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

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended September 30, 2026

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____ to _____
Commission file number 1-04851

THE SHERWIN-WILLIAMS COMPANY

(Exact name of registrant as specified in its charter)

Ohio	**34-0526850**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1 Sherwin Way	
Cleveland, Ohio	**44113-2206**
(Address of principal executive offices)	**(Zip Code)**

(216) 566-2000
Registrant's telephone number, including area code

Title of each class	**Trading Symbol**	**Name of exchange on which registered**
Common Stock, $0.33-1/3 Par Value Per Share	**SHW**	**New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of September 30, 2026, 241,588,072 shares of Common stock, $0.33-1/3 par value per share, were outstanding.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements 2

Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition 28

Item 3. Quantitative and Qualitative Disclosures About Market Risk 42

Item 4. Controls and Procedures 42

PART II. OTHER INFORMATION

Item 1. Legal Proceedings 43

Item 1A. Risk Factors 43

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 44

Item 5. Other Information 45

Item 6. Exhibits 46

SIGNATURES 47

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED INCOME (UNAUDITED)

(in millions, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	**2026**	2025
Net sales	**$ 6,860.0**	$ 6,358.2	**$ 19,316.2**	$ 17,978.4
Cost of goods sold	**3,582.8**	3,232.7	**9,920.5**	9,175.5
Gross profit	**3,277.2**	3,125.5	**9,395.7**	8,802.9
Percent to Net sales	***47.8 %***	*49.2 %*	***48.6 %***	*49.0 %*
Selling, general and administrative expenses	**2,069.1**	1,952.8	**6,142.4**	5,758.2
Percent to Net sales	***30.2 %***	*30.7 %*	***31.8 %***	*32.0 %*
Other general expense (income) - net	**5.2**	(4.7)	**14.9**	10.5
Interest expense	**139.3**	117.2	**406.8**	333.4
Interest income	**(5.9)**	(2.6)	**(14.1)**	(8.3)
Other expense (income) - net	**6.0**	2.3	**(10.1)**	9.9
Income before income taxes	**1,063.5**	1,060.5	**2,855.8**	2,699.2
Income taxes	**242.5**	227.4	**656.5**	607.5
Net income	**$ 821.0**	$ 833.1	**$ 2,199.3**	$ 2,091.7
Net income per common share:				
Basic	**$ 3.41**	$ 3.38	**$ 9.03**	$ 8.43
Diluted	**$ 3.38**	$ 3.35	**$ 8.95**	$ 8.34
Weighted average shares outstanding:				
Basic	**240.7**	246.2	**243.5**	248.0
Diluted	**242.8**	249.0	**245.7**	250.9

See notes to condensed consolidated financial statements.

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (UNAUDITED)

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	**2026**	2025
Net income	**$ 821.0**	$ 833.1	**$ 2,199.3**	$ 2,091.7
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments [1]	**(17.3)**	10.4	**27.0**	293.2
Pension and other postretirement benefit adjustments:				
Amounts recognized in AOCI [2]	**(3.1)**	—	**(3.1)**	—
Amounts reclassified from AOCI [3]	**(0.6)**	(3.2)	**(2.5)**	(10.0)
Unrealized net gains on cash flow hedges:				
Amounts recognized in AOCI [4]	—	1.6	—	4.7
Amounts reclassified from AOCI [5]	**(1.1)**	(1.0)	**(3.2)**	(2.8)
Other comprehensive income (loss), net of tax	**(22.1)**	7.8	**18.2**	285.1
Comprehensive income	**$ 798.9**	$ 840.9	**$ 2,217.5**	$ 2,376.8

[1] The three months ended September 30, 2026 and 2025 include unrealized gains, net of taxes of $13.2 million and $11.9 million, respectively, related to net investment hedges. The nine months ended September 30, 2026 and 2025 include unrealized gains (losses), net of taxes of $43.8 million and $(133.4) million, respectively, related to net investment hedges. See Note 12 for further information.

[2] Net of taxes of $1.5 million for both the three and nine months ended September 30, 2026.

[3] Net of taxes of $0.2 million and $1.3 million for the three months ended September 30, 2026 and 2025, respectively. Net of taxes of $0.7 million and $3.5 million for the nine months ended September 30, 2026 and 2025, respectively.

[4] Net of taxes of $(0.5) million for the three months ended September 30, 2025. Net of taxes of $(1.5) million for the nine months ended September 30, 2025. See Note 12 for further information.

[5] Net of taxes of $0.3 million for both the three months ended September 30, 2026 and 2025. Net of taxes of $1.0 million and $0.9 million for the nine months ended September 30, 2026 and 2025, respectively.

See notes to condensed consolidated financial statements.

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in millions)	**September 30, 2026**	December 31, 2025	September 30, 2025
Assets			
Current assets:			
Cash and cash equivalents	**$ 264.2**	$ 207.2	$ 241.5
Accounts receivable, net	**3,598.1**	2,791.2	3,122.3
Inventories	**2,547.0**	2,318.2	2,276.3
Other current assets	**618.1**	690.8	506.0
Total current assets	**7,027.4**	6,007.4	6,146.1
Property, plant and equipment, net	**4,225.6**	4,137.4	3,913.2
Goodwill	**7,975.5**	8,036.6	7,794.1
Intangible assets	**3,744.3**	3,966.1	3,466.2
Operating lease right-of-use assets	**2,101.5**	1,995.2	1,989.5
Other assets	**1,887.1**	1,759.0	2,897.3
Total Assets	**$ 26,961.4**	$ 25,901.7	$ 26,206.4
Liabilities and Shareholders' Equity			
Current liabilities:			
Short-term borrowings	**$ 2,353.6**	$ 1,200.5	$ 1,846.9
Accounts payable	**2,895.3**	2,354.2	2,441.6
Compensation and taxes withheld	**817.4**	839.4	709.4
Accrued taxes	**300.4**	187.4	254.6
Current portion of long-term debt	**1,498.8**	350.1	350.5
Current portion of operating lease liabilities	**487.6**	479.8	479.8
Other accruals	**1,495.8**	1,508.9	1,390.7
Total current liabilities	**9,848.9**	6,920.3	7,473.5
Long-term debt	**7,942.7**	9,320.7	9,318.1
Postretirement benefits other than pensions	**134.0**	129.8	120.7
Deferred income taxes	**742.4**	765.3	657.2
Long-term operating lease liabilities	**1,699.1**	1,591.5	1,582.3
Other long-term liabilities	**2,617.6**	2,575.8	2,629.3
Shareholders' equity:			
Common stock - $0.33-1/3 par value per share:			
241.6 million, 247.7 million and 247.9 million shares outstanding			
at September 30, 2026, December 31, 2025 and September 30, 2025, respectively	**83.4**	83.1	92.9
Other capital	**4,360.0**	4,204.5	4,727.7
Retained earnings	**2,639.8**	1,029.4	8,744.0
Treasury stock, at cost	**(2,490.3)**	(84.3)	(8,549.2)
Accumulated other comprehensive income (loss)	**(616.2)**	(634.4)	(590.1)
Total shareholders' equity	**3,976.7**	4,598.3	4,425.3
Total Liabilities and Shareholders' Equity	**$ 26,961.4**	$ 25,901.7	$ 26,206.4

See notes to condensed consolidated financial statements.

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
STATEMENTS OF CONDENSED CONSOLIDATED CASH FLOWS (UNAUDITED)

(in millions)	Nine Months Ended	
	September 30, 2026	September 30, 2025
Operating Activities		
Net income	**$ 2,199.3**	$ 2,091.7
Adjustments to reconcile Net income to Net operating cash:		
Depreciation	**296.0**	242.0
Non-cash lease expense	**373.4**	384.2
Amortization of intangible assets	**264.7**	248.5
Provisions for environmental-related matters - net	**3.3**	14.1
Deferred income taxes	**(30.6)**	55.4
Stock-based compensation expense	**85.0**	91.5
Amortization of non-traded investments	**94.6**	80.9
Loss on sale or disposition of assets	**5.9**	3.0
Other	**2.4**	(19.7)
Change in working capital accounts - net	**(334.4)**	(432.3)
Change in operating lease liabilities	**(362.3)**	(382.8)
Costs incurred for environmental-related matters	**(25.7)**	(27.8)
Other	**19.5**	10.4
Net operating cash	**2,591.1**	2,359.1
Investing Activities		
Capital expenditures	**(375.4)**	(567.2)
Acquisition of businesses, net of cash acquired	**(65.7)**	(119.3)
Proceeds from sale of assets	**5.6**	—
Other	**(94.6)**	(1,208.2)
Net investing cash	**(530.1)**	(1,894.7)
Financing Activities		
Net increase in short-term borrowings	**1,158.9**	1,184.1
Proceeds from long-term debt	**615.1**	1,499.2
Payments of long-term debt	**(850.0)**	(1,050.0)
Payments for credit facility and debt issuance costs	**(0.3)**	(13.6)
Payments of cash dividends	**(588.9)**	(594.0)
Proceeds from stock options exercised	**109.5**	118.5
Treasury stock purchased	**(2,357.1)**	(1,538.4)
Proceeds from real estate financing transactions	**—**	40.7
Other	**(81.4)**	(82.8)
Net financing cash	**(1,994.2)**	(436.3)
Effect of exchange rate changes on Cash and cash equivalents	**(9.8)**	3.0
Net increase in Cash and cash equivalents	**57.0**	31.1
Cash and cash equivalents at beginning of year	**207.2**	210.4
Cash and cash equivalents at end of period	**$ 264.2**	$ 241.5
Supplemental cash flow information:		
Income taxes paid	**$ 525.2**	$ 458.1
Interest paid	**$ 433.0**	$ 343.3

See notes to condensed consolidated financial statements.

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED SHAREHOLDERS' EQUITY (UNAUDITED)

(in millions, except per share data)

	Common Stock	Other Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2025	**$ 83.1**	**$ 4,204.5**	**$ 1,029.4**	**$ (84.3)**	**$ (634.4)**	**$ 4,598.3**
Net income			**534.7**			**534.7**
Other comprehensive income					**47.6**	**47.6**
Treasury stock purchased				**(575.6)**		**(575.6)**
Stock-based compensation activity	**0.1**	**71.5**		**(47.9)**		**23.7**
Other adjustments		**(0.5)**				**(0.5)**
Cash dividends -- $0.80 per share			**(197.1)**			**(197.1)**
Balance at March 31, 2026	**$ 83.2**	**$ 4,275.5**	**$ 1,367.0**	**$ (707.8)**	**$ (586.8)**	**$ 4,431.1**
Net income			**843.6**			**843.6**
Other comprehensive income					**(7.3)**	**(7.3)**
Treasury stock purchased				**(1,261.4)**		**(1,261.4)**
Stock-based compensation activity	**0.1**	**46.1**		**(0.5)**		**45.7**
Other adjustments		**0.5**				**0.5**
Cash dividends -- $0.80 per share			**(197.5)**			**(197.5)**
Balance at June 30, 2026	**$ 83.3**	**$ 4,322.1**	**$ 2,013.1**	**$ (1,969.7)**	**$ (594.1)**	**$ 3,854.7**
Net income			**821.0**			**821.0**
Other comprehensive income (loss)					**(22.1)**	**(22.1)**
Treasury stock purchased				**(520.1)**		**(520.1)**
Stock-based compensation activity	**0.1**	**71.9**		**(0.5)**		**71.5**
Other adjustments		**(34.0)**				**(34.0)**
Cash dividends -- $0.80 per share			**(194.3)**			**(194.3)**
Balance at September 30, 2026	**$ 83.4**	**$ 4,360.0**	**$ 2,639.8**	**$ (2,490.3)**	**$ (616.2)**	**$ 3,976.7**

(in millions, except per share data)

	Common Stock	Other Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2024	$ 92.5	$ 4,576.2	$ 7,246.3	$ (6,988.6)	$ (875.2)	$ 4,051.2
Net income			503.9			503.9
Other comprehensive income					102.3	102.3
Treasury stock purchased				(351.7)		(351.7)
Stock-based compensation activity	0.1	53.1		(21.5)		31.7
Other adjustments		(6.9)				(6.9)
Cash dividends -- $0.79 per share			(200.4)			(200.4)
Balance at March 31, 2025	$ 92.6	$ 4,622.4	$ 7,549.8	$ (7,361.8)	$ (772.9)	$ 4,130.1
Net income			754.7			754.7
Other comprehensive income					175.0	175.0
Treasury stock purchased				(518.5)		(518.5)
Stock-based compensation activity	0.1	58.7		(0.4)		58.4
Other adjustments		(0.9)				(0.9)
Cash dividends -- $0.79 per share			(197.9)			(197.9)
Balance at June 30, 2025	$ 92.7	$ 4,680.2	$ 8,106.6	$ (7,880.7)	$ (597.9)	$ 4,400.9
Net income			833.1			833.1
Other comprehensive income					7.8	7.8
Treasury stock purchased				(668.2)		(668.2)
Stock-based compensation activity	0.2	98.9		(0.3)		98.8
Other adjustments		(51.4)				(51.4)
Cash dividends -- $0.79 per share			(195.7)			(195.7)
Balance at September 30, 2025	$ 92.9	$ 4,727.7	$ 8,744.0	$ (8,549.2)	$ (590.1)	$ 4,425.3

See notes to condensed consolidated financial statements.

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements included in this report have been prepared by management of The Sherwin-Williams Company (herein referred to as the Company) in accordance with U.S. generally accepted accounting principles (US GAAP) for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by US GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The condensed consolidated financial statements include the accounts of the Company and all consolidated subsidiaries. Intercompany accounts and transactions have been eliminated. The Company's share of earnings or losses from nonconsolidated affiliates is included in the condensed consolidated financial statements using the equity method of accounting when the Company is able to exercise significant influence over the operating and financial decisions of the affiliate.

The Company has historically experienced, and expects to continue to experience, variability in quarterly results. The results of operations for the three and nine months ended September 30, 2026 are not indicative of the results to be expected for the full year as business is seasonal in nature with the majority of Net sales traditionally occurring during the second and third quarters. However, periods of economic uncertainty can alter the Company's seasonal patterns.

Since December 31, 2025, accounting estimates were revised as necessary during the first nine months of 2026 based on new information and changes in facts and circumstances.

The following represents updates to certain significant accounting policy disclosures. For further information on the Company's significant accounting policies and related disclosures, see Note 1 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Supply Chain Financing

As part of our strategy to manage working capital, we have entered into agreements with various financial institutions that act as intermediaries between the Company and certain suppliers. Liabilities associated with these arrangements are recorded in Accounts payable on the Consolidated Balance Sheets and amounted to $251.1 million, $206.1 million and $228.4 million at September 30, 2026, December 31, 2025 and September 30, 2025, respectively.

Non-Traded Investments

The Company has invested in U.S. affordable housing, historic renovation and other real estate investments (Non-Traded Investments) that have been identified as variable interest entities which qualify for certain tax credits and other tax benefits. The Company is not considered the primary beneficiary of these investments and as such, the Non-Traded Investments are not consolidated. Activity is recorded based on the proportional amortization method. Both the amortization and related tax credits and other tax benefits are recognized in Income taxes on the Statements of Consolidated Income.

