net	-	(1)	1	(86.5)
Other expense, net	$ (33)	$ (30)	$ (3)	(14.7)

Interest income during the three months ended September 26, 2026 included $2 million of a benefit related to refunds of certain IEEPA tariffs previously paid in the United States. Interest expense increased primarily due to increased borrowings.

Income Taxes

Our effective tax rate was 23.1% for the three months ended September 26, 2026, compared to 21.3% 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. For the three months ended September 27, 2025, the difference was further impacted by the tax treatment associated with the acquisition of a controlling interest of a previously held non-controlling equity investment.

Nine Months Ended September 26, 2026 Compared to Nine Months Ended September 27, 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:

	September 26, 2026	% of Total	September 27, 2025	% of Total	Increase/(Decrease) $	Increase/(Decrease) %
Global Distribution and Value-Added Services						
Global Dental Merchandise[1]	$ 3,924	38.1%	$ 3,613	37.1%	$ 311	8.6%
Global Dental Equipment[2]	1,322	12.8	1,263	13.0	59	4.7
Global Value-Added Services[3]	180	1.8	174	1.8	6	3.1
Global Dental	5,426	52.7	5,050	51.9	376	7.4
Global Medical[4]	3,268	31.7	3,197	32.8	71	2.2
Total Global Distribution and Value-Added Services	8,694	84.4	8,247	84.7	447	5.4
Global Specialty Products[5]	1,207	11.7	1,122	11.5	85	7.6
Global Technology[6]	535	5.2	502	5.1	33	6.8
Eliminations	(139)	(1.3)	(124)	(1.3)	(15)	n/a
Total	$ 10,297	100.0%	$ 9,747	100.0%	$ 550	5.6

(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/(decline) were as follows:

	Constant Currency Growth/(Decline)				
	Local Internal Growth	Acquisition/ (Disposition) Growth	Total Constant Currency Growth	Foreign Exchange Impact	Total Sales Growth
Global Distribution and Value-Added Services					
Global Dental Merchandise	4.7 %	1.3 %	6.0 %	2.6 %	8.6 %
Global Dental Equipment	2.7	-	2.7	2.0	4.7
Global Value-Added Services	1.8	0.6	2.4	0.7	3.1
Global Dental	4.1	0.9	5.0	2.4	7.4
Global Medical	2.0	0.1	2.1	0.1	2.2
Total Global Distribution and Value-Added Services	3.3	0.6	3.9	1.5	5.4
Global Specialty Products	2.6	2.7	5.3	2.3	7.6
Global Technology	7.5	(1.3)	6.2	0.6	6.8
Total	3.4	0.7	4.1	1.5	5.6

Global Sales

Global net sales for the nine months ended September 26, 2026 increased 5.6%, attributable to internal growth of 3.4%, acquisition growth of 0.7%, and an increase in foreign exchange of 1.5%. 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 nine months ended September 26, 2026 increased 5.4%. The components of our sales increase are presented in the table above.

The 4.1% increase in internally generated local currency dental sales was primarily due to merchandise sales growth in U.S. and international markets, growth in traditional dental equipment in the U.S. and international markets, partially offset by decreased sales in value-added services attributable to lower brokerage revenue.

The 2.0% increase in internally generated local currency medical sales was attributable to growth of our Home Solutions business and dialysis products, partially offset by lower sales of point of care diagnostic test products and vaccines related to respiratory illness.

Global Specialty Products Sales

Global Specialty Products net sales for the nine months ended September 26, 2026 increased 7.6%. The components of our sales increase are presented in the table above.

The 2.6% increase in internally generated local currency sales was attributable to growth in our value implant, premium implant and biomaterial businesses.

Global Technology Sales

Global Technology net sales for the nine months ended September 26, 2026 increased 6.8%. The components of sales growth are presented in the table above.

The internally generated local currency increase of 7.5% in Global Technology sales was primarily attributable to the increased rate of customer adoption of our core practice management solutions, particularly our cloud-based platforms as well as an increase in revenue cycle management solutions.

Gross Profit

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

	September 26, 2026	Gross Margin %	September 27, 2025	Gross Margin %	Increase/(Decrease) $	Increase/(Decrease) %
Global Distribution and Value-Added Services	$ 2,234	25.7%	$ 2,071	25.1%	$ 163	7.9 %
Global Specialty Products	675	55.9	621	55.4	54	8.7
Global Technology	370	69.1	339	67.5	31	9.2
Corporate	(3)	n/a	11	n/a	(14)	n/a
Total	$ 3,276	31.8	$ 3,042	31.2	$ 234	7.7

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 nine months ended September 26, 2026 compared to the prior-year-period is due primarily to increased internally generated sales volume as described above. During the nine months ended September 26, 2026, in the Global Distribution and Value-Added Services segment, we recognized a net benefit of $21 million related to refunds for certain IEEPA tariffs previously paid in the United States. In addition to the benefit of the tariff refunds, the increase in gross margin rates was attributable primarily to favorable business mix and benefits from our value creation initiatives.

