

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 December 27, 2025  
or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_



Central Garden & Pet Company

Delaware  
(State or other jurisdiction  
of incorporation or organization)

001-33268  
(Commission File  
Number)

68-0275553  
(I.R.S. Employer  
Identification No.)

1340 Treat Blvd., Suite 600, Walnut Creek, California 94597

(Address of principal executive offices) (Zip Code)

(925) 948-4000

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CENT	The NASDAQ Stock Market LLC
Class A Common Stock	CENTA	The NASDAQ Stock Market LLC

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, 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  Smaller reporting company   
Non-accelerated filer  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.

Common Stock Outstanding as of January 28, 2026	9,650,221
Class A Common Stock Outstanding as of January 28, 2026	51,014,844
Class B Stock Outstanding as of January 28, 2026	1,602,374

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#### **Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995**

This Form 10-Q includes "forward-looking statements." Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, projected cost savings, the expected impact of tariffs, capital expenditures, financing needs, plans or intentions relating to acquisitions, our competitive strengths and weaknesses, our business strategy, the expectation for and timing of additional costs relating to facility closures, and the trends we anticipate in the industries and markets in which we operate and other information that is not historical information. When used in this Form 10-Q, the words "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes" and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, our examination of historical operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them, but we cannot assure you that our expectations, beliefs and projections will be realized.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this Form 10-Q. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Form 10-Q are set forth in the Form 10-K for the fiscal year ended September 27, 2025, including the factors described in the section entitled "Item 1A – Risk Factors." If any of these risks or uncertainties materializes, or if any of our underlying assumptions are incorrect, our actual results may differ significantly from the results that we express in, or imply by, any of our forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances, except as required by law. Presently known risk factors include, but are not limited to, the following factors:

- economic uncertainty and other adverse macroeconomic conditions, including a potential recession or inflationary pressure;
- impacts of further tariffs or a trade war;
- risks associated with international sourcing;
- fluctuations in energy prices, fuel and related petrochemical costs;
- declines in consumer spending and the associated increased inventory risk;
- seasonality and fluctuations in our operating results and cash flow;

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- adverse weather conditions and climate change;
- the success of our Central to Home strategy and our Cost and Simplicity agenda;
- fluctuations in market prices for seeds and grains and other raw materials, including the impact of significant declines in grass seed market prices on our inventory valuation;
- risks associated with new product introductions, including the risk that our new products will not produce sufficient sales to recoup our investment;
- dependence on a small number of customers for a significant portion of our business;
- consolidation trends in the retail industry;
- supply shortages in pet birds, small animals and fish;
- potential credit risk associated with certain brick and mortar retailers in the pet specialty segment;
- reductions in demand for our product categories;
- competition in our industries;
- continuing implementation of an enterprise resource planning information technology system;
- regulatory issues;
- potential environmental liabilities;
- access to and cost of additional capital;
- the impact of product recalls;
- risks associated with our acquisition strategy, including our ability to successfully integrate acquisitions and the impact of purchase accounting on our financial results;
- potential goodwill or intangible asset impairment;
- the potential for significant deficiencies or material weaknesses in internal control over financial reporting, particularly of acquired companies;
- our dependence upon our key executives;
- our ability to recruit and retain members of our management team and employees to support our businesses;
- potential costs and risks associated with actual or potential cyberattacks;
- our ability to protect our trademarks and other proprietary rights;
- litigation and product liability claims;
- the impact of new accounting regulations and the possibility our effective tax rate will increase as a result of future changes in the corporate tax rate or other tax law changes;
- potential dilution from issuance of authorized shares; and
- the voting power associated with our Class B stock.