	Three Months Ended		Nine Months Ended	
	September 30, 2026	September 30, 2025	**September 30, 2026**	September 30, 2025
Amortization of Non-Traded Investments	**$ 28.5**	$ 23.5	**$ 94.6**	$ 80.9
Tax credits and other tax benefits received	**43.8**	29.8	**117.7**	93.2

The carrying value of Non-Traded Investments is recorded in Other assets. The liabilities for estimated future capital contributions are recorded in Other accruals and Other long-term liabilities. In addition, the associated impact of related tax credits and other tax benefits are recorded as a reduction of Accrued taxes and a net deferred income tax asset or liability within Deferred income taxes. On the Statements of Condensed Consolidated Cash Flows, the tax credits and other tax benefits are presented as a Change in working capital accounts - net and in Deferred income taxes within operating activities. Tax credits and other tax benefits reduced Accrued taxes by $117.7 million, $128.3 million and $93.2 million at September 30, 2026, December 31, 2025 and September 30, 2025, respectively.

The following table summarizes the balances related to Non-Traded Investments and related tax credits and other tax benefits on the Consolidated Balance Sheets:

	September 30, 2026	December 31, 2025	September 30, 2025
Other assets	**$ 918.0**	$ 826.1	$ 847.0
Other accruals	**126.4**	123.4	82.0
Other long-term liabilities	**756.7**	667.8	727.0
Net deferred income tax asset (liability)	**(0.2)**	2.6	8.8

Reclassifications

Certain amounts in the condensed consolidated financial statements for 2025 have been reclassified to conform to the 2026 presentation.

NOTE 2 - RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Not Yet Adopted

In May 2026, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2026-02, "Environmental Credits and Environmental Credit Obligations (Topic 818)". This ASU, which introduces Topic 818 to US GAAP, standardizes the accounting for and disclosure of environmental credits and environmental credit obligations by establishing consistent guidance for recognition, measurement, presentation and disclosure. This ASU is effective for fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is evaluating the impact of adopting ASU 2026-02.

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". This ASU clarifies and modernizes the accounting for costs related to internal-use software by removing references to prescriptive and sequential software development states and clarifies the threshold entities apply to begin capitalizing costs. Additionally, this ASU specifies that the disclosures in Subtopic 360-10, Property, Plant and Equipment - Overall, are required for all capitalized internal-use software costs, regardless of how those costs are presented in the consolidated financial statements. This ASU is effective for fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is evaluating the impact of adopting ASU 2025-06.

In November 2024, the FASB issued ASU 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses." This ASU enhances expense disclosures on both an annual and interim basis by requiring public business entities to disclose additional information about specific expense categories in the notes to the consolidated financial statements. This ASU requires public entities to disclose, in a tabular format, purchases of inventory, employee compensation, depreciation, intangible asset amortization and depletion, as applicable, for each income statement line item that contains those expenses. Specific expenses, gains and losses that are already disclosed under existing US GAAP are also required to be included in the disaggregated income statement expense line-item disclosures, and any remaining amounts will need to be described qualitatively. Additionally, the ASU requires disclosure of the total amount of selling expenses and the entity's definition of selling expenses. In January 2025, the FASB issued ASU 2025-01, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date" which clarified that ASU 2024-03 is effective for annual fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is evaluating the impact of adopting ASU 2024-03.

NOTE 3 - ACQUISITIONS

Acquisitions

Closed in current year

In June 2026, the Company completed the acquisition of a paint manufacturing business for approximately $75 million, subject to a contractual working capital adjustment. The acquired business is reported within the Company's Consumer Brands Group. The Company expects to finalize the purchase price allocation for the acquisition within the allowable measurement period. Pro forma results of operations have not been presented as the impact on the Company's consolidated financial results is not material.

Closed in prior year

In October 2025, the Company completed the acquisition of BASF SE's Brazilian decorative paints business (Suvinil) for approximately $1.15 billion. During the second quarter of 2026, a favorable working capital adjustment to the purchase price was finalized for an immaterial amount. The acquired business develops, manufactures and sells a comprehensive portfolio of innovative products under the well-known Suvinil and Glasu! brand names to professional painters, designers, architects and consumers across the country. The business also operates two manufacturing facilities located in the Northeast and Southeast regions of Brazil. The acquired business is reported within the Company's Consumer Brands Group.

During 2026, the Company adjusted the purchase price allocation primarily to reflect an increase in Property, plant and equipment of $48.1 million, a decrease in Goodwill of $42.1 million and a decrease in finite-lived intangibles of $17.3 million. The Company finalized the purchase price allocation for the acquisition during the third quarter of 2026. Pro forma results of operations have not been presented as the impact on the Company's consolidated financial results is not material.

In June 2025, the Company completed the acquisition of a domestic regional floor covering provider for an immaterial purchase price. The acquired business is reported within the Company's Paint Stores Group. The Company finalized the purchase price allocation for the acquisition during the second quarter of 2026. Pro forma results of operations have not been presented as the impact on the Company's consolidated financial results is not material.

In March 2025, the Company completed the acquisition of a European coil and industrial coatings company for approximately $80 million. The acquired business is reported within the Company's Performance Coatings Group. The Company finalized the purchase price allocation for the acquisition during the first quarter of 2026. Pro forma results of operations have not been presented as the impact on the Company's consolidated financial results is not material.

NOTE 4 - INVENTORIES

Included in Inventories were the following:

	September 30, 2026	December 31, 2025	September 30, 2025
Finished goods	**$ 1,952.1**	$ 1,784.2	$ 1,754.4
Work in process and raw materials	**594.9**	534.0	521.9
Inventories	**$ 2,547.0**	$ 2,318.2	$ 2,276.3

The Company primarily uses the last-in, first-out (LIFO) method of valuing inventory. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs are subject to the final year-end LIFO inventory valuation. In addition, interim inventory levels include management's estimates of annual inventory losses due to shrinkage and other factors. For further information on the Company's inventory valuation, see Note 4 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

NOTE 5 - LONG-LIVED ASSETS

Included in Property, plant and equipment, net were the following:

	September 30, 2026	December 31, 2025	September 30, 2025
Land	**$ 312.4**	$ 314.1	$ 270.1
Buildings	**2,836.0**	2,667.3	2,541.7
Machinery and equipment	**4,205.0**	3,885.1	4,039.9
Construction in progress	**354.1**	520.0	537.2
Property, plant and equipment, gross	**7,707.5**	7,386.5	7,388.9
Less allowances for depreciation	**3,481.9**	3,249.1	3,475.7
Property, plant and equipment, net	**$ 4,225.6**	$ 4,137.4	$ 3,913.2

In accordance with the Goodwill and Other Intangibles Topic of the Accounting Standards Codification (ASC), Goodwill and indefinite-lived intangible assets are tested for impairment annually during the fourth quarter, and interim impairment tests are performed whenever an event occurs or circumstances change that indicate an impairment has more likely than not occurred.

NOTE 6 - DEBT

The following table summarizes the Company's outstanding debt:

	September 30, 2026	December 31, 2025	September 30, 2025
Long-term debt (including current portion)	**$ 9,441.5**	$ 9,670.8	$ 9,668.6
Short-term borrowings	**2,353.6**	1,200.5	1,846.9
Total debt outstanding	**$ 11,795.1**	$ 10,871.3	$ 11,515.5

Long-Term Debt

The Company's long-term debt primarily consists of senior notes and periodically, amounts borrowed under its credit agreements. In January 2026, the Company repaid the principal of $350.0 million related to the Company's 3.95% senior notes using commercial paper. For further information on the Company's long-term debt, see the Credit Agreements section below and Note 7 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Credit Agreements

In September 2026, the Company entered into a new 364-day €100.0 million bi-lateral term loan credit agreement to be used for general corporate purposes. The agreement includes a right to extend the maturity date for two successive six-month periods. At September 30, 2026, the Company classified the borrowing as Long-term debt in the Consolidated Balance Sheets.

In June 2026, the Company amended its amended and restated credit agreement dated as of August 2, 2021, to extend the maturity of $200.0 million of commitments available for borrowing and issuing letters of credit under the credit agreement from June 20, 2026 to June 20, 2031.

In February 2026, the Company amended its amended and restated credit agreement dated as of November 17, 2025, to extend the maturity of $75.0 million of commitments available for borrowing and issuing letters of credit under the credit agreement from June 20, 2026 to December 20, 2030. In June 2026, the Company borrowed $500.0 million on this credit agreement for general corporate purposes which was subsequently fully repaid in the third quarter of 2026.

The Company's available capacity under its committed credit agreements is reduced for amounts outstanding under its domestic commercial paper program, various credit agreements and letters of credit. At September 30, 2026, the Company had unused capacity under its various credit agreements of $2.322 billion.

For further information on the Company's credit agreements, see Note 7 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Short-Term Borrowings

In September 2026, the Company entered into a new 364-day senior unsecured term loan credit agreement which provided for a $750.0 million senior unsecured loan. This loan was used to fully pay down the 2025 USD delayed draw term loan (USD DDTL) and EUR delayed draw term loan (EUR DDTL) and for general corporate purposes.

The following table summarizes the Company's short-term borrowings:

	September 30, 2026	December 31, 2025	September 30, 2025
Domestic:			
Domestic commercial paper	**$ 1,603.9**	$ 281.4	$ 799.5
Term Loan	**749.7**	—	—
USD DDTL	—	625.0	750.0
Foreign:			
EUR DDTL	—	293.6	293.3
Foreign facilities	—	0.5	4.1
Total	**$ 2,353.6**	$ 1,200.5	$ 1,846.9
Weighted average interest rate:			
Domestic	**4.3 %**	4.4 %	4.7 %
Foreign	**— %**	2.8 %	2.8 %

For further information on the Company's short-term borrowings, see Note 7 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

NOTE 7 - PENSION AND OTHER POSTRETIREMENT BENEFITS

The following table summarizes the components of the Company's net periodic pension and benefit (credit) cost for domestic and foreign defined benefit pension plans and domestic other postretirement benefits:

	Domestic Defined Benefit Pension Plan		Foreign Defined Benefit Pension Plans		Domestic Other Postretirement Benefits	
	2026	2025	**2026**	2025	**2026**	2025
Three Months Ended September 30:						
Service cost	**$ 0.7**	$ 0.7	**$ 1.4**	$ 1.1	**$ —**	$ 0.1
Interest cost	**1.3**	1.3	**3.7**	3.1	**1.4**	1.7
Expected return on assets	**(2.5)**	(2.4)	**(3.0)**	(2.6)	**—**	—
Amortization of prior service cost (credit)	**0.4**	0.5	**—**	—	**—**	(3.6)
Amortization of actuarial gains	**(0.7)**	(0.5)	**(0.2)**	(0.3)	**(0.8)**	(0.6)
Net periodic pension and benefit (credit) cost	**$ (0.8)**	$ (0.4)	**$ 1.9**	$ 1.3	**$ 0.6**	$ (2.4)
Nine Months Ended September 30:						
Service cost	**$ 2.1**	$ 2.1	**$ 4.1**	$ 3.3	**$ —**	$ 0.3
Interest cost	**3.9**	3.9	**10.9**	9.3	**4.2**	5.1
Expected return on assets	**(7.5)**	(7.2)	**(9.0)**	(7.8)	**—**	—
Amortization of prior service cost (credit)	**1.2**	1.5	**—**	—	**—**	(10.8)
Amortization of actuarial gains	**(2.1)**	(1.5)	**(0.7)**	(0.9)	**(2.4)**	(1.8)
Net periodic pension and benefit (credit) cost	**$ (2.4)**	$ (1.2)	**$ 5.3**	$ 3.9	**$ 1.8**	$ (7.2)

Service cost is recorded in Cost of goods sold and Selling, general and administrative expenses. All other components are recorded in Other expense (income) - net.

For further information on the Company's pension and other postretirement benefits, see Note 8 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

NOTE 8 - OTHER LONG-TERM LIABILITIES

Environmental Matters

The operations of the Company, like those of other companies in its industry, are subject to various domestic and foreign environmental laws and regulations. These laws and regulations not only govern current operations and products, but also impose potential liability on the Company for past operations. Management expects environmental laws and regulations to impose increasingly stringent requirements upon the Company and the industry in the future. Management believes that the Company conducts its operations in compliance with applicable environmental laws, regulations and requirements and has implemented various programs designed to protect the environment and promote continued compliance.

The Company is involved with environmental investigation and remediation activities at some of its currently and formerly owned sites, including sites which were previously owned and/or operated by businesses acquired by the Company. In addition, the Company, together with other parties, has been designated a potentially responsible party under federal and state environmental protection laws for the investigation and remediation of environmental contamination and hazardous waste at a number of third-party sites, primarily Superfund sites. In general, these laws provide that potentially responsible parties may be held jointly and severally liable for investigation and remediation costs regardless of fault. The Company may be similarly designated with respect to additional third-party sites in the future.

The Company initially provides for estimated costs of environmental-related activities relating to its past operations and third-party sites for which commitments or clean-up plans have been developed and when such costs can be reasonably estimated based on industry standards and professional judgment. These estimated costs, which are mostly undiscounted, are determined based on currently available facts regarding each site. If the reasonably estimable costs can only be identified as a range and no specific amount within that range can be determined more likely than any other amount within the range, the minimum of the range is provided.

The Company routinely assesses its potential liability for investigation and remediation-related activities and adjusts its environmental-related accruals as information becomes available, including as a result of sites progressing through investigation and remediation-related activities, upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. At September 30, 2026 and 2025, the Company had accruals reported on the Consolidated Balance Sheets as Other long-term liabilities of $203.7 million and $218.8 million, respectively. Estimated costs of current investigation and remediation activities of $49.9 million and $65.0 million are included in Other accruals on the Consolidated Balance Sheets at September 30, 2026 and 2025, respectively.

Actual costs incurred may vary from the accrued estimates due to the inherent uncertainties involved including, among others, the number and financial condition of parties involved with respect to any given site, the volumetric contribution which may be attributed to the Company relative to that attributed to other parties, the nature and magnitude of the wastes involved, the various technologies that can be used for remediation and the determination of acceptable remediation with respect to a particular site. If the Company's future loss contingency is ultimately determined to be at the unaccrued maximum of the estimated range of reasonably possible outcomes for every site for which costs can be reasonably estimated, the Company's accrual for environmental-related activities would be $70.1 million higher than the minimum accruals at September 30, 2026. Additionally, costs for environmental-related activities may not be reasonably estimable at early stages of investigation and therefore would not be included in the unaccrued maximum amount.

Three of the Company's currently and formerly owned manufacturing sites (Major Sites) account for the majority of the accrual for environmental-related activities and the unaccrued maximum of the estimated range of reasonably possible outcomes at September 30, 2026. During the second quarter of 2026, it was determined that a closed paint manufacturing facility in the operation and maintenance phase of remediation under both federal and state EPA programs no longer met the criteria to be classified as a major site following the successful construction and operation of a new treatment system, and the issuance of its new permit, reducing the Major Sites from four to three. At September 30, 2026, $205.4 million, or 81.0% of the total accrual, related directly to the Major Sites. In the aggregate unaccrued maximum of $70.1 million at September 30, 2026, $45.3 million, or 64.6%, related to the Major Sites. The significant cost components of this liability continue to be related to remedy implementation, regulatory agency interaction and project management and other costs. While different for each specific environmental situation, these components generally each account for approximately 85%, 10% and 5%, respectively, of the accrued amount and those percentages are subject to change over time. While environmental investigations and remedial

actions are in different stages at these sites, additional investigations, remedial actions and monitoring will likely be required at each site.