The increase in Global Specialty Products gross profit primarily reflects increased internally generated sales volume and gross profit from acquisitions. During the nine months ended September 26, 2026, in the Global Specialty Products segment, we recognized a net benefit of $9 million related to refunds for certain IEEPA tariffs previously paid in the United States. In addition to the benefit of the tariff refunds, the increase 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:

	September 26, 2026	% of Respective Sales	September 27, 2025	% of Respective Sales	Increase $	Increase %
Global Distribution and Value-Added Services	$ 1,649	19.0%	$ 1,567	19.0%	$ 82	5.2%
Global Specialty Products	499	41.3	442	39.4	57	13.0
Global Technology	222	41.4	206	41.1	16	7.6
Corporate	124	n/a	110	n/a	14	n/a
	2,494	24.2	2,325	23.9	169	7.3
Adjustments (1)	236	n/a	227	n/a	9	n/a
Total operating expenses	$ 2,730	26.5	$ 2,552	26.2	$ 178	7.0

(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.

	September 26, 2026	September 27, 2025
Adjustments:		
Restructuring and related costs	$ 63	$ 82
Acquisition intangible amortization	135	133
Cyber incident-insurance proceeds, net of third-party advisory expenses	-	(20)
Change in contingent consideration	-	4
Litigation settlements	1	3
Impairment of intangible assets	-	1
Costs associated with shareholder advisory matters and select implementation related value creation consulting costs	37	24
Total adjustments	$ 236	$ 227

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

	Operating Costs (excluding acquisitions)	Acquisitions	Adjustments	Total
Global Distribution and Value-Added Services	$ 67	$ 15	$ -	$ 82
Global Specialty Products	34	23	-	57
Global Technology	16	-	-	16
Corporate	14	-	-	14
	131	38	-	169
Adjustments	-	-	9	9
Total operating expenses	$ 131	$ 38	$ 9	$ 178

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 nine months ended September 26, 2026 was primarily attributable to costs associated with our sales growth and the unfavorable impact of foreign exchange rates. During the nine months ended September 26, 2026, our operating costs were impacted by a benefit of $11 million related to remeasurement to the fair value of a previously held equity investment within our Global Specialty Products segment. During the nine months ended September 27, 2025, our operating costs were impacted by a benefit of $28 million related to remeasurement to the fair value of a previously held equity investment within our Global Specialty Products segment and a $4 million benefit within our Global Distribution and Value-Added Services segment.

Other Expense, Net

Other expense, net was as follows:

	September 26, 2026	September 27, 2025	Variance $	Variance %
Interest income	$ 24	$ 24	$ -	(1.5)%
Interest expense	(124)	(111)	(13)	(11.5)
Other, net	1	(3)	4	(113.3)
Other expense, net	$ (99)	$ (90)	$ (9)	(10.5)

Interest income during the nine months ended September 26, 2026 included $2 million of a benefit related to refunds of certain IEEPA tariffs previously paid in the United States. Interest expense increased primarily due to increased borrowings.

Income Taxes

Our effective tax rate was 24.5% for the nine months ended September 26, 2026, compared to 23.5% 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. For the nine months ended September 27, 2025, the difference was further impacted by the tax treatment associated with the acquisition of a controlling interest of a previously held non-controlling equity investment.

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 provided by operating activities was $306 million for the nine months ended September 26, 2026, compared to net cash provided by operating activities of $331 million for the prior year. The net change of $25 million was primarily attributable to an increase in operating income, partially offset by changes in working capital accounts (primarily accounts receivable, inventory, and other current assets).

Net cash used in investing activities was $173 million for the nine months ended September 26, 2026, compared to net cash used in investing activities of $253 million for the prior year. The net change of $80 million was primarily attributable to lower acquisition activity.

Net cash used in financing activities was $138 million for the nine months ended September 26, 2026, compared to net cash provided by financing activities of $18 million for the prior year period. In May 2025, funds affiliated with KKR invested $250 million in Henry Schein through the purchase of 3,285,152 shares of common stock. Shortly thereafter, we initiated a $250 million accelerated share repurchase program to offset the resulting dilution. As a result, during the nine months ended September 26, 2026 we had lower proceeds from the issuance of common stock and lower share repurchases compared to the prior year period. Other factors contributing to the net change of $156 million in financing activities primarily include lower net borrowings as well as lower payments for acquisitions of noncontrolling interests and contingent consideration.