**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

<b>CENTRAL GARDEN &amp; PET COMPANY</b>					
<b>CONDENSED CONSOLIDATED BALANCE SHEETS</b>					
(in thousands, except share and per share amounts, unaudited)					
<b>ASSETS</b>		<b>December 27, 2025</b>	<b>December 28, 2024</b>	<b>September 27, 2025</b>	
Current assets:					
Cash and cash equivalents	\$ 721,150	\$ 618,020	\$ 882,488		
Restricted cash	16,090	14,649	15,945		
Accounts receivable (less allowance for credit losses of \$8,328, \$5,996 and \$8,011)	357,803	399,443	325,297		
Inventories, net	836,270	815,782	722,106		
Prepaid expenses and other	34,381	39,919	30,294		
Total current assets	1,965,694	1,887,813	1,976,130		
Plant, property and equipment, net	359,004	370,673	363,188		
Goodwill	554,692	551,361	554,692		
Other intangible assets, net	441,270	465,914	447,643		
Operating lease right-of-use assets	204,503	195,775	222,863		
Other assets	118,264	64,319	61,127		
<b>Total</b>	<b>\$ 3,643,427</b>	<b>\$ 3,535,855</b>	<b>\$ 3,625,643</b>		
<b>LIABILITIES AND EQUITY</b>					
Current liabilities:					
Accounts payable	\$ 263,587	\$ 221,903	\$ 234,618		
Accrued expenses	257,497	262,952	247,213		
Current lease liabilities	52,850	58,623	56,865		
Current portion of long-term debt	61	173	62		
Total current liabilities	573,995	543,651	538,758		
Long-term debt	1,192,092	1,190,271	1,191,641		
Long-term lease liabilities	181,056	163,271	191,739		
Deferred income taxes and other long-term obligations	120,324	118,831	118,572		
Equity:					
Common stock (\$0.01 par value; 9,650,221, 10,718,231, 9,650,221 outstanding at December 27, 2025, December 28, 2024 and September 27, 2025, respectively)	97	107	97		
Class A common stock (\$0.01 par value: 51,005,497, 53,128,604 and 51,618,682 shares outstanding at December 27, 2025, December 28, 2024 and September 27, 2025, respectively)	510	531	516		
Class B stock (\$0.01 par value: 1,602,374 shares outstanding at December 27, 2025, December 28, 2024 and September 27, 2025)	16	16	16		
Additional paid-in capital	568,702	586,777	571,392		
Retained earnings	1,009,448	936,344	1,015,096		
Accumulated other comprehensive loss	(3,357)	(4,661)	(3,849)		
Total Central Garden & Pet Company shareholders' equity	1,575,416	1,519,114	1,583,268		
Noncontrolling interest	544	717	1,665		
Total equity	1,575,960	1,519,831	1,584,933		
<b>Total</b>	<b>\$ 3,643,427</b>	<b>\$ 3,535,855</b>	<b>\$ 3,625,643</b>		

See notes to condensed consolidated financial statements.

**CENTRAL GARDEN & PET COMPANY**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share amounts, unaudited)

	<b>Three Months Ended</b>	
	<b>December 27, 2025</b>	<b>December 28, 2024</b>
Net sales	\$ 617,373	\$ 656,436
Cost of goods sold	426,765	460,737
Gross profit	190,608	195,699
Selling, general and administrative expenses	174,075	167,707
Operating income	16,533	27,992
Interest expense	(14,511)	(14,470)
Interest income	6,744	6,740
Other income (expense)	182	(1,717)
Income before income taxes and noncontrolling interest	8,948	18,545
Income tax expense	2,089	4,364
Income including noncontrolling interest	6,859	14,181
Net income attributable to noncontrolling interest	18	172
Net income attributable to Central Garden & Pet Company	<u><u>\$ 6,841</u></u>	<u><u>\$ 14,009</u></u>
Net income per share attributable to Central Garden & Pet Company:		
Basic	<u><u>\$ 0.11</u></u>	<u><u>\$ 0.22</u></u>
Diluted	<u><u>\$ 0.11</u></u>	<u><u>\$ 0.21</u></u>
Weighted average shares used in the computation of net income per share:		
Basic	61,409	64,552
Diluted	62,064	65,449

See notes to condensed consolidated financial statements.

**CENTRAL GARDEN & PET COMPANY**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(in thousands, unaudited)

	<b>Three Months Ended</b>	
	<b>December 27, 2025</b>	<b>December 28, 2024</b>
Income including noncontrolling interest	\$ 6,859	\$ 14,181
Other comprehensive income (loss):		
Foreign currency translation, net of tax	492	(2,035)
Total comprehensive income	7,351	12,146
Comprehensive income attributable to noncontrolling interest	18	172
Comprehensive income attributable to Central Garden & Pet Company	<u><u>\$ 7,333</u></u>	<u><u>\$ 11,974</u></u>

See notes to condensed consolidated financial statements.