The largest and most complex of the Major Sites is the Gibbsboro, New Jersey site (Gibbsboro) which comprises the substantial majority of the environmental-related accrual. Gibbsboro, a former manufacturing plant, and related areas, which ceased operations in 1978, has had various areas included on the National Priorities List since 1999. This location has soil, sediment, surface water and groundwater contamination related to the historic operations of the facility. Gibbsboro has been divided by the Environmental Protection Agency (EPA) into six operable units (OUs) based on location and characteristics, whose investigation and remediation efforts are likely to occur over an extended period of time. To date, the Company has completed remedy construction on three of the six OUs. While there are administrative tasks to be completed before final agency approval, the remediation phase of the work for these three OUs is effectively complete and future work for these OUs is anticipated to be limited. OUs are in various phases of investigation and remediation with the EPA that provide enough information to reasonably estimate cost ranges and record environmental-related accruals. The most significant assumptions underlying the reliability and precision of remediation cost estimates for the Gibbsboro site are the type and extent of future remedies to be selected by the EPA and the costs of implementing those remedies.

The remaining two Major Sites include: (1) a multi-party Superfund site that (a) has received a record of decision from the federal EPA and is currently in the remedial design phase for one OU, (b) has received a record of decision from the federal EPA for an interim remedy for another OU and (c) has a remedial investigation ongoing for another OU and (2) a formerly-owned site containing warehouse and office space that is in the remedial/design investigation phase under a state EPA program. Each of these Major Sites are in phases of investigation, remediation and monitoring that provide sufficient information to reasonably estimate cost ranges and record environmental-related accruals.

Excluding the Major Sites discussed above, no sites are individually material to the total accrual balance. There are multiple, future events yet to occur, including further remedy selection and design, remedy implementation and execution, and securing applicable governmental agency approvals, all of which have the potential to contribute to the uncertainty surrounding these future events. As these events occur and to the extent that the cost estimates of the environmental remediation change, the existing reserve will be adjusted.

Management cannot presently estimate the ultimate potential loss contingencies related to these sites or other less significant sites until such time as a substantial portion of the investigation at the sites is completed and remedial action plans are developed. Unasserted claims could have a material effect on the Company's loss contingency as more information becomes available over time. At September 30, 2026, the Company did not have material loss contingency accruals related to unasserted claims. Management does not expect that a material portion of unrecognized loss contingencies will be recoverable through insurance, indemnification agreements or other sources. In the event any future loss contingency significantly exceeds the current amount accrued, the recording of the ultimate liability may result in a material impact on Net income for the annual or interim period during which the additional costs are accrued. Moreover, management does not believe that any potential liability ultimately attributed to the Company for its environmental-related matters will have a material adverse effect on the Company's financial condition, liquidity or cash flow due to the extended length of time during which environmental investigation and remediation takes place. An estimate of the potential impact on the Company's operations cannot be made due to the aforementioned uncertainties.

Management expects these contingent environmental-related liabilities to be resolved over an extended period of time. Management is unable to provide a more specific time frame due to the indeterminate amount of time to conduct investigation activities at any site, the indeterminate amount of time to obtain environmental agency approval, as necessary, with respect to investigation and remediation activities, and the indeterminate amount of time necessary to conduct remediation activities.

Asset Retirement Obligations

The Asset Retirement and Environmental Obligations Topic of the ASC requires a liability to be recognized for the fair value of a conditional asset retirement obligation if a settlement date and fair value can be reasonably estimated. The Company recognizes a liability for any conditional asset retirement obligation when sufficient information is available to reasonably estimate a settlement date to determine the fair value of such liability. Management does not believe that any potential liability ultimately attributed to the Company for its conditional asset retirement obligations will have a material adverse effect on the Company's financial condition, liquidity or cash flows due to the extended period of time over which sufficient information may become available regarding the closure or modification of any one or group of the Company's facilities. An estimate of the potential impact on the Company's operations cannot be made due to the aforementioned uncertainties. See Note 10 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 for further information.

Real Estate Financing

The Company has entered into certain sale-leaseback agreements that do not qualify as asset sales and were accounted for as real estate financing transactions, one of which was to sell and subsequently lease back its new global headquarters which was placed into service in the third quarter of 2025. The Company received $40.9 million of final proceeds during the nine months ended September 30, 2025 for the new global headquarters for a total of $800 million and capitalized $9.5 million and $37.2 million of related interest within Property, plant and equipment, net in the Consolidated Balance Sheets during the three and nine months ended September 30, 2025, respectively. The following table summarizes the corresponding liabilities recognized in the Consolidated Balance Sheets.

	September 30, 2026	December 31, 2025	September 30, 2025
Short-term liability [1]	**$ 51.7**	$ 51.0	$ 50.8
Long-term liability [2]	**766.2**	762.0	760.6
Total liability	**$ 817.9**	$ 813.0	$ 811.4

[1] The short-term portion of the liability is recorded in Other accruals.

[2] The long-term portion of the liability is recorded in Other long-term liabilities.

See Note 10 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 for further information regarding real estate financing.

NOTE 9 - LITIGATION

In the course of its business, the Company is subject to a variety of actual and potential claims, lawsuits, and other proceedings, including, but not limited to, litigation relating to product liability and warranty, raw materials used in our products, personal injury, environmental (including alleged natural resource damages), intellectual property, commercial, contractual and antitrust claims, that are inherently subject to many uncertainties regarding the possibility of a loss to the Company. Uncertainties to which litigation is inherently subject include, among other things, costs, unpredictable court or jury decisions that could affect other litigation against the Company and encourage an increase in the number and nature of future claims and proceedings, and differing laws and regulations in jurisdictions where the Company operates. These uncertainties will ultimately be resolved when one or more future events occur or fail to occur confirming the incurrence of a liability or the avoidance or reduction of a liability. In accordance with the Contingencies Topic of the ASC, the Company accrues for contingencies by a charge to income when it is both probable that one or more future events will occur confirming the fact of a loss and the amount of the loss can be reasonably estimated. In the event that a loss contingency is ultimately determined to be significantly higher than currently accrued, the recording of the additional liability may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such additional liability is accrued. In matters where no accrual is recorded because it is not probable that a liability will be incurred or the amount of any such loss cannot be reasonably estimated, any potential liability ultimately determined to be attributable to the Company may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued. In those matters where no accrual is recorded or exposure to loss exists in excess of the amount accrued, the Contingencies Topic of the ASC requires disclosure of the contingency when there is a reasonable possibility that a loss or additional loss may have been incurred.

Due to the uncertainties involved in claims, lawsuits, and other proceedings, management is unable to predict the outcome of the matters identified below, the number or nature of possible future claims, lawsuits, and proceedings, or the effect that any legislation and/or administrative regulations may have on such matters or the Company. In addition, management cannot reasonably determine the scope or amount of the potential costs and liabilities related to such matters, or resulting from any such legislation and regulations. We currently have not accrued any amounts for the pending lead pigment and lead-based paint litigation identified below because the Company does not believe it is probable that a loss will occur, or the Company believes it is not possible to estimate the range of potential losses. In addition, any potential liability that may result from any changes to legislation and regulations cannot reasonably be estimated. Due to the uncertainties associated with the amount of any such liability and/or the nature of any other remedy which may be imposed in litigation, any potential liability determined to be attributable to the Company arising out of such litigation may have a material adverse effect on the Company's results of operations, liquidity or financial condition. An estimate of the potential impact on the Company's results of operations, cash flow, liquidity or financial condition cannot be made due to the aforementioned uncertainties.

Lead pigment and lead-based paint litigation. The Company's past operations included the manufacture and sale of lead pigments and lead-based paints. The Company, along with other companies, is and has been a defendant in a number of legal proceedings arising from the manufacture and sale of lead pigments and lead-based paints. The plaintiffs' claims have been

based upon various legal theories, including negligence, strict liability, breach of warranty, negligent misrepresentations and omissions, fraudulent misrepresentations and omissions, concert of action, civil conspiracy, violations of unfair trade practice and consumer protection laws, enterprise liability, market share liability, public nuisance, unjust enrichment and other theories. The Company has also been a defendant in legal proceedings arising from the manufacture and sale of non-lead-based paints that seek recovery based upon various legal theories, including the failure to adequately warn of potential exposure to lead during surface preparation when using non-lead-based paint on surfaces previously painted with lead-based paint. Other than currently pending cases and the California Proceedings, identified in the Public Nuisance Claim Litigation section, all of these legal proceedings have been concluded in favor of the Company and other defendants at various stages in the proceedings. In addition, from time to time, various legislation and administrative regulations have been enacted, promulgated or proposed to impose obligations on present and former manufacturers of lead pigments and lead-based paints respecting asserted health concerns associated with such products or to overturn the effect of court decisions in which the Company and other manufacturers have been successful. The Company is vigorously defending all lead pigment and lead-based paint litigation. The Company expects that additional lead pigment and lead-based paint litigation may be filed against the Company in the future asserting similar or different legal theories and seeking similar or different types of damages and relief. The Company will continue to vigorously defend against any additional litigation that may be filed, including utilizing all avenues of appeal, if necessary.

Public Nuisance Claim Litigation. The Company and other companies have been defendants in legal proceedings seeking recovery based on public nuisance liability theories, among other theories, brought by various states, cities and counties, including by the State of Rhode Island; the City of St. Louis, Missouri; various cities and counties in the State of New Jersey; various cities in the State of Ohio and the State of Ohio; the City of Chicago, Illinois; the City of Milwaukee, Wisconsin; the County of Santa Clara, California and other public entities in the State of California (the California Proceedings); and Lehigh and Montgomery Counties in Pennsylvania. Except for the California Proceedings in which the Company reached a court-approved agreement in 2019 after nearly twenty years of litigation, all of those legal proceedings have been concluded in favor of the Company and other defendants at various stages in the proceedings. Most recently, on May 7, 2024, as further described below in Wisconsin Litigation, three plaintiffs filed amended complaints alleging, in part, public nuisance claims.

Wisconsin Litigation. The Company and other companies are or have been defendants in a number of legal proceedings seeking monetary damages and other relief from alleged personal injuries. The current proceedings consist of two federal court cases pending in the United States District Court for the Eastern District of Wisconsin (Ernest Gibson v. American Cyanamid, et al. and Deziree and Detareion Valoe v. American Cyanamid, et. al.) and one case pending in Milwaukee County Circuit Court in Wisconsin (Arrieona Beal v. Armstrong Containers, Inc., et al.). Those matters include claims by four individuals allegedly injured from ingestion of lead pigment or lead-containing paint while they were minors. The plaintiffs generally seek compensatory damages and have invoked Wisconsin's risk contribution theory (which is similar to market share liability, except that liability can be joint and several) due to the plaintiff's inability to identify the manufacturer of any product that allegedly injured the plaintiff.

In the Gibson and Valoe cases, which are pending in federal court, the three individual plaintiffs filed amended complaints on May 7, 2024, alleging strict liability, negligence and public nuisance claims. The defendants filed motions to dismiss the plaintiffs' amended complaints on June 20, 2024. On November 8, 2024, the district court granted in part and denied in part defendants' motions to dismiss the amended complaints, dismissing the second cause of action for general negligence and plaintiffs' abatement allegations, but otherwise permitting the case to proceed. On December 6, 2024, the Company and some of the other defendants filed a third-party complaint against NL Industries, Inc. (NL) and the owners and landlords of the properties where the Gibson and Valoe plaintiffs resided. On January 30, 2025, the federal court entered a stipulated order dismissing NL pursuant to the execution of a Pierringer release settlement agreement between plaintiffs and NL where the plaintiffs have agreed to indemnify NL against claims for contribution from the Company and some of the other defendants. Some of the owners and landlords filed motions to dismiss the third-party complaints, which motions the federal court denied on September 4, 2025. The parties in the Gibson case continue to conduct discovery, which is scheduled to be completed by December 15, 2026. In the Valoe case, on April 6, 2026, the federal court granted the defendants' unopposed motion to stay all proceedings and vacated all case deadlines pending the resolution of certain issues raised by opposing counsel related to one of the plaintiffs.

In the Beal case, which is pending in state court, on August 24, 2021, Arrieona Beal filed an amended complaint in Milwaukee County Circuit Court, naming the Company and other alleged former lead pigment manufacturers as defendants pursuant to the risk contribution liability theory. The plaintiff previously had sued her landlords. On January 3, 2024, the Company and some of the other manufacturing defendants filed a third-party complaint against NL and cross-claims against the landlord defendants. On January 10, 2024, one of the landlord defendants filed a counterclaim and cross-claim against all parties. On February 27, 2025, landlord defendants Hattie and Jerry Mitchell were voluntarily dismissed pursuant to the execution of a Pierringer release settlement agreement between plaintiff and the landlord defendants where the plaintiff has agreed to indemnify the landlord defendants against claims for contribution from the Company and the other defendants. On or before

July 15, 2026, the Company and each of the other remaining parties filed motions for summary judgment on multiple issues. The court denied one motion for partial summary judgment filed by the Company and other defendants regarding the scope of risk contribution on August 5, 2026.

Other matters. On December 18, 2019, the New Jersey Department of Environmental Protection, the Commissioner of the New Jersey Department of Environmental Protection and the Administrator of the New Jersey Spill Compensation Fund (collectively, the NJ DEP) filed a lawsuit against the Company in the Superior Court of New Jersey Law Division in Camden County, New Jersey. The NJ DEP seeks to recover natural resource damages, punitive damages and litigation fees and costs, as well as other costs, damages, declaratory relief and penalties pursuant to New Jersey state statutes and common law theories in connection with the alleged discharge of hazardous substances and pollutants at the Company's Gibbsboro, New Jersey site, a former manufacturing plant and related facilities. Following resolution of the parties' discovery dispute, the court reopened discovery, which is now scheduled to conclude on October 22, 2027, and set a trial date of March 6, 2028.

In July 2024, a third-party assurance, testing, inspection and certification provider (the Third-Party Provider) changed its listing for Firetex FX9502, one of the Company's protective coatings products, an intumescent coating used for fire protection of steel beam assemblies. The Company has received claims regarding this matter, including from a competitor (which culminated in the false advertising claim described below), and is working with its customers and end users to assist in understanding the potential impacts of the listing change, including the extent of potential remedial action that may involve application of additional product. The Company is also investigating potential inaccuracies for certain other Firetex intumescent products arising out of tests conducted on those products by the Third-Party Provider. Additionally, the Company is investigating issues in connection with its Firetex Design Estimator software in which, for certain intumescent products, the software recommended under-estimated dry film thicknesses (DFT), or estimated DFTs that were in excess of published maximum DFTs, for which the Company has also received claims. The Company's review of these matters is ongoing.