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

	September 26, 2026	December 27, 2025
Cash and cash equivalents	$ 184	$ 156
Working capital[1]	1,178	1,236
Debt:		
Bank credit lines	$ 1,000	$ 764
Current maturities of long-term debt	142	33
Long-term debt	2,382	2,310
Total debt	$ 3,524	$ 3,107
Leases:		
Current operating lease liabilities	$ 79	$ 78
Non-current operating lease liabilities	288	251

(1) Includes $606 million and $491 million of certain accounts receivable which serve as security for U.S. trade accounts receivable securitization at September 26, 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 46.6 days as of September 26, 2026 from 45.3 days as of September 27, 2025. During the nine months ended September 26, 2026, we wrote off approximately $9 million of fully reserved accounts receivable against our trade receivable reserve. Our inventory turns from operations decreased to 4.6 as of September 26, 2026 from 4.8 as of September 27, 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 September 26, 2026, our right-of-use assets related to operating leases were $336 million and our current and non-current operating lease liabilities were $79 million and $288 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 September 26, 2026, we repurchased $6.4 billion, or 113,537,092 shares, under our common stock repurchase programs, with $330 million available as of September 26, 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 September 26, 2026 and December 27, 2025, our balance for redeemable noncontrolling interests was $914 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 September 26, 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 continued systems implementations, acquisition integrations and value creation initiative activities undertaken during the quarter ended September 26, 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 September 26, 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 Europe. Also, we concluded systems implementation activities for the implementation of a new global consolidation and financial reporting system as well as the implementation of a new ERP system for our Global Technology segment in the U.S.

Additionally, post-acquisition integration related activities continued for businesses acquired during prior years 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.

Finally, activities related to value creation initiatives and the transition to a global business services model were initiated for certain businesses. These activities included current process knowledge transfer from the Company to the global business services provider as well as process monitoring by the Company as the global business services provider assumed processing responsibilities.

All continued systems implementations, acquisition integrations and value creation initiative 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.

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 September 26, 2026, we had repurchased approximately $6.4 billion of common stock (113,537,092 shares) under these initiatives, with $330 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 September 26, 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)
6/28/2026 through 8/01/2026	591,832	$ 85.37	591,832	4,715,750
8/2/2026 through 8/29/2026	275,620	88.81	275,620	4,243,735
8/30/2026 through 9/26/2026	574,766	86.99	574,766	3,819,604
	1,442,218		1,442,218	

(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 5. OTHER INFORMATION

On July 30, 2026, we announced that, effective October 30, 2026, Mark E. Mlotek, the Company's Executive Vice President and Chief Strategic Officer, would transition out of his current role into a senior advisory role. The effective date of Mr. Mlotek's transition has been extended to December 26, 2026. As previously announced, Mr. Mlotek will thereafter continue in a senior advisory role.

ITEM 6. EXHIBITS

10.1	Amended and Restated Executive Severance Plan, effective as of September 28, 2026.**+
10.2	Amended and Restated Henry Schein, Inc. Executive Change in Control Plan, effective as of September 28, 2026.**+
10.3	Amendment No. 13 dated as of September 24, 2026 to Receivables Purchase Agreement, dated as of April 17, 2013, by and among us, as servicer, HSFR, Inc., as seller, the agent, and the various purchaser groups and purchaser agents from time to time party thereto.+
10.4	First Amendment dated as of September 21, 2026 to the Amended and Restated Term Loan Credit Agreement, dated as of June 6, 2025, among us, the several lenders parties thereto, JPMorgan Chase Bank, N.A., as administrative agent and the other agents party thereto.+
10.5	Fourth Amended and Restated Revolving Credit Agreement, dated as of September 21, 2026, among us, the several lenders parties thereto, and JPMorgan Chase Bank, N.A., as administrative agent, U.S. Bank National Association, as syndication agent, and The Toronto-Dominion Bank, New York Branch, Bank of America, N.A., UniCredit Bank GMBH, New York Branch, the Bank of New York Mellon, ING Bank, N.V., Dublin Branch, HSBC Bank USA, N.A. and MUFG Bank, Ltd., as co-documentation agents. (Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 22, 2026.)
10.6	Offer Letter between us and Emmanuel Caprais. (Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on October 8, 2026.)**
10.7	Restrictive Covenant Agreement between us and Emmanuel Caprais. (Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on October 8, 2026.)**
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.+
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 September 26, 2026, formatted in Inline XBRL (included within Exhibit 101 attachments).+

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+ 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: November 3, 2026