**CENTRAL GARDEN & PET COMPANY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands, unaudited)

	<b>Three Months Ended</b>	
	<b>December 27, 2025</b>	<b>December 28, 2024</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 6,859	\$ 14,181
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation and amortization	20,659	21,934
Amortization of deferred financing costs	635	673
Non-cash lease expense	15,223	15,131
Stock-based compensation	4,825	5,510
Deferred income taxes	1,796	1,276
Other operating activities	3,968	(600)
Change in assets and liabilities (excluding businesses acquired):		
Accounts receivable	(32,288)	(73,439)
Inventories	(113,016)	(59,356)
Prepaid expenses and other assets	(3,371)	(7,522)
Accounts payable	29,632	10,342
Accrued expenses	10,108	17,450
Other long-term obligations	(61)	(73)
Operating lease liabilities	(15,191)	(14,339)
Net cash used in operating activities	<u>(70,222)</u>	<u>(68,832)</u>
<b>Cash flows from investing activities:</b>		
Additions to plant, property and equipment	(10,812)	(6,100)
Payments to acquire companies, net of cash acquired	<u>(57,000)</u>	<u>(3,318)</u>
Net cash used in investing activities	<u>(67,812)</u>	<u>(9,418)</u>
<b>Cash flows from financing activities:</b>		
Repayments of long-term debt	(14)	(78)
Repurchase of common stock, including shares surrendered for tax withholding	(20,011)	(54,022)
Distribution to noncontrolling interest	(1,139)	(1,346)
Payment of financing costs	(2,329)	—
Net cash used in financing activities	<u>(23,493)</u>	<u>(55,446)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	<u>334</u>	<u>(2,038)</u>
Net decrease in cash, cash equivalents and restricted cash	<u>(161,193)</u>	<u>(135,734)</u>
Cash, cash equivalents and restricted cash at beginning of period	<u>898,433</u>	<u>768,403</u>
Cash, cash equivalents and restricted cash at end of period	<u>\$ 737,240</u>	<u>\$ 632,669</u>
<b>Supplemental information:</b>		
Cash paid for interest	<u>\$ 19,944</u>	<u>\$ 19,903</u>
Lease liabilities arising from obtaining right-of-use assets	<u>\$ 444</u>	<u>\$ 4,789</u>

See notes to condensed consolidated financial statements.

**CENTRAL GARDEN & PET COMPANY**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**Three Months Ended December 27, 2025**  
(Uaudited)

**1. Basis of Presentation**

The condensed consolidated balance sheets of Central Garden & Pet Company and subsidiaries (the "Company" or "Central") as of December 27, 2025 and December 28, 2024, the condensed consolidated statements of operations, the condensed consolidated statements of comprehensive income for the three months ended December 27, 2025 and December 28, 2024, and the condensed consolidated statements of cash flows for the three months ended December 27, 2025 and December 28, 2024 have been prepared by the Company, without audit. In the opinion of management, the interim financial statements include all normal recurring adjustments necessary for a fair statement of the results for the interim periods presented.

For the Company's foreign businesses in the United Kingdom and Canada, the local currency is the functional currency. Assets and liabilities are translated using the exchange rate in effect at the balance sheet date. Income and expenses are translated at the average exchange rate for the period. Deferred taxes are not provided on translation gains and losses because the Company expects earnings of its foreign subsidiaries to be permanently reinvested. Transaction gains and losses are included in results of operations.

Due to the seasonal nature of the Company's garden business, the results of operations for the three months ended December 27, 2025 are not necessarily indicative of the operating results that may be expected for the entire fiscal year. These interim financial statements should be read in conjunction with the annual audited financial statements, accounting policies and financial notes thereto, included in the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2025, which has previously been filed with the Securities and Exchange Commission. The September 27, 2025 balance sheet presented herein was derived from the audited financial statements.

***Noncontrolling Interest***

Noncontrolling interest in the Company's condensed consolidated financial statements represents the 20% interest not owned by Central in a consolidated subsidiary. Since the Company controls this subsidiary, its financial statements are consolidated with those of the Company, and the noncontrolling owner's 20% share of the subsidiary's net assets and results of operations is deducted and reported as noncontrolling interest on the condensed consolidated balance sheets and as net income attributable to noncontrolling interest in the condensed consolidated statements of operations. See [Note 8, Supplemental Equity Information](#), for additional information.

***Cash, Cash Equivalents and Restricted Cash***

The Company considers cash and all highly liquid investments with an original maturity of three months or less at date of purchase to be cash and cash equivalents. Restricted cash includes cash and highly liquid instruments that are used as collateral for stand-alone letter of credit agreements related to normal business transactions. These agreements require the Company to maintain specified amounts of cash as collateral in segregated accounts to support the letters of credit issued thereunder, which will affect the amount of cash the Company has available for other uses.