On September 2, 2025, Carboline Global Inc. (Carboline) filed a lawsuit against the Company in the Eastern District of Missouri, which alleges that the Company violated the Lanham Act by disseminating false advertisements related to Firetex FX9502, an intumescent coating used for fire protection of steel beam assemblies. Carboline's claim arises from a change to the product's listing by the Third-Party Provider. Carboline seeks actual damages, treble damages, fees and costs, and injunctive relief. Carboline filed an amended complaint on November 14, 2025, which the Company moved to dismiss on November 28, 2025. On August 4, 2026, the court denied the Company's motion to dismiss. The Company filed an answer and counterclaim against Carboline on September 17, 2026.

NOTE 10 - SHAREHOLDERS' EQUITY

Dividends

The following table summarizes the dividends declared and paid on common stock:

	2026		2025	
	Cash Dividend Per Share	**Total Dividends (in millions)**	Cash Dividend Per Share	Total Dividends (in millions)
First Quarter	**$ 0.80**	**$ 197.1**	$ 0.79	$ 200.4
Second Quarter	**0.80**	**197.5**	0.79	197.9
Third Quarter	**0.80**	**194.3**	0.79	195.7
Total	**$ 2.40**	**$ 588.9**	$ 2.37	$ 594.0

Treasury Stock

The Company acquires its common stock for general corporate purposes through its publicly announced share repurchase program. As of September 30, 2026, the Company had remaining authorization from its Board of Directors to purchase 22.5 million shares of its common stock. The table below summarizes the Company's share repurchase activity:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	**2026**	2025
Treasury stock purchases (in millions)	**$ 520.1**	$ 668.2	**$ 2,357.1**	$ 1,538.4
Treasury stock purchases (in shares)	**1,500,000**	2,000,000	**7,100,000**	4,450,000
Average price per share	**$ 346.73**	$ 334.10	**$ 331.99**	$ 345.70

In June 2026, the Company entered into an accelerated share repurchase agreement (ASR) with a third-party financial institution to repurchase 2.5 million shares of the Company's outstanding common stock. Settlement of the forward contract component of the ASR was finalized in July 2026 resulting in a $34.6 million payment recorded to Other capital in accordance with the Derivatives and Hedging Topic of the ASC.

In July 2025, the Company entered into an ASR with a third-party financial institution to repurchase 2.0 million shares of the Company's outstanding common stock. Settlement of the forward contract component of the ASR occurred in September 2025 resulting in a $58.9 million payment recorded to Other capital in accordance with the Derivatives and Hedging Topic of the ASC.

Other Capital

During the nine months ended September 30, 2026, 771,521 stock options were exercised at a weighted average exercise price per share of $143.53. In addition, 346,580 restricted stock units vested during the same period.

NOTE 11 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The income and (loss) components of Accumulated other comprehensive income (loss) (AOCI), including the adjustments that were reclassified from AOCI to Net income, are shown below.

	Foreign Currency Translation Adjustments [1]	Pension and Other Postretirement Benefits Adjustments [2]	Unrealized Net Gains on Cash Flow Hedges [3]	Total
Balance at December 31, 2025	$ (719.4)	$ 59.5	$ 25.5	$ (634.4)
Amounts recognized in AOCI	**27.0**	**(3.1)**	—	**23.9**
Amounts reclassified from AOCI	—	**(2.5)**	**(3.2)**	**(5.7)**
Balance at September 30, 2026	**$ (692.4)**	**$ 53.9**	**$ 22.3**	**$ (616.2)**

[1] Activity includes changes in the fair value of net investment hedges, net of taxes, of $43.8 million for the nine months ended September 30, 2026. See Note 12 for further information.

[2] Activity is net of taxes of $2.2 million for the nine months ended September 30, 2026. See Note 7 for further information.

[3] Activity is net of taxes of $1.0 million for the nine months ended September 30, 2026.

	Foreign Currency Translation Adjustments [1]	Pension and Other Postretirement Benefits Adjustments [2]	Unrealized Net Gains on Cash Flow Hedges [3]	Total
Balance at December 31, 2024	$ (972.9)	$ 73.1	$ 24.6	$ (875.2)
Amounts recognized in AOCI	293.2	—	4.7	297.9
Amounts reclassified from AOCI	—	(10.0)	(2.8)	(12.8)
Balance at September 30, 2025	$ (679.7)	$ 63.1	$ 26.5	$ (590.1)

[1] Activity includes changes in the fair value of net investment hedges, net of taxes, of $(133.4) million for the nine months ended September 30, 2025. See Note 12 for further information.

[2] Activity is net of taxes of $3.5 million for the nine months ended September 30, 2025. See Note 7 for further information.

[3] Activity is net of taxes of $(0.6) million for the nine months ended September 30, 2025. See Note 12 for further information.

NOTE 12 - DERIVATIVES AND HEDGING

Net Investment Hedges

The Company has entered into U.S. dollar to euro cross currency swap contracts with various counterparties to hedge the Company's net investment in its European operations. These contracts qualified for and were designated as net investment hedges under US GAAP. During the term of the contracts, the Company will pay fixed-rate interest in euros and receive fixed-rate interest in U.S. dollars, thereby effectively converting a portion of the Company's U.S. dollar denominated fixed-rate debt to euro denominated fixed-rate debt. The cash flow impact of these net investment hedges is classified as an investing activity in the Statements of Condensed Consolidated Cash Flows.

On September 22, 2026, the Company entered into a new cross currency swap with a notional value of $250 million, with $100 million maturing on August 15, 2028 and $150 million maturing on May 15, 2030. On August 27, 2026, the Company entered into a new cross currency swap with a notional amount of $150 million maturing on September 1, 2031. On July 29, 2026, the Company entered into a new cross currency swap with a notional amount of $100 million maturing on August 15, 2030. On April 17, 2026, the Company entered into a new cross currency swap with a notional value of $150.0 million maturing on August 15, 2030. The outstanding contracts as of September 30, 2026 are summarized by maturity date in the table below.

Notional Value	Maturity Date
$ 687.7	June 1, 2027
100.0	March 1, 2028
300.0	August 15, 2028
525.0	August 15, 2029
150.0	May 15, 2030
250.0	August 15, 2030
350.0	September 1, 2031
$ 2,362.7	

The following table summarizes the location of the net investment hedges on the Consolidated Balance Sheets. See Note 13 for further information on the fair value of these contracts.

	September 30, 2026	December 31, 2025	September 30, 2025
Other assets	**$ 5.7**	$ —	$ —
Other accruals	**27.6**	—	—
Other long-term liabilities	**42.6**	122.6	128.3

The changes in fair value of the net investment hedges are recognized in the foreign currency translation adjustments component of AOCI. See Note 11 for further information.

The following table summarizes gains (losses), net of taxes:

	Three Months Ended		Nine Months Ended	
	September 30, 2026	September 30, 2025	**September 30, 2026**	September 30, 2025
Gains (losses)	**$ 17.5**	$ 15.8	**$ 58.1**	$ (177.1)
Tax effect	**(4.3)**	(3.9)	**(14.3)**	43.7
Gains (losses), net of taxes	**$ 13.2**	$ 11.9	**$ 43.8**	$ (133.4)

Cash Flow Hedges

In April 2025, the Company entered into interest rate lock contracts with an aggregate notional amount of $300.0 million in anticipation of a probable issuance of new long-term fixed rate debt within the next twelve months. These contracts hedge the variability in the benchmark interest rate (US Treasury) and settled in July 2025 for a $4.7 million gain, net of tax, which was

recognized in Other comprehensive income (loss), net of tax in the Statements of Consolidated Comprehensive Income at September 30, 2025. See Note 11 for further information on the related component recognized in AOCI.

Derivatives Not Designated as Hedging Instruments

The Company enters into foreign currency option and forward contracts with maturity dates less than twelve months, primarily to hedge against value changes in foreign currency. The related gains and losses are recorded in Other expense (income) - net. See Note 15 for further information.

NOTE 13 - FAIR VALUE MEASUREMENTS

The Fair Value Measurements and Disclosures Topic of the ASC applies to the Company's financial and non-financial assets and liabilities. The guidance applies when other standards require or permit the fair value measurement of assets and liabilities. Under the guidance, assets and liabilities measured at fair value are categorized as follows:

Level 1: Quoted prices in active markets for identical assets
Level 2: Significant other observable inputs
Level 3: Significant unobservable inputs

There were no assets and liabilities measured at fair value on a recurring basis classified as Level 3 at September 30, 2026, December 31, 2025 and September 30, 2025. Except for the acquisition related fair value measurements described in Note 3, there were no assets and liabilities measured at fair value on a nonrecurring basis. The following table summarizes the Company's assets and liabilities measured at fair value on a recurring basis, categorized using the fair value hierarchy.

	September 30, 2026			December 31, 2025			September 30, 2025		
	Total	**Level 1**	**Level 2**	Total	Level 1	Level 2	Total	Level 1	Level 2
Assets:									
Deferred compensation plan	**$ 101.5**	**$ 101.5**	**$ —**	$ 101.0	$ 101.0	$ —	$ 98.3	$ 98.3	$ —
Net investment hedges	**5.7**	**—**	**5.7**	—	—	—	—	—	—
	$ 107.2	**$ 101.5**	**$ 5.7**	$ 101.0	$ 101.0	$ —	$ 98.3	$ 98.3	$ —
Liabilities:									
Net investment hedges	**$ 70.2**	**$ —**	**$ 70.2**	$ 122.6	$ —	$ 122.6	$ 128.3	$ —	$ 128.3

The deferred compensation plan assets consist of investment funds maintained for future payments under the Company's executive deferred compensation plans, which are structured as rabbi trusts. The investments are marketable securities accounted for under the Debt and Equity Securities Topics of the ASC. The Level 1 investments are valued using quoted market prices multiplied by the number of shares or units. There were $7.9 million, $7.7 million and $7.3 million of deferred compensation plan assets held in partnership funds measured using net asset value (or its equivalent) as a practical expedient as of September 30, 2026, December 31, 2025 and September 30, 2025, respectively. These investments are not classified in the fair value hierarchy. The cost basis of all investments within the deferred compensation plan was $75.5 million, $80.7 million and $77.4 million at September 30, 2026, December 31, 2025 and September 30, 2025, respectively.

The net investment hedges represent the fair value of the cross currency swaps. See Note 12 for further information. The fair value is based on a valuation model that uses observable inputs, including interest rate curves and the euro foreign currency rate.

The carrying amounts reported for Cash and cash equivalents and Short-term borrowings approximate fair value.

The fair value of the Company's publicly traded debt is based on quoted market prices. The fair value of the Company's non-publicly traded debt is estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. The Company's publicly traded debt and non-publicly traded debt are classified as Level 1 and Level 2, respectively, in the fair value hierarchy. The following table summarizes the carrying amounts and fair values of the Company's publicly traded debt and non-publicly traded debt.

	September 30, 2026		December 31, 2025		September 30, 2025	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Publicly traded debt	**$ 9,328.2**	**$ 8,012.8**	$ 9,670.7	$ 8,813.7	$ 9,668.5	$ 8,855.6
Non-publicly traded debt	**113.3**	**105.3**	0.1	0.1	0.1	0.1

NOTE 14 - REVENUE

The Company manufactures and sells paint, stains, supplies, equipment and floor covering through company-operated stores, branded and private label products through retailers and a broad range of industrial coatings directly to global manufacturing customers through company-operated branches. A large portion of the Company's revenue is recognized at a point in time and made to customers who are not engaged in a long-term supply agreement or any form of contract with the Company. These sales are paid for at the time of sale in cash, credit card or on account with the vast majority of customers having terms between 30 and 60 days, not to exceed one year. Many customers who purchase on account take advantage of early payment discounts offered by paying within 30 days of being invoiced. The Company estimates variable consideration for these sales on the basis of both historical information and current trends to estimate the expected amount of discounts to which customers are likely to be entitled.

The remaining revenue is governed by long-term supply agreements and related purchase orders (contracts) that specify shipping terms and aspects of the transaction price including rebates, discounts and other sales incentives, such as advertising support. Contracts are at standalone pricing. The performance obligation in these contracts is determined by each of the individual purchase orders and the respective stated quantities, with revenue being recognized at a point in time when obligations under the terms of the agreement are satisfied. This generally occurs with the transfer of control of our products to the customer. Sales, value add and other taxes collected concurrent with revenue-producing activities are excluded from revenue.

Refer to Note 18 for the Company's disaggregation of Net sales by reportable segment. As the reportable segments are aligned by similar economic factors, trends and customers, this disaggregation best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. Approximately 80% of the Company's Net sales are in the North America region (which is comprised of the United States, Canada and the Caribbean region), slightly less than 10% in the EMEAI region (Europe, Middle East, Africa and India), with the remaining global regions accounting for the residual balance. No individual country outside of the United States is individually significant.

The Company has made payments or given credits for various incentives at the beginning of a long-term contract where future revenue is expected and before satisfaction of performance obligations. Under these circumstances, the Company recognizes a contract asset and amortizes these prepayments as a reduction to Net sales over the expected benefit life of the long-term contract, typically on a straight-line basis.

The majority of variable consideration in the Company's contracts include volume rebates, discounts and other incentives, where the customer receives a retrospective percentage rebate based on the amount of their purchases. In these situations, the rebates are accrued as a fixed percentage of sales and recorded as a reduction of Net sales until paid to the customer per the terms of the contract. Forms of variable consideration such as tiered rebates, whereby a customer receives a retrospective price decrease dependent on the volume of their purchases, are calculated using a forecasted percentage to determine the most likely amount to accrue. Management creates a baseline calculation using historical sales and then utilizing forecast information, estimates the anticipated sales volume each quarter to calculate the expected reduction to Net sales. The remainder of the transaction price is fixed as agreed upon with the customer, limiting estimation of revenues, including constraints.

Deferred revenue and related amounts recognized as Net sales during the first nine months of 2026 were not material. The Company's Accounts receivable and current and long-term contract assets and liabilities are summarized by balance sheet date in the following table.

	Accounts Receivable, Less Allowance	Contract Assets (Current)	Contract Assets (Long-Term)	Contract Liabilities (Current)	Contract Liabilities (Long-Term)
Balance sheet caption:	*Accounts receivable, net*	*Other current assets*	*Other assets*	*Other accruals*	*Other long-term liabilities*
Balance at September 30, 2025	$ 3,122.3	$ 74.1	$ 236.4	$ 361.6	$ 11.8
Balance at December 31, 2025	2,791.2	73.3	227.7	427.3	10.3
Balance at September 30, 2026	**3,598.1**	**104.4**	**200.2**	**443.3**	**5.7**

The difference between the opening December 31, 2025 and closing September 30, 2026 balances of the Company's contract assets and contract liabilities primarily results from the timing difference between the contractual performance obligation and the associated payment.

Provisions for estimated returns are recognized as contra-revenue per ASC 606 when the products are sold. The Company records a right of return liability within each of its operations to accrue for expected customer returns. Historical actual returns are used to estimate future returns as a percentage of current sales. Obligations for returns and refunds were not material individually or in the aggregate.

The Company only offers an assurance type warranty on products sold, and there is no material service to the customer beyond fixing defects that existed at the time of sale and no warranties are sold separately. Warranty liabilities are excluded from the table above.

Allowance for Current Expected Credit Losses

The following table summarizes the movement in the Company's allowance for current expected credit losses:

	Nine Months Ended September 30,	
	2026	2025
Beginning balance	**$ 62.5**	$ 60.4
Bad debt expense	**61.5**	45.3
Uncollectible accounts written off, net of recoveries	**(38.0)**	(24.2)
Ending balance	**$ 86.0**	$ 81.5

For further information on the Company's allowance for current expected credit losses, see Note 1 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

NOTE 15 - OTHER (INCOME) EXPENSE

Other general expense (income) - net

Included in Other general expense (income) - net were the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	**2026**	2025
Provisions for environmental matters - net	**$ (0.1)**	$ 10.6	**$ 3.3**	$ 14.1
Loss (gain) on sale or disposition of assets	**2.4**	(23.8)	**0.6**	(27.2)
Other	**2.9**	8.5	**11.0**	23.6
Total	**$ 5.2**	$ (4.7)	**$ 14.9**	$ 10.5

Provisions for environmental matters - net represent initial provisions for site-specific estimated costs of environmental investigation or remediation and increases or decreases to environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. See Note 8 for further information on the Company's environmental-related activities.

Loss (gain) on sale or disposition of assets represents the net realized losses (gains) associated with the sale or disposal of property, plant and equipment, intangible assets and leases previously used in the conduct of the primary business of the Company.

There were no items within the Other caption that were individually significant.

Other expense (income) - net

Included in Other expense (income) - net were the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	**2026**	2025
Investment losses (gains)	**$ —**	$ 3.9	**$ (6.4)**	$ (5.6)
Foreign currency transaction related losses - net	**16.6**	6.6	**11.1**	29.7
Miscellaneous pension and benefit expense (income)	**0.5**	(3.4)	**1.1**	(10.2)
Other income	**(11.1)**	(10.0)	**(15.9)**	(29.3)
Other expense	**—**	5.2	**—**	25.3
Total	**$ 6.0**	$ 2.3	**$ (10.1)**	$ 9.9

Investment losses (gains) primarily relate to the change in market value of the investments held in the deferred compensation plans. See Note 13 for further information on the fair value of these investments.

Foreign currency transaction related losses - net include the impact from foreign currency transactions, including from highly inflationary economies such as Argentina, and net realized losses (gains) from foreign currency option and forward contracts. See Note 12 for further information regarding these foreign currency contracts.

Miscellaneous pension and benefit expense (income) consists of the non-service components of Net periodic pension and benefit cost (credit). See Note 7 for further information.

Other income and Other expense include items of revenue, gains, expenses and losses that were unrelated to the primary business purpose of the Company. There were no items within Other income or Other expense that were individually significant.

NOTE 16 - INCOME TAXES

The effective tax rate was 22.8% and 23.0% for the third quarter and first nine months of 2026, compared to 21.4% and 22.5% for the third quarter and first nine months of 2025. The increase in the effective tax rate for the third quarter and the first nine months of 2026 was primarily due to less favorable impact from tax benefits related to employee share-based payments. The other significant components of the Company's effective tax rate were consistent year-over-year.

At December 31, 2025, the Company had $106.9 million in unrecognized tax benefits, the recognition of which would have an effect of $91.9 million on the effective tax rate.

The Company classifies all income tax related interest and penalties as income tax expense. At December 31, 2025, the Company had accrued $23.9 million for the potential payment of income tax interest and penalties.

There were no significant changes to any of the balances of unrecognized tax benefits at December 31, 2025 during the first nine months of 2026.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The IRS is currently auditing the Company's 2020 through 2022 income tax returns. As of September 30, 2026, the federal statute of limitations has not expired for the 2020 through 2025 tax years.

At September 30, 2026, the Company is subject to non-U.S. income tax examinations for the 2014 through 2025 tax years. In addition, the Company is subject to state and local income tax examinations for the 2016 through 2025 tax years.

NOTE 17 - NET INCOME PER SHARE

Basic and diluted net income per share are calculated using the treasury stock method.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	**2026**	2025
Basic				
Net income	**$ 821.0**	$ 833.1	**$ 2,199.3**	$ 2,091.7
Weighted average shares outstanding	**240.7**	246.2	**243.5**	248.0
Basic net income per share	**$ 3.41**	$ 3.38	**$ 9.03**	$ 8.43
Diluted				
Net income	**$ 821.0**	$ 833.1	**$ 2,199.3**	$ 2,091.7
Weighted average shares outstanding assuming dilution:				
Weighted average shares outstanding	**240.7**	246.2	**243.5**	248.0
Stock options and other contingently issuable shares [1]	**2.1**	2.8	**2.2**	2.9
Weighted average shares outstanding assuming dilution	**242.8**	249.0	**245.7**	250.9
Diluted net income per share	**$ 3.38**	$ 3.35	**$ 8.95**	$ 8.34

[1] Stock options and other contingently issuable shares excludes 1.9 million shares for the three and nine months ended September 30, 2026 due to their anti-dilutive effect. Stock options and other contingently issuable shares excludes 1.0 million shares for the three and nine months ended September 30, 2025 due to their anti-dilutive effect.

NOTE 18 - REPORTABLE SEGMENT INFORMATION

The Company reports its segment information in the same way that management internally organizes its business for assessing performance and making decisions regarding the allocation of resources in accordance with the Segment Reporting Topic of the ASC. The Company determined it has three reportable segments: Paint Stores Group, Consumer Brands Group and Performance Coatings Group (individually, a Reportable Segment and collectively, the Reportable Segments). In the reportable segment financial information, segment profit represents each segment's Income before income taxes.

	Three Months Ended September 30, 2026				
	Paint Stores Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
Net sales	$ 4,015.8	$ 937.4	$ 1,903.3	$ 3.5	$ 6,860.0
Intersegment transfers	—	1,551.4	12.9	(1,564.3)	—
Total net sales and intersegment transfers	4,015.8	2,488.8	1,916.2	(1,560.8)	6,860.0
Cost of goods sold	1,800.5	2,076.3	1,270.7	(1,564.7)	3,582.8
Selling, general and administrative expenses	1,241.4	255.4	384.2	188.1	2,069.1
Interest expense	—	—	—	139.3	139.3
Other segment items [1]	(0.4)	10.9	6.1	(11.3)	5.3
Income before income taxes	$ 974.3	$ 146.2	$ 255.2	$ (312.2)	$ 1,063.5
Percent to Net sales	24.3%	15.6%	13.4%	nm	15.5%
Supplemental Information:					
Capital expenditures	$ 34.6	$ 48.1	$ 36.0	$ 10.0	$ 128.7
Depreciation [2]	22.7	54.8	5.1	16.6	99.2
Amortization [3]	2.7	21.6	63.9	0.1	88.3

nm - not meaningful

[1] Other segment items includes Other general expense (income) - net, Interest income and Other expense (income) - net. See Note 15 for further information.

[2] Depreciation is recorded within Cost of goods sold and Selling, general and administrative expenses.

[3] Amortization is recorded within Selling, general and administrative expenses.

	Three Months Ended September 30, 2025				
	Paint Stores Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
Net sales	$ 3,836.8	$ 770.1	$ 1,750.0	$ 1.3	$ 6,358.2
Intersegment transfers	—	1,463.1	5.7	(1,468.8)	—
Total net sales and intersegment transfers	3,836.8	2,233.2	1,755.7	(1,467.5)	6,358.2
Cost of good sold	1,698.8	1,858.5	1,157.2	(1,481.8)	3,232.7
Selling, general and administrative expenses	1,189.5	211.8	358.1	193.4	1,952.8
Interest expense	—	(0.1)	—	117.3	117.2
Other segment items [1]	(5.8)	5.7	0.1	(5.0)	(5.0)
Income before income taxes	$ 954.3	$ 157.3	$ 240.3	$ (291.4)	$ 1,060.5
Percent to Net sales	24.9%	20.4%	13.7%	nm	16.7%
Supplemental Information:					
Capital expenditures	$ 31.4	$ 51.7	$ 11.7	$ 101.6	$ 196.4
Depreciation [2]	23.2	45.6	4.4	9.6	82.8
Amortization [3]	2.4	17.0	64.5	0.2	84.1

nm - not meaningful

[1] Other segment items includes Other general expense (income) - net, Interest income and Other expense (income) - net. See Note 15 for further information.

[2] Depreciation is recorded within Cost of goods sold and Selling, general and administrative expenses.

[3] Amortization is recorded within Selling, general and administrative expenses.

	Nine Months Ended September 30, 2026				
	Paint Stores Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
Net sales	**$ 10,955.7**	**$ 2,829.2**	**$ 5,522.9**	**$ 8.4**	**$ 19,316.2**
Intersegment transfers	**—**	**4,384.9**	**41.6**	**(4,426.5)**	**—**
Total net sales and intersegment transfers	**10,955.7**	**7,214.1**	**5,564.5**	**(4,418.1)**	**19,316.2**
Cost of goods sold	**4,827.9**	**5,887.4**	**3,636.4**	**(4,431.2)**	**9,920.5**
Selling, general and administrative expenses	**3,635.4**	**766.7**	**1,165.8**	**574.5**	**6,142.4**
Interest expense	**—**	**—**	**—**	**406.8**	**406.8**
Other segment items [1]	**1.7**	**3.7**	**1.4**	**(16.1)**	**(9.3)**
Income before income taxes	**$ 2,490.7**	**$ 556.3**	**$ 760.9**	**$ (952.1)**	**$ 2,855.8**
Percent to Net sales	**22.7%**	**19.7%**	**13.8%**	**nm**	**14.8%**
Supplemental Information:					
Capital expenditures	**$ 78.5**	**$ 153.5**	**$ 45.5**	**$ 97.9**	**$ 375.4**
Depreciation [2]	**69.4**	**162.1**	**15.1**	**49.4**	**296.0**
Amortization [3]	**7.6**	**63.4**	**193.3**	**0.4**	**264.7**

nm - not meaningful

[1] Other segment items includes Other general expense (income) - net, Interest income and Other expense (income) - net. See Note 15 for further information.

[2] Depreciation is recorded within Cost of goods sold and Selling, general and administrative expenses.

[3] Amortization is recorded within Selling, general and administrative expenses.

	Nine Months Ended September 30, 2025				
	Paint Stores Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
Net sales	$ 10,478.8	$ 2,341.7	$ 5,153.1	$ 4.8	$ 17,978.4
Intersegment transfers	—	4,151.9	19.4	(4,171.3)	—
Total net sales and intersegment transfers	10,478.8	6,493.6	5,172.5	(4,166.5)	17,978.4
Cost of goods sold	4,620.9	5,377.5	3,374.9	(4,197.8)	9,175.5
Selling, general and administrative expenses	3,456.2	648.6	1,087.8	565.6	5,758.2
Interest expense	—	—	—	333.4	333.4
Other segment items [1]	(10.3)	14.1	11.7	(3.4)	12.1
Income before income taxes	$ 2,412.0	$ 453.4	$ 698.1	$ (864.3)	$ 2,699.2
Percent to Net sales	23.0%	19.4%	13.5%	nm	15.0%
Supplemental Information:					
Capital expenditures	$ 92.8	$ 190.9	$ 37.9	$ 245.6	$ 567.2
Depreciation [2]	67.3	133.6	13.8	27.3	242.0
Amortization [3]	3.2	50.8	193.8	0.7	248.5

nm - not meaningful

[1] Other segment items includes Other general expense (income) - net, Interest income and Other expense (income) - net. See Note 15 for further information.

[2] Depreciation is recorded within Cost of goods sold and Selling, general and administrative expenses.

[3] Amortization is recorded within Selling, general and administrative expenses.

Net sales of all consolidated foreign subsidiaries were $1.366 billion and $1.135 billion for the three months ended September 30, 2026 and 2025, respectively. Net sales of all consolidated foreign subsidiaries were $4.003 billion and $3.335 billion for the nine months ended September 30, 2026 and 2025, respectively. Long-lived assets of these subsidiaries totaled $4.724 billion and $4.995 billion at September 30, 2026 and 2025, respectively. Domestic operations accounted for the remaining Net sales and long-lived assets. No single geographic area outside the United States was significant relative to consolidated Net sales, Income before income taxes or long-lived assets. Export sales and sales to any individual customer were each less than 10 percent of consolidated Net sales in 2026 and 2025.

The following table presents identifiable assets for each of the Company's Reportable Segments:

	Paint Stores Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
September 30, 2026	**$ 6,874.1**	**$ 8,391.4**	**$ 7,893.6**	**$ 3,802.3**	**$ 26,961.4**
December 31, 2025	6,378.6	8,025.5	7,859.5	3,638.1	25,901.7
September 30, 2025	6,608.6	6,964.1	7,990.0	4,643.7	26,206.4

For further information on the Company's Reportable Segments, see Note 22 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

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

(dollars in millions, except as noted and per share data)

BACKGROUND

The Sherwin-Williams Company, founded in 1866, and its consolidated subsidiaries (collectively, the Company) are engaged in the development, manufacture, distribution and sale of paint, coatings and related products to professional, industrial, commercial and retail customers primarily in North and South America with additional operations in the Caribbean region and throughout Europe, Asia and Australia.

The Company is structured into three reportable segments - Paint Stores Group, Consumer Brands Group and Performance Coatings Group (collectively, the Reportable Segments) - and an Administrative function, which is representative of the way it is internally organized for assessing performance and making decisions regarding the allocation of resources. See Note 18 in Item 1 for further information on the Company's Reportable Segments.

SUMMARY

- Consolidated Net sales increased 7.9% to $6.860 billion in the quarter and increased 7.4% to $19.316 billion in the year to date period
  - Net sales from stores in the Paint Stores Group open more than twelve calendar months increased 3.9% and 3.6% in the quarter and year to date period, respectively
- Diluted net income per share increased 0.9% to $3.38 per share in the quarter compared to $3.35 per share in the third quarter of 2025 and increased 7.3% to $8.95 per share in the year to date period compared to $8.34 per share in the year to date period of 2025
  - Adjusted diluted net income per share increased 1.1% to $3.63 per share in the quarter compared to $3.59 per share in the third quarter of 2025 and increased 5.1% to $9.67 per share in the year to date period compared to $9.20 per share in the year to date period of 2025
- Generated Net operating cash of $2.591 billion in the year to date period compared to $2.359 billion in the year to date period of 2025

OUTLOOK

During 2026, we continued to focus on the execution of our differentiated strategy, Success by Design, which supports our customers by providing value and productivity-oriented solutions for their businesses. In a softer-for-longer demand environment, this focus resulted in strong sales growth driven by new customer wins and share-of-wallet gains. We are addressing macroeconomic inflationary pressures by reducing costs, improving efficiency and taking measured and deliberate pricing actions with our customers in mind. Significant opportunities exist for each of our businesses, and we will continue to support our growth strategy by executing initiatives within our enterprise priorities, including talent, simplification, digitization, supply chain responsiveness and sustainability.

We employ a disciplined capital deployment strategy, while maintaining a balanced approach toward driving value for our customers and returns for our shareholders. We continue to pursue business acquisitions, transactions and investments that fit our long-term growth strategy and will return value to our shareholders through the payment of dividends and the reinvestment of excess cash through repurchases of shares of our stock. We have a strong liquidity position, with $264.2 million in cash and cash equivalents and $2.322 billion of unused capacity under our credit facilities at September 30, 2026. We are, and expect to remain, in compliance with all financing covenants.