***Credit Risk***

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company manages the credit risk associated with cash equivalents by investing with high-quality institutions. The Company maintains cash accounts that exceed federally insured limits. The Company has not experienced any losses from maintaining cash accounts in excess of such limits. Management believes that it is not exposed to any significant risks on its cash and cash equivalent accounts.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets to the condensed consolidated statements of cash flows as of December 27, 2025, December 28, 2024 and September 27, 2025, respectively.

	<b>December 27, 2025</b>	<b>December 28, 2024</b>	<b>September 27, 2025</b>
	(in thousands)		
Cash and cash equivalents	\$ 721,150	\$ 618,020	\$ 882,488
Restricted cash	16,090	14,649	15,945
<b>Total cash, cash equivalents and restricted cash</b>	<b>\$ 737,240</b>	<b>\$ 632,669</b>	<b>\$ 898,433</b>

#### **Allowance for Credit Losses**

The Company's trade accounts receivable are recorded at net realizable value, which includes an allowance for estimated credit losses. The Company maintains an allowance for credit losses related to its trade accounts receivable associated with future expected credit losses resulting from the inability of its customers to make required payments. The Company estimates the allowance based upon historical bad debts, current customer receivable balances and the customer's financial condition. The allowance is adjusted to reflect changes in current and forecasted macroeconomic conditions. The Company's estimate of credit losses includes expected current and future economic and market conditions.

#### **Revenue Recognition**

##### **Revenue Recognition and Nature of Products and Services**

The Company manufactures, markets and distributes a wide variety of pet and garden products to wholesalers, distributors and retailers, primarily in the United States. The majority of the Company's revenue is generated from the sale of finished pet and garden products. The Company also recognizes a minor amount of non-product revenue (approximately one percent of consolidated net sales) comprising third-party logistics services, merchandising services and royalty income from sales-based licensing arrangements. Product and non-product revenue is recognized when performance obligations under the terms of the contracts with customers are satisfied. The Company recognizes product revenue when control over the finished goods transfers to its customers, which generally occurs upon shipment to, or receipt at, customers' locations, as determined by the specific terms of the contract, and when control over the finished goods transfers to retail consumers in consignment arrangements. These revenue arrangements generally have single performance obligations. Non-product revenue is recognized as the services are provided to the customer in the case of third-party logistics services and merchandising services, or as third-party licensee sales occur for royalty income. Revenue, which includes shipping and handling charges billed to the customer, is reported net of variable consideration and consideration payable to our customers, including applicable discounts, returns, allowances, trade promotion, unsaleable product, consumer coupon redemption and rebates. Shipping and handling costs that occur before the customer obtains control of the goods are deemed to be fulfillment activities and are accounted for as fulfillment costs.

Key sales terms are established on a frequent basis such that most customer arrangements and related incentives have a one year or shorter duration. As such, the Company does not capitalize contract inception costs. The Company generally does not have unbilled receivables at the end of a period. Deferred revenues are not material and primarily include advance payments for services that have yet to be rendered. The Company does not receive noncash consideration for the sale of goods. Amounts billed and due from our customers are classified as receivables and require payment on a short-term basis; therefore, the Company does not have any significant financing components.

##### **Sales Incentives and Other Promotional Programs**

The Company routinely offers sales incentives and discounts through various regional and national programs to its customers and consumers. These programs include product discounts or allowances, product rebates, product returns, one-time or ongoing trade-promotion programs with customers and consumer coupon programs that require the Company to estimate and accrue the expected costs of such programs. The costs associated with these activities are accounted for as reductions to the transaction price of the Company's products and are, therefore, recorded as reductions to gross sales at the time of sale. The Company bases its estimates of incentive costs on historical trend experience with similar programs, actual incentive terms per customer contractual obligations and expected levels of performance of trade promotions, utilizing customer and sales organization inputs. The Company maintains accruals at the end of each period for the estimated incentive costs incurred but unpaid for these programs. Differences between estimated and actual incentive costs are generally not material and are recognized in earnings in the period such differences are determined. Reserves for product returns, accrued rebates and promotional accruals are included in the condensed consolidated balance sheets as part of accrued expenses, and the value of inventory associated with reserves for sales returns is included within prepaid expenses and other current assets on the condensed consolidated balance sheets.