RESULTS OF OPERATIONS

The Company has historically experienced, and expects to continue to experience, variability in quarterly results. The results of operations for the three and nine months ended September 30, 2026 are not indicative of the results to be expected for the full year as our business is seasonal in nature, with the majority of Net sales traditionally occurring during the second and third quarters. However, periods of economic uncertainty can alter the Company's seasonal patterns.

The following discussion and analysis addresses comparisons of material changes in the condensed consolidated financial statements for the three and nine months ended September 30, 2026 and 2025.

Net Sales

Three Months Ended September 30, 2026

	Three Months Ended September 30,					
	2026	2025	$ Change	% Change	Currency Impact	Acquisition and Divestiture Impact
Paint Stores Group	**$ 4,015.8**	$ 3,836.8	$ 179.0	4.7 %	— %	— %
Consumer Brands Group	**937.4**	770.1	167.3	21.7 %	1.0 %	21.5 %
Performance Coatings Group	**1,903.3**	1,750.0	153.3	8.8 %	0.7 %	— %
Administrative	**3.5**	1.3	2.2	169.2 %	— %	— %
Total	**$ 6,860.0**	$ 6,358.2	$ 501.8	7.9 %	0.3 %	2.6 %

Consolidated Net sales increased by 7.9% in the third quarter of 2026 primarily due to higher Net sales in all reportable segments, inclusive of the October 2025 acquisition of Suvinil, and selling price increases, which impacted Net sales by a mid-single digit percentage. Net sales of all consolidated foreign subsidiaries increased to $1.366 billion in the third quarter of 2026 compared to $1.135 billion in the same period last year. The increase in Net sales for all consolidated foreign subsidiaries was due to higher Net sales in all regions, led by Latin America, which is inclusive of the Suvinil acquisition. Net sales of all operations other than consolidated foreign subsidiaries increased to $5.494 billion in the third quarter of 2026 compared to $5.223 billion in the same period last year.

Net sales in the Paint Stores Group increased by 4.7% in the third quarter of 2026 primarily due to selling price increases, which impacted Net sales by a mid-single digit percentage, as well as low-single digit percentage sales volume growth. Net sales increased in all professional customer end markets, led by a double-digit percentage increase in protective and marine, a high-single digit percentage increase in commercial and a mid-single digit percentage increase in residential repaint. Net sales from stores open for more than twelve calendar months increased by 3.9% in the third quarter of 2026 compared to last year's comparable period. Net sales of non-paint products increased 3.8% in the third quarter of 2026 compared to last year's comparable period. A discussion of changes in volume versus pricing for sales of non-paint products is not pertinent due to the wide assortment of general merchandise sold.

Net sales in the Consumer Brands Group increased by 21.7% in the third quarter of 2026 primarily as a result of the acquisition of Suvinil, favorable foreign currency translation and a positive shift in mix, partially offset by soft demand in North America.

Net sales in the Performance Coatings Group increased by 8.8% in the third quarter of 2026 primarily due to selling price increases, which impacted Net sales by a mid-single digit percentage, and low-single digit percentage sales volume growth. Net sales increased in all businesses, led by General Industrial, Packaging and Coil, which each increased by a double-digit percentage, and Industrial Wood and Automotive Refinish, which each increased by a low-single digit percentage.

Nine Months Ended September 30, 2026

	Nine Months Ended September 30,					
	2026	2025	$ Change	% Change	Currency Impact	Acquisition and Divestiture Impact
Paint Stores Group	**$ 10,955.7**	$ 10,478.8	$ 476.9	4.6 %	— %	0.1 %
Consumer Brands Group	**2,829.2**	2,341.7	487.5	20.8 %	1.7 %	18.2 %
Performance Coatings Group	**5,522.9**	5,153.1	369.8	7.2 %	2.2 %	0.1 %
Administrative	**8.4**	4.8	3.6	75.0 %	— %	— %
Total	**$ 19,316.2**	$ 17,978.4	$ 1,337.8	7.4 %	0.9 %	2.5 %

Consolidated Net sales increased by 7.4% in the first nine months of 2026 due to higher Net sales in all reportable segments, inclusive of the October 2025 acquisition of Suvinil, and selling price increases, which impacted Net sales by a mid-single digit percentage. Net sales of all consolidated foreign subsidiaries increased to $4.003 billion in the first nine months of 2026 compared to $3.335 billion in the same period last year. The increase in Net sales for all consolidated foreign subsidiaries was due to higher Net sales in all regions, led by Latin America, which is inclusive of the Suvinil acquisition. Net sales of all operations other than consolidated foreign subsidiaries increased 4.6% to $15.313 billion in the first nine months of 2026 compared to $14.643 billion in the same period last year.

Net sales in the Paint Stores Group increased by 4.6% in the first nine months of 2026 primarily due to selling price increases, which impacted Net sales by a mid-single digit percentage, as well as low-single digit percentage sales volume growth. Net sales increased in all but one professional customer end market, led by a double-digit percentage increase in protective and marine and mid-single digit percentage increases in commercial and residential repaint. New residential decreased by a low-single digit percentage, as expected. Net sales from stores open for more than twelve calendar months increased 3.6% in the first nine months of 2026 compared to last year's comparable period. Net sales of non-paint products increased 3.6% in the first nine months of 2026 compared to last year's comparable period. A discussion of changes in volume versus pricing for sales of products other than paint is not pertinent due to the wide assortment of general merchandise sold.

Net sales in the Consumer Brands Group increased by 20.8% in the first nine months of 2026 primarily as a result of the acquisition of Suvinil and a 1.7% favorable impact from foreign currency translation. A positive shift in mix was partially offset by soft demand in North America.

Net sales in the Performance Coatings Group increased by 7.2% in the first nine months of 2026 primarily attributable to low-single digit percentage sales volume growth, selling price increases, which impacted Net sales by a low-single digit percentage, and a 2.2% favorable impact from foreign currency translation. Net sales increased in all businesses, led by a double-digit percentage increase in General Industrial, and a high-single digit percentage increase in Packaging, Coil and Automotive Refinish.

Income Before Income Taxes

The following table presents the components of Income before income taxes as a percentage of Net sales:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2026		2025		**2026**		2025	
		Percent to Net Sales		Percent to Net Sales		Percent to Net Sales		Percent to Net Sales
Net sales	**$ 6,860.0**	**100.0 %**	$ 6,358.2	100.0 %	**$ 19,316.2**	**100.0 %**	$ 17,978.4	100.0 %
Cost of goods sold	**3,582.8**	**52.2 %**	3,232.7	50.8 %	**9,920.5**	**51.4 %**	9,175.5	51.0 %
Gross profit	**3,277.2**	**47.8 %**	3,125.5	49.2 %	**9,395.7**	**48.6 %**	8,802.9	49.0 %
Selling, general and administrative expenses (SG&A)	**2,069.1**	**30.2 %**	1,952.8	30.7 %	**6,142.4**	**31.8 %**	5,758.2	32.0 %
Other general expense (income) - net	**5.2**	**0.1 %**	(4.7)	(0.1)%	**14.9**	**0.1 %**	10.5	0.1 %
Interest expense	**139.3**	**2.0 %**	117.2	1.9 %	**406.8**	**2.1 %**	333.4	1.8 %
Interest income	**(5.9)**	**(0.1)%**	(2.6)	—%	**(14.1)**	**(0.1)%**	(8.3)	—%
Other expense (income) - net	**6.0**	**0.1 %**	2.3	—%	**(10.1)**	**(0.1)%**	9.9	0.1 %
Income before income taxes	**$ 1,063.5**	**15.5 %**	$ 1,060.5	16.7 %	**$ 2,855.8**	**14.8 %**	$ 2,699.2	15.0 %

Three Months Ended September 30, 2026

Consolidated Cost of goods sold increased $350.1 million, or 10.8%, in the third quarter of 2026 compared to the same period in 2025 primarily due to higher sales volume, inclusive of the Suvinil acquisition, and higher raw material and supply chain related costs.

Consolidated Gross profit increased $151.7 million in the third quarter of 2026 compared to the same period in 2025 primarily due to higher Net sales in all reportable segments, inclusive of the Suvinil acquisition, partially offset by higher raw material and supply chain related costs. Consolidated Gross profit as a percent of consolidated Net sales in the third quarter of 2026 decreased to 47.8% compared to 49.2% during the same period in 2025 primarily due to mix, including dilution from the Suvinil acquisition and higher growth in lower margin reportable segments, as well as higher raw material and supply chain related costs.

The Paint Stores Group's Gross profit in the third quarter of 2026 was higher than the same period last year by $77.3 million due primarily to higher Net sales, partially offset by higher raw material and supply chain related costs. The Paint Stores Group's Gross profit as a percent of Net sales decreased in the third quarter of 2026 compared to the same period last year primarily due to the impact of inflation on raw material and supply chain related costs. The Consumer Brands Group's Gross profit increased by $37.8 million in the third quarter of 2026 compared to the same period last year primarily due to higher Net sales, inclusive of the Suvinil acquisition, partially offset by higher raw material and supply chain costs. The Consumer Brands Group's Gross profit as a percent of Net sales decreased in the third quarter of 2026 compared to the same period last year primarily due to the dilutive impact of the Suvinil acquisition and the impact of inflation on raw material and supply chain costs. The Performance Coatings Group's Gross profit increased $47.0 million in the third quarter of 2026 compared to the same period last year primarily due to higher Net sales, partially offset by higher raw material and supply chain related costs. The Performance Coatings Group's Gross profit as a percent of Net sales decreased in the third quarter of 2026 compared to the same period last year primarily due to the impact of inflation on raw material and supply chain related costs.

Consolidated SG&A increased $116.3 million in the third quarter of 2026 versus the same period last year primarily due to an increase in employee-related costs to support higher Net sales, incremental SG&A expenses associated with the Suvinil acquisition and higher costs in the Administrative function related to the new global headquarters and technology center. As a percent of Net sales, consolidated SG&A decreased by 50 basis points in the third quarter of 2026 compared to the same period last year.

The Paint Stores Group's SG&A increased $51.9 million in the third quarter of 2026 compared to the same period last year primarily due to investments in additional sales reps and stores. The Consumer Brands Group's SG&A increased $43.6 million in the third quarter of 2026 compared to the same period last year primarily due to incremental SG&A expenses associated with the Suvinil acquisition. The Performance Coatings Group's SG&A increased $26.1 million in the third quarter of 2026 compared to the same period last year primarily due to an increase in employee-related and other costs to support higher sales. The Administrative function's SG&A decreased $5.3 million in the third quarter of 2026 compared to the same period last year due primarily due to effective cost control, partially offset by increased costs related to the new global headquarters and technology center.

Other general expense (income) - net was expense of $5.2 million in the third quarter of 2026 compared to income of $4.7 million in the same period last year primarily due to a loss on the sale or disposition of assets in the current year versus a gain recognized in the prior year, partially offset by higher provisions for environmental matters in the prior year which did not recur in the current year. See Note 15 in Item 1 for further information.

Interest expense increased $22.1 million in the third quarter of 2026 compared to the same period last year due to an increase in total debt outstanding as well as interest expense related to real estate financing associated with the new global headquarters. See Note 6 in Item 1 for further information on the Company's outstanding debt.

Other expense - net increased $3.7 million in the third quarter of 2026 compared the same period last year primarily due to higher foreign currency transaction related net losses and higher pension related expenses, partially offset by net investment losses in the prior year which did not recur in the current year. See Note 15 in Item 1 for further information.

Nine Months Ended September 30, 2026

Consolidated Cost of goods sold increased $745.0 million, or 8.1%, in the first nine months of 2026 compared to the same period in 2025 primarily due to higher sales volume, inclusive of the Suvinil acquisition, higher raw material and supply chain related costs and an unfavorable foreign currency related impact.

Consolidated gross profit increased $592.8 million in the first nine months of 2026 compared to the same period in 2025 primarily due to higher Net sales in all reportable segments, inclusive of the Suvinil acquisition, partially offset by higher raw material and supply chain related costs. Consolidated gross profit as a percent of consolidated Net sales decreased in the first nine months of 2026 to 48.6% compared to 49.0% during the same period in 2025 due to the dilutive impact of the Suvinil acquisition. Excluding the dilutive impact of the Suvinil acquisition, consolidated gross profit as a percent of consolidated Net sales was flat year over year.

The Paint Stores Group's gross profit in the first nine months of 2026 was higher than the same period last year by $269.9 million due primarily to higher Net sales, partially offset by higher raw material and supply chain related costs. The Paint Stores Group's gross profit as a percent of Net sales was flat in the first nine months of 2026 compared to the same period in 2025 for these same reasons. The Consumer Brands Group's gross profit increased by $210.6 million in the first nine months of 2026 compared to the same period last year due primarily to higher Net sales, inclusive of the Suvinil acquisition, partially offset by higher raw material and supply chain costs. The Consumer Brands Group's gross profit as a percent of Net sales decreased in the first nine months of 2026 compared to the same period last year primarily due to the dilutive impact of the Suvinil acquisition and the impact of inflation on raw material and supply chain costs. The Performance Coatings Group's gross profit increased $130.5 million in the first nine months of 2026 compared to the same period last year primarily due to higher Net sales, partially offset by higher raw material and supply chain related costs. The Performance Coatings Group's gross profit as a percent of Net sales was flat in the first nine months of 2026 compared to the same period last year for these same reasons.

Consolidated SG&A increased $384.2 million in the first nine months of 2026 versus the same period last year primarily due to an increase in employee-related costs to support higher Net sales, incremental SG&A expenses associated with the Suvinil acquisition and higher costs in the Administrative function related to the new global headquarters and technology center. As a percent of Net sales, consolidated SG&A was decreased modestly in the first nine months of 2026 compared to the same period last year for these same reasons.

The Paint Stores Group's SG&A increased $179.2 million in the first nine months of 2026 compared to the same period last year primarily due to investments in additional sales reps and stores. The Consumer Brands Group's SG&A increased $118.1 million in the first nine months of 2026 compared to the same period last year primarily due to incremental SG&A expenses associated with the Suvinil acquisition as well as higher employee-related costs to support higher sales. The Performance Coatings Group's SG&A increased $78.0 million in the first nine months of 2026 compared to the same period last year due primarily to higher employee-related costs to support higher sales. The Administrative function's SG&A increased $8.9 million in the first nine months of 2026 compared to the same period last year due primarily to costs related to the new global headquarters and technology center, partially offset by a decrease in employee-related costs related to non-recurring severance from the prior year period.

Other general expense - net increased $4.4 million in the first nine months of 2026 compared to the same period last year primarily due to a loss on the sale or disposition of assets in the current year versus a gain recognized in the prior year, partially offset by lower individually insignificant miscellaneous expenses and higher provisions for environmental matters in the prior year which did not recur in the current year. See Note 15 in Item 1 for further information.

Interest expense increased $73.4 million in the first nine months of 2026 compared to the same period last year due to an increase in total debt outstanding as well as interest expense related to real estate financing associated with the new global headquarters. See Note 6 in Item 1 for further information on the Company's outstanding debt.