#### **Leases**

The Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Long-term operating lease right-of-use ("ROU") assets and current and long-term operating lease liabilities are presented separately in the condensed consolidated balance sheets. Finance lease ROU assets are presented in property, plant and equipment, net, and the related finance liabilities are presented with current and long-term debt in the condensed consolidated balance sheets.

Lease ROU assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and exclude any lease incentives received from the lessor. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. As the Company's leases

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typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term on a collateralized basis. Variable lease payments are expensed as incurred and include certain non-lease components, such as maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. Non-lease components and the lease components to which they relate are accounted for as a single lease component, as the Company has elected to combine lease and non-lease components for all classes of underlying assets.

Amortization of ROU lease assets is calculated on a straight-line basis over the lease term with the expense recorded in cost of sales or selling, general and administrative expenses, depending on the nature of the leased item. Interest expense is recorded over the lease term and is recorded in interest expense (based on a front-loaded interest expense pattern) for finance leases and is recorded in cost of sales or selling, general and administrative expenses (on a straight-line basis) for operating leases. All operating lease cash payments and interest on finance leases are recorded within cash flows from operating activities and all finance lease principal payments are recorded within cash flows from financing activities in the condensed consolidated statements of cash flows.

### **Recent Accounting Pronouncements**

#### **Recently Adopted Accounting Updates**

##### *Segment Reporting*

In November 2023, the FASB issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280) Improvements to Reportable Segment Disclosures. ASU 2023-07 will improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses on an interim and annual basis. This ASU requires entities to provide significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), other segment expenses included in each reported measure of segment profitability, and disclosure of the title and position of the CODM. During fiscal 2025, we adopted the annual disclosure requirements on a retrospective basis. The additional disclosures required are presented in [Note 11 - Segment Information](#). The adoption of this standard did not have a material impact on our consolidated financial statements.

##### **Accounting Standards Not Yet Adopted**

##### *Income Taxes*

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. This ASU primarily requires enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. ASU No. 2023-09 is to be applied prospectively, with the option to apply the standard retrospectively, effective for fiscal years beginning after December 15, 2024. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

##### *Disaggregation of Income Statement Expenses*

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, which requires incremental disclosures about specific expense categories, including but not limited to, purchases of inventory, employee compensation, depreciation, amortization and selling expenses. The amendments are effective for fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted, and the amendments may be applied either prospectively or retrospectively. Management is currently evaluating this ASU to determine its impact on the Company's disclosures. The amendments only impact disclosures and are not expected to have an impact on the Company's financial condition and results of operations.

## **2. Fair Value Measurements**

ASC 820 establishes a single authoritative definition of fair value, a framework for measuring fair value and expands disclosure of fair value measurements. ASC 820 requires financial assets and liabilities to be categorized based on the inputs used to calculate their fair values as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs for the asset or liability, which reflect the Company's own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The Company's financial instruments include cash and equivalents, accounts receivable and payable and accrued liabilities. The carrying amount of these instruments approximates fair value because of their short-term nature.

#### **Assets and Liabilities Measured at Fair Value on a Recurring Basis**

The Company's financial assets and liabilities measured at fair value on a recurring basis consist of contingent consideration within Level 3 of the fair value hierarchy. Such amounts are not material for all periods presented.

#### **Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis**

The Company measures certain non-financial assets and liabilities, including long-lived assets, goodwill and intangible assets, at fair value on a non-recurring basis. Fair value measurements of non-financial assets and non-financial liabilities are used primarily in the impairment analyses of long-lived assets, goodwill and other intangible assets. During the periods ended December 27, 2025 and December 28, 2024, the Company was not required to measure any significant non-financial assets and liabilities at fair value.

#### **Fair Value of Other Financial Instruments**

In April 2021, the Company issued \$400 million aggregate principal amount of 4.125% senior notes due April 2031 (the "2031 Notes"). The estimated fair value of the Company's 2031 Notes as of December 27, 2025, December 28, 2024 and September 27, 2025 was \$377.2 million, \$353.8 million and \$374.4 million, respectively, compared to a carrying value of \$396.8 million, \$396.2 million and \$396.7 million, respectively.