Other expense (income) - net was income of $10.1 million in the first nine months of 2026 compared to expense of $9.9 million in the same period last year primarily due to lower foreign currency transaction related net losses and lower individually insignificant miscellaneous expenses, partially offset by pension related expense recognized in the current period as compared to pension related income in the prior year period. See Note 15 in Item 1 for further information.

The following table presents Income before income taxes by segment and as a percent of Net sales by segment:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2026	2025	$ Change	% Change	**2026**	2025	$ Change	% Change
Income Before Income Taxes:								
Paint Stores Group	**$ 974.3**	$ 954.3	$ 20.0	2.1 %	**$ 2,490.7**	$ 2,412.0	$ 78.7	3.3 %
Consumer Brands Group	**146.2**	157.3	(11.1)	(7.1) %	**556.3**	453.4	102.9	22.7 %
Performance Coatings Group	**255.2**	240.3	14.9	6.2 %	**760.9**	698.1	62.8	9.0 %
Administrative	**(312.2)**	(291.4)	(20.8)	(7.1) %	**(952.1)**	(864.3)	(87.8)	(10.2)%
Total	**$ 1,063.5**	$ 1,060.5	$ 3.0	0.3 %	**$ 2,855.8**	$ 2,699.2	$ 156.6	5.8 %
Income Before Income Taxes as a percent of Net sales:								
Paint Stores Group	**24.3 %**	24.9 %			**22.7 %**	23.0 %		
Consumer Brands Group	**15.6 %**	20.4 %			**19.7 %**	19.4 %		
Performance Coatings Group	**13.4 %**	13.7 %			**13.8 %**	13.5 %		
Administrative	**nm**	nm			**nm**	nm		
Total	**15.5 %**	16.7 %			**14.8 %**	15.0 %		
nm - not meaningful								

Income Tax Expense

The effective tax rate was 22.8% for the third quarter of 2026 compared to 21.4% for the third quarter of 2025, and 23.0% for the first nine months of 2026 compared to 22.5% for the first nine months of 2025. The increase in the effective tax rate for the third quarter of 2026 was primarily due to a less favorable impact from tax benefits related to employee share-based payments. The effective tax rate increased for the first nine months of 2026 compared to the same period last year for these same reasons. See Note 16 in Item 1 for further information.

Net Income Per Share

Diluted net income per share increased 0.9% to $3.38 per share in the third quarter of 2026 compared to $3.35 per share in the third quarter of 2025. Diluted net income per share in the third quarter of 2026 included Valspar acquisition-related amortization expense of $0.21 per share and severance and other restructuring expenses of $0.04 per share. Diluted net income per share in the third quarter of 2025 included charges for Valspar acquisition-related amortization expense of $0.20 per share and severance and other restructuring expenses of $0.04 per share. Foreign currency translation rate changes increased diluted net income per share by $0.01 in the third quarter of 2026.

Diluted net income per share for the first nine months of 2026 increased 7.3% to $8.95 per share compared to $8.34 per share in the first nine months of 2025. Diluted net income per share for the first nine months of 2026 included charges for Valspar acquisition-related amortization expense of $0.61 per share and severance and other restructuring expenses of $0.11 per share. Diluted net income per share in the first nine months of 2025 included a charge for Valspar acquisition-related amortization expense of $0.59 per share and severance and other restructuring expenses of $0.27 per share. Foreign currency translation rate changes increased diluted net income per share by $0.07 in the first nine months of 2026.

FINANCIAL CONDITION, LIQUIDITY AND CASH FLOW

Overview

The Company's financial condition and liquidity remained strong at September 30, 2026. The Company generated $2.591 billion in Net operating cash and returned cash of $2.981 billion to its shareholders in the form of dividends and share repurchases during the first nine months of 2026. Net income increased 5.1% to $2.199 billion and EBITDA increased 8.5% to $3.823 billion for the first nine months of 2026. Refer to the Non-GAAP Financial Measures section below for the definition and calculation of EBITDA.

At September 30, 2026, the Company had Cash and cash equivalents of $264.2 million and total debt outstanding of $11.795 billion. Total debt, net of Cash and cash equivalents, was $11.531 billion. The Company continues to maintain sufficient short-term borrowing capacity at reasonable rates, and has sufficient cash on hand and total available borrowing capacity to fund its current operating requirements.

Net Working Capital

Net working capital, defined as Total current assets less Total current liabilities, decreased $1,494.1 million to a deficit of $2.822 billion at September 30, 2026 compared to a deficit of $1.327 billion at September 30, 2025. The net working capital decrease is due to an increase of $2.375 billion in Total current liabilities partially offset by an increase in Total current assets of $881.3 million.

Current asset balances increased $881.3 million at September 30, 2026 compared to September 30, 2025 due to an increase in Accounts receivable, net of $475.8 million, an increase in Inventories of $270.7 million, an increase in Other current assets of $112.1 million, primarily related to miscellaneous prepaid expenses and other receivables, and an increase in Cash and cash equivalents of $22.7 million.

Current liability balances increased $2.375 billion at September 30, 2026 compared to September 30, 2025 due to an increase in the Current portion of long-term debt of $1.148 billion, an increase in Short-term borrowings of $506.7 million, an increase in Accounts payable of $453.7 million, an increase in Compensation and taxes withheld of $108.0 million, an increase in Other accruals of $105.1 million, primarily related to increases in customer considerations, non-traded investments and derivative liabilities, an increase in Accrued taxes of $45.8 million, and an increase in the Current portion of operating lease liabilities of $7.8 million. The Company's current ratio was 0.71, 0.87 and 0.82 at September 30, 2026, December 31, 2025 and September 30, 2025, respectively.

Property, Plant and Equipment

Net property, plant and equipment increased $88.2 million in the first nine months of 2026 and $312.4 million in the twelve months since September 30, 2025. The increase in the first nine months was due to capital expenditures of $337.6 million and assets acquired through business combinations of $61.8 million, primarily related to the Suvinil acquisition, partially offset by depreciation expense of $296.0 million, foreign currency translation and other adjustments of $9.3 million, and sales or dispositions of fixed assets of $5.9 million. Since September 30, 2025, the increase was due to capital expenditures of $532.8 million and assets acquired through business combinations of $203.2 million, partially offset by depreciation expense of $394.3 million and foreign currency translation and other adjustments of $29.3 million.

Included in 2026 capital expenditures were expenditures related to manufacturing capacity expansion, operational efficiencies and maintenance projects in the Consumer Brands and Performance Coatings Groups and the opening of new stores and renovation and improvements in existing stores in the Paint Stores Group.

In 2026, the Company expects to spend less than 2025 for capital expenditures, which it will fund primarily through the generation of operating cash. Core capital expenditures are targeted to be approximately 2% of Net sales in 2026 and are expected to be for investments in various productivity improvements and maintenance projects at existing manufacturing, distribution and technology facilities and new store openings.

Real Estate Financing

In December 2022, the Company closed a transaction to sell and subsequently lease back its new global headquarters. This transaction did not meet the criteria for recognition as an asset sale under U.S. generally accepted accounting principles (US GAAP) and as such, was accounted for as a real estate financing transaction. The Company received the final proceeds for the new global headquarters in 2025 for a total of $800 million. The initial lease term includes the construction period and extends for 30 years thereafter, and the Company has the right and option to extend the lease term.

The net proceeds from this transaction and other real estate financing transactions are recognized as Proceeds from real estate financing transactions within the Financing Activities section of the Statements of Condensed Consolidated Cash Flows. The

Company will continue to recognize the related assets, including any capitalized interest, within Property, plant and equipment, net on the Consolidated Balance Sheets. These assets are subject to depreciation over their useful lives in accordance with the Company's accounting policies. The Company also allocates payments between interest and repayment of the financing liability over the life of the agreement. See Note 8 in Item 1 and Note 10 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 for further information concerning real estate financing.

Goodwill and Intangible Assets

Goodwill decreased $61.1 million from December 31, 2025 and increased $181.4 million from September 30, 2025. The decrease during the first nine months of 2026 was due to purchase price allocation adjustments of $39.3 million and foreign currency translation and other adjustments of $21.8 million. The increase over the twelve month period from September 30, 2025 was due to purchase price allocation adjustments of $208.2 million, primarily related to the Suvinil acquisition, partially offset by foreign currency translation and other adjustments of $26.8 million.

Intangible assets decreased $221.8 million from December 31, 2025 and increased $278.1 million from September 30, 2025. The decrease during the first nine months of 2026 was due to amortization of $264.7 million, partially offset by foreign currency translation and other adjustments of $20.5 million, capitalized software of $12.4 million and purchase price allocation adjustments of $10.0 million. The increase over the twelve month period from September 30, 2025 was due to purchase price allocations of $618.9 million, primarily related to the Suvinil acquisition, capitalized software of $25.2 million and foreign currency translation and other adjustments of $4.6 million, partially offset by amortization of $352.8 million and a 2025 trademark impairment of $17.8 million.

See Note 5 in Item 1 and Note 6 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 for further information concerning the Company's Goodwill and Intangible assets.

Other Assets

Other assets increased $128.1 million from December 31, 2025 and decreased $1.010 billion from September 30, 2025. The increase in the first nine months of 2026 was primarily due to an increase in non-traded investments, finance lease right-of-use assets and assets related to cloud computing arrangements, partially offset by a decrease in customer considerations. The decrease from September 30, 2025 was primarily related to the deposit held for the Suvinil acquisition, partially offset by an increase in non-traded investments. See Notes 1, 14 and 16 in Item 1 and Notes 1, 18 and 20 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 for further information.

Debt (including Short-term borrowings)

	September 30, 2026	December 31, 2025	September 30, 2025
Long-term debt (including current portion)	**$ 9,441.5**	$ 9,670.8	$ 9,668.6
Short-term borrowings	**2,353.6**	1,200.5	1,846.9
Total debt outstanding	**$ 11,795.1**	$ 10,871.3	$ 11,515.5

The Company's long-term debt primarily consists of senior notes as disclosed in Note 7 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 and periodically, amounts borrowed under its credit agreements. See Note 6 in Item 1 for further information concerning Long-term debt, Short-term borrowings and credit agreements.

Defined Benefit Pension and Other Postretirement Benefit Plans

Long-term liabilities for defined benefit pension and other postretirement benefit plans did not change significantly from December 31, 2025. The changes from September 30, 2025 are primarily due to changes in actuarial assumptions and the acquisition of Suvinil. See Note 8 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 for further information concerning the Company's liabilities for defined benefit pension and other postretirement benefit plans.

Deferred Income Taxes

Deferred income taxes decreased $22.9 million from December 31, 2025 and increased $85.2 million from September 30, 2025. The decrease from December 31, 2025 is primarily due to the amortization of intangible assets. The increase from September 30, 2025 is primarily due to accelerated domestic research and development deductions recognized as a result of U.S. tax reform legislation known as the One Big Beautiful Bill Act. This increase was partially offset by amortization of intangible assets.

Environmental-Related Liabilities

The operations of the Company, like those of other companies in the same industry, are subject to various domestic and foreign environmental laws and regulations. These laws and regulations not only govern current operations and products, but also impose potential liability on the Company for past operations. Management expects environmental laws and regulations to impose increasingly stringent requirements upon the Company and the industry in the future. Management believes that the Company conducts its operations in compliance with applicable environmental laws, regulations and requirements and has implemented various programs designed to help protect the environment and promote continued compliance.

Depreciation of capital expenditures and other expenses related to ongoing environmental compliance measures were included in the normal operating expenses of conducting business. The Company's capital expenditures, depreciation and other expenses related to ongoing environmental compliance measures were not material to the Company's financial condition, liquidity, cash flow or results of operations during the first nine months of 2026. Management also does not expect that such capital expenditures, depreciation and other expenses will be material to the Company's financial condition, liquidity, cash flow or results of operations for the remainder of 2026. See Notes 8 and 15 in Item 1 for further information on environmental-related long-term liabilities.

Contractual Obligations, Commercial Commitments and Warranties

During the first nine months of 2026, there was an increase in contractual obligations and commercial commitments primarily driven by an increase in total debt and related interest as further described in Note 6 in Item 1, an increase of $222.4 million in payment obligations associated with Operating leases primarily driven by the Paint Stores Group, Non-Traded Investments activity which is further described in Note 1 in Item 1 and a new $92.5 million payment obligation associated with a finance lease related to the expansion of an existing distribution center. Other than these items, there have been no significant changes to the Company's contractual obligations and commercial commitments in the first nine months of 2026 as summarized in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Litigation

See Note 9 in Item 1 for further information concerning litigation.

Shareholders' Equity

	September 30, 2026	December 31, 2025	September 30, 2025
Total shareholders' equity	**$ 3,976.7**	$ 4,598.3	$ 4,425.3

Shareholders' equity decreased $621.6 million during the first nine months of 2026 primarily as a result of $2.406 billion of treasury stock activity mainly attributable to treasury stock repurchases and the payment of $588.9 million in cash dividends, partially offset by Net income of $2.199 billion, an increase in Other capital of $155.5 million mainly associated with stock-based compensation expense and stock option exercises and an increase in Other comprehensive income, net of tax of $18.2 million mainly due to foreign currency translation adjustments.

Shareholders' equity decreased $448.6 million since September 30, 2025 primarily as a result of treasury stock activity mainly attributable to treasury stock repurchases of $2.475 billion, the payment of $784.7 million in cash dividends and a decrease in Other comprehensive expense, net of tax of $26.1 million mainly due to foreign currency translation adjustments, partially offset by Net income of $2.676 billion and an increase in Other capital of $161.2 million mainly associated with stock-based compensation expense and stock option exercises. Additionally, during the fourth quarter of 2025, the Company retired 29.5 million common stock shares held in treasury stock, which resulted in decreases of Common stock, Other capital, Retained earnings and Treasury stock. See Note 10 in Item 1 for further information concerning Shareholders' Equity. See the Statements of Consolidated Shareholders' Equity in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 for further information concerning the treasury stock retirement.

During the first nine months of 2026, the Company purchased 7.1 million shares of its common stock for treasury purposes through open market purchases. The Company acquires its common stock for general corporate purposes, and depending on its cash position and market conditions, it may acquire shares in the future. The Company had remaining authorization from its Board of Directors at September 30, 2026 to purchase 22.5 million shares of its common stock.

In February 2026, the Company's Board of Directors increased and approved the quarterly cash dividend from $0.79 per share to $0.80 per share. This quarterly dividend was approved in all subsequent quarters and will result in an annual dividend of $3.20 per share, or a 31% payout of 2025 diluted net income per share.

Cash Flow

Net operating cash for the nine months ended September 30, 2026 was a source of $2.591 billion compared to a source of $2.359 billion for the same period in 2025. The improvement in Net operating cash was primarily due to lower cash requirements for working capital, higher Net income and an increase in depreciation and amortization, partially offset by a decrease in deferred income taxes.

Net investing cash usage decreased $1.365 billion in the first nine months of 2026 compared to the same period in 2025 primarily due to cash deposited in the first nine months of 2025 for the upcoming acquisition of Suvinil and a decrease in cash used for capital expenditures related to the new global headquarters and technology center in the current year.

Net financing cash usage increased $1.558 billion in the first nine months of 2026 compared to the same period in 2025 primarily due to an increase in treasury stock purchases, a decrease in proceeds received from long-term debt and a decrease in proceeds from real estate financing transactions, partially offset by a decrease in payments of long-term debt.

In the twelve month period from October 1, 2025 through September 30, 2026, the Company generated Net operating cash of $3.684 billion, used $701.7 million in investing activities and used $2.937 billion in financing activities.

Market Risk

The Company is exposed to market risk associated with interest rates, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. In 2026 and 2025, the Company utilized U.S. dollar to euro cross currency swap contracts to hedge the Company's net investment in its European operations. The contracts have been designated as net investment hedges and have various maturity dates. In addition, the Company entered into forward foreign currency exchange contracts during 2026 and 2025 primarily to hedge value changes in foreign currency. Lastly, the Company entered into interest rate lock contracts in 2025 to hedge the variability in the benchmark interest rate for the 2025 issuance of long-term fixed rate debt. See Notes 12 and 15 in Item 1 for further information related to the Company's use of derivative instruments. The Company believes it may experience losses from foreign currency translation and transactions, interest rate movement and commodity price fluctuations. However, the Company does not expect foreign currency translation or transactions, interest rate movement, commodity price fluctuations or hedging contract losses to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Financial Covenant

Certain borrowings contain a consolidated leverage covenant. The covenant states the Company's consolidated leverage ratio is not to exceed 3.75 to 1.00; however, the Company may elect to temporarily increase the leverage ratio to 4.25 to 1.00 for a period of four consecutive fiscal quarters immediately following the consummation of a qualifying acquisition, as defined in the credit agreement dated July 31, 2024. The leverage ratio is defined as the ratio of total indebtedness (the sum of Short-term borrowings, Current portion of long-term debt and Long-term debt) at the reporting date to consolidated "Earnings Before Interest, Taxes, Depreciation, and Amortization" (EBITDA), as defined in the credit agreement, for the 12-month period ended on the same date. Refer to the "Non-GAAP Financial Measures" section for a reconciliation of EBITDA to Net income. At September 30, 2026, the Company was in compliance with the covenant and expects to remain in compliance. The Company's notes, debentures and revolving credit agreements contain various default and cross-default provisions. In the event of default under any one of these arrangements, acceleration of the maturity of any one or more of these borrowings may result. See Note 6 in Item 1 and Note 7 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 for further information concerning the Company's debt and related covenants.

Reconciliation of Non-GAAP Financial Measures

Management utilizes certain financial measures that are not in accordance with US GAAP to analyze and manage the performance of the business. The required disclosures for these non-GAAP measures are shown below. The Company provides such non-GAAP information in reporting its financial results to give investors additional data to evaluate the Company's operations. Management does not, nor does it suggest investors should, consider such non-GAAP measures in isolation from, or in substitution for, financial information prepared in accordance with US GAAP.

EBITDA and Adjusted EBITDA

EBITDA is a non-GAAP financial measure defined as Net income before Interest expense, Income taxes, depreciation and amortization. Adjusted EBITDA is a non-GAAP financial measure defined as EBITDA that excludes certain adjustments that management believes enhances investors' understanding of the Company's operating performance. Management considers EBITDA and Adjusted EBITDA useful in understanding the operating performance of the Company. The reader is cautioned that the Company's EBITDA and Adjusted EBITDA should not be compared to other entities unknowingly. Further, EBITDA and Adjusted EBITDA should not be considered alternatives to Net income as an indicator of operating performance. The reader should refer to the determination of Net income in accordance with US GAAP disclosed in the Statements of Consolidated Income in Item 1.

The following table reconciles Net income computed in accordance with US GAAP to EBITDA and Adjusted EBITDA as calculated by management for the periods indicated below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	**2026**	2025
Net income	**$ 821.0**	$ 833.1	**$ 2,199.3**	$ 2,091.7
Interest expense	**139.3**	117.2	**406.8**	333.4
Income taxes	**242.5**	227.4	**656.5**	607.5
Depreciation	**99.2**	82.8	**296.0**	242.0
Amortization	**88.3**	84.1	**264.7**	248.5
EBITDA	**$ 1,390.3**	$ 1,344.6	**$ 3,823.3**	$ 3,523.1
Severance and other restructuring expenses	**13.1**	14.4	**36.9**	92.7
Adjusted EBITDA	**$ 1,403.4**	$ 1,359.0	**$ 3,860.2**	$ 3,615.8

Adjusted Diluted Net Income Per Share

Management believes investors' understanding of the Company's operating performance is enhanced by the disclosure of diluted net income per share excluding Valspar acquisition-related amortization expense and certain other adjustments. Valspar acquisition-related amortization expense is excluded from diluted net income per share due to its significance as a result of the purchase price assigned to finite-lived intangible assets at the date of acquisition and the related impact on underlying business performance and trends. While these intangible assets contribute to the Company's revenue generation, the related revenue is not excluded. This adjusted earnings per share measurement is not in accordance with US GAAP. It should not be considered a substitute for earnings per share in accordance with US GAAP and may not be comparable to similarly titled measures reported by other companies. The following tables reconcile diluted net income per share computed in accordance with US GAAP to adjusted diluted net income per share.

	Three Months Ended September 30,					
	2026			2025		
	Pre-Tax	Tax Effect [1]	After-Tax	Pre-Tax	Tax Effect [1]	After-Tax
Diluted net income per share			**$ 3.38**			$ 3.35
Acquisition-related amortization expense [2]	**$ .27**	**$ .06**	**.21**	$ .26	$ .06	.20
Severance and other restructuring expenses	**.06**	**.02**	**.04**	.06	.02	.04
Adjusted diluted net income per share			**$ 3.63**			$ 3.59

	Nine Months Ended September 30,					
	2026			2025		
	Pre-Tax	Tax Effect [1]	After-Tax	Pre-Tax	Tax Effect [1]	After-Tax
Diluted net income per share			**$ 8.95**			$ 8.34
Acquisition-related amortization expense [2]	**$ .80**	**$ .19**	**.61**	$ .77	$ .18	.59
Severance and other restructuring expenses	**.15**	**.04**	**.11**	.37	.10	.27
Adjusted diluted net income per share			**$ 9.67**			$ 9.20

[1] The tax effect is calculated based on the statutory rate and the nature of the item, unless otherwise noted.

[2] Acquisition-related amortization expense, which is included within Selling, general and administrative expenses, consists of the amortization of intangible assets related to the Valspar acquisition. These intangible assets are primarily customer relationships and intellectual property and are being amortized over their remaining useful lives.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect amounts reported in the accompanying condensed consolidated financial statements. These determinations were made based upon management's best estimates, judgments and assumptions that were believed to be reasonable under the circumstances, giving due consideration to materiality. We do not believe there is a great likelihood that materially different amounts would be reported under different conditions or using different assumptions related to the accounting policies and estimates described below. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates.

A comprehensive discussion of the Company's critical accounting policies, management estimates and significant accounting policies followed in the preparation of the condensed consolidated financial statements is included in Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 1 in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. There have been no significant changes in critical accounting policies, management estimates or significant accounting policies since the year ended December 31, 2025.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this report constitute "forward-looking statements" within the meaning of federal securities laws. These forward-looking statements are based upon management's current expectations, predictions, estimates, assumptions and beliefs concerning future events and conditions and may relate to, among other things, anticipated future performance (including sales and earnings), expected growth, future business plans and the costs and potential liability for environmental-related matters and lead pigment and lead-based paint litigation. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as "anticipate," "aspire," "believe," "could," "estimate," "expect," "goal," "intend," "may," "plan," "potential," "project," "seek," "should," "strive," "target," "will," or "would" or the negative thereof or comparable terminology.

Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside our control, that could cause actual results to differ materially from such statements and from our historical results, performance and experience. These risks, uncertainties and other factors include such things as:

- general business and economic conditions in the United States and worldwide;
- inflation rates, interest rates, unemployment rates, labor costs, healthcare costs, recessionary conditions, geopolitical conditions, terrorist activity, armed conflicts and wars, public health crises, pandemics, outbreaks of disease and supply chain disruptions;
- shifts in consumer behavior driven by economic downturns in cyclical segments of the economy;
- shortages and increases in the cost of raw materials and energy;
- catastrophic events, adverse weather conditions and natural disasters (including those that may be related to climate change);
- disruptions to our information technology systems, including due to digitization efforts or cybersecurity incidents;
- our ability to attract, retain, develop and progress a qualified global workforce;
- the loss of any of our largest customers;
- increased competition or failure to keep pace with developments in key competitive areas of our business;
- our ability to successfully integrate past and future acquisitions, including Suvinil, into our existing operations;
- risks and uncertainties associated with our expansion into and our operations in South America, Asia, Europe and other foreign markets;
- policy changes affecting international trade, including import/export restrictions and tariffs;
- our ability to achieve our strategies or expectations relating to sustainability considerations, including as a result of evolving legal, regulatory and other standards, processes and assumptions, the pace of scientific and technological developments, increased costs, the availability of requisite suppliers, energy sources, or financing and changes in carbon markets and carbon accounting rules;
- damage to our business, reputation, image or brands due to negative publicity;
- the infringement or loss of our intellectual property rights or the theft or unauthorized use of our trade secrets or other confidential business information;
- a weakening of global credit markets or changes to our credit ratings;
- our ability to generate cash to service our indebtedness;
- fluctuations in foreign currency exchange rates and changing monetary policies;
- our ability to comply with a variety of complex U.S. and non-U.S. laws, rules and regulations;
- increases in tax rates, or changes in tax laws or regulations;
- our ability to comply with numerous, complex and increasingly stringent domestic and foreign health, safety and environmental laws, regulations and requirements;
- our liability related to environmental investigation and remediation activities at some of our currently- and formerly-owned sites;
- the nature, cost, quantity and outcome of pending and future litigation, including lead pigment and lead-based paint litigation; and
- the other risk factors discussed in Part 1, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2025 and our other reports filed with the SEC.

Readers are cautioned that it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results and that the above list should not be considered a complete list. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk associated with interest rates, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. The Company may enter into foreign currency option and forward contracts, cross currency swaps, interest rate locks and commodity swaps to hedge against value changes in its foreign currency, net investment in foreign operations, interest rates and commodities. The Company believes it may experience continuing losses from foreign currency translation, interest rate movement and commodity price fluctuations. However, the Company does not expect foreign currency translation or transactions, interest rate movements, commodity price fluctuations or hedging contract losses to have a material adverse effect on the Company's financial condition, results of operations or cash flows. There were no material changes in the Company's exposure to market risk since the disclosure included in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chair, President and Chief Executive Officer and our Senior Vice President - Finance and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 and Rule 15d-15 of the Securities Exchange Act of 1934, as amended (the Exchange Act). Based upon that evaluation, our Chair, President and Chief Executive Officer and our Senior Vice President - Finance and Chief Financial Officer concluded that as of the end of the period covered by this report our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and accumulated and communicated to our management including our Chair, President and Chief Executive Officer and our Senior Vice President - Finance and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There have been no changes in our internal control over financial reporting identified in connection with the evaluation that occurred during the periods covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

SEC regulations require disclosure of certain environmental matters when a governmental authority is a party to the proceedings and such proceedings involve potential monetary sanctions that the Company reasonably believes will exceed a specified threshold. Pursuant to these regulations, the Company uses a threshold of $1 million for purposes of determining whether disclosure of any such proceedings is required.

On May 12, 2025, a subsidiary of the Company, The Sherwin-Williams Manufacturing Company (SWM), was served with a Petition and Application for Injunctive Relief from the State of Texas, through its Attorney General on behalf of the Texas Commission on Environmental Quality, filed in the District Court of Travis County, Texas, and on January 30, 2026, the State filed a First Amended Petition and Application for Injunctive Relief (together, the Petition).The Petition alleges that one of SWM's Garland, Texas facility's past operations violated Texas environmental regulations related to air and water emissions, and includes events related to the fire experienced at that facility on August 8, 2023. The Petition seeks injunctive relief, civil penalties, reimbursement of response costs, expenses, and attorney fees and costs. The court has scheduled a trial date in June 2028. SWM denies the violations and claims for relief as alleged and intends to vigorously defend these claims if SWM is unable to resolve this matter to the mutual satisfaction of the parties.

For information regarding certain other environmental-related matters and legal proceedings, see the information included under the captions titled "Environmental-Related Liabilities" and "Litigation" of "Management's Discussion and Analysis of Results of Operations and Financial Condition" and Notes 8 and 9 of the "Notes to Condensed Consolidated Financial Statements." The information contained in Note 9 to the Condensed Consolidated Financial Statements is incorporated herein by reference.

Item 1A. Risk Factors.

We face a number of risks that could materially and adversely affect our business, results of operations, cash flows, liquidity or financial condition. A discussion of our risk factors can be found in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2025. Readers should not interpret the disclosure of any risk factor to imply that the risk has not already materialized. During the nine months ended September 30, 2026, there were no material changes to our previously disclosed risk factors.

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

A summary of the Company's third quarter activity is as follows:

Period	Total Number of Shares Purchased		Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan	Maximum Number of Shares That May Yet Be Purchased Under the Plan
July 1 - July 31					
Share repurchase program [1]	150,000	$	342.68	150,000	23,875,000
Employee transactions [2]	214	$	337.03	—	N/A
August 1 - August 31					
Share repurchase program [1]	850,000	$	359.35	850,000	23,025,000
Employee transactions [2]	904	$	351.55	—	N/A
September 1 - September 30					
Share repurchase program [1]	500,000	$	326.49	500,000	22,525,000
Employee transactions [2]	335	$	333.11	—	N/A
Quarter Total					
Share repurchase program [1]	1,500,000	$	346.73	1,500,000	22,525,000
Employee transactions [2]	1,453	$	345.16	—	N/A

[1] Shares were purchased through the Company's publicly announced share repurchase program. There is no expiration date specified for the program.

[2] Shares were delivered to satisfy the exercise price and/or tax withholding obligations by employees who exercised stock options or had restricted stock units vest.

Item 5. Other Information.

Trading Arrangements

During the quarter ended September 30, 2026, none of the Company's directors or "officers," as defined in Rule 16a-1(f) of the Exchange Act, adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

Item 6. Exhibits.

^ 4.1	Term Loan Credit Agreement, dated as of September 24, 2026, by and among The Sherwin-Williams Company, as borrower, the lenders party thereto and Citibank, N.A., as administrative agent, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated September 24, 2026, and incorporated herein by reference.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith)
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer (filed herewith)
32.1	Section 1350 Certification of Chief Executive Officer (furnished herewith)
32.2	Section 1350 Certification of Chief Financial Officer (furnished herewith)
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 from this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2026, formatted in Inline XBRL and contained in Exhibit 101.

^ Certain exhibits and schedules have been omitted in accordance with Item 601(a)(5) of Regulation S-K and the Company agrees to furnish supplementally to the SEC a copy of any omitted exhibits and schedules upon request.

Signatures

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

THE SHERWIN-WILLIAMS COMPANY

October 27, 2026 By: /s/ J. Paul Lang

J. Paul Lang
Senior Vice President - Enterprise Finance
and Chief Accounting Officer

October 27, 2026 By: /s/ Benjamin E. Meisenzahl

Benjamin E. Meisenzahl
Senior Vice President - Finance
and Chief Financial Officer