In October 2020, the Company issued \$500 million aggregate principal amount of 4.125% senior notes due October 2030 (the "2030 Notes"). The estimated fair value of the Company's 2030 Notes as of December 27, 2025, December 28, 2024 and September 27, 2025 was \$479.8 million, \$451.2 million and \$473.5 million, respectively, compared to a carrying value of \$496.2 million, \$495.4 million and \$496.0 million, respectively.

In December 2017, the Company issued \$300 million aggregate principal amount of 5.125% senior notes due February 2028 (the "2028 Notes"). The estimated fair value of the Company's 2028 Notes as of December 27, 2025, December 28, 2024 and September 27, 2025 was \$300.2 million, \$291.9 million and \$299.4 million, respectively, compared to a carrying value of \$299.0 million, \$298.6 million and \$298.9 million, respectively.

The estimated fair value is based on quoted market prices for these notes, which are Level 2 inputs within the fair value hierarchy.

### **3. Acquisitions**

On December 12, 2025, the Company acquired the U.S. assets of Champion USA LLC, a cattle fly-control company, for approximately \$57 million in cash. The Company has not yet finalized the allocation of the purchase price to the fair value of the tangible and intangible assets acquired. Approximately \$56 million of the purchase price remains unallocated and is included in other assets on the condensed consolidated balance sheet as of December 27, 2025. The acquisition strengthens the Company's position in one of the fastest growing segments in animal health and enhances their ability to deliver effective, high-quality solutions for cattle producers nationwide.

### **4. Inventories, net**

Inventories, net of allowance for obsolescence, consist of the following:

	<b>December 27, 2025</b>	<b>December 28, 2024</b>		<b>September 27, 2025</b>	
		(in thousands)			
Raw materials	\$ 239,894	\$ 249,850		\$ 219,890	
Work in progress	139,192	145,794		134,084	
Finished goods	435,952	403,268		347,209	
Supplies	21,232	16,870		20,923	
<b>Total inventories, net</b>	<b>\$ 836,270</b>	<b>\$ 815,782</b>		<b>\$ 722,106</b>	

## 5. Goodwill

The Company tests goodwill for impairment annually (as of the first day of the fourth fiscal quarter), or whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount, by first assessing qualitative factors to determine whether it is more likely than not the fair value of the reporting unit is less than its carrying amount. The qualitative assessment evaluates factors including macroeconomic conditions, industry-specific and company-specific considerations, legal and regulatory environments and historical performance. If it is determined that it is more likely than not the fair value of the reporting unit is greater than its carrying amount, it is unnecessary to perform the quantitative goodwill impairment test. If it is determined that it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the quantitative test is performed to identify potential goodwill impairment. Based on certain circumstances, the Company may elect to bypass the qualitative assessment and proceed directly to performing the quantitative goodwill impairment test, which compares the estimated fair value of our reporting units to their related carrying values, including goodwill. Impairment is indicated if the estimated fair value of the reporting unit is less than its carrying value, and an impairment charge is recognized for the differential. The Company's goodwill impairment analysis also includes a comparison of the aggregate estimated fair value of its two reporting units to the Company's total market capitalization. No impairment of goodwill was recorded for the three months ended December 27, 2025 and December 28, 2024.

## 6. Other Intangible Assets

The following table summarizes the components of gross and net acquired intangible assets:

	<b>Gross</b>	<b>Accumulated Amortization</b>	<b>Accumulated Impairment</b>	<b>Net Carrying Value</b>
	(in millions)			
<b>December 27, 2025</b>				
Marketing-related intangible assets – amortizable	\$ 26.0	\$ (23.3)	\$ —	\$ 2.6
Marketing-related intangible assets – nonamortizable	266.3	—	(35.0)	231.4
Total	\$ 292.3	\$ (23.3)	\$ (35.0)	\$ 234.0
Customer-related intangible assets – amortizable	421.7	(207.3)	(17.5)	196.8
Other acquired intangible assets – amortizable	41.9	(36.1)	(1.3)	4.5
Other acquired intangible assets – nonamortizable	7.1	—	(1.2)	5.9
Total	\$ 49.1	\$ (36.1)	\$ (2.5)	\$ 10.4
<b>Total other intangible assets, net</b>	<b>\$ 763.0</b>	<b>\$ (266.7)</b>	<b>\$ (55.0)</b>	<b>\$ 441.3</b>
<b>December 28, 2024</b>				
Marketing-related intangible assets – amortizable	\$ 26.0	\$ (23.0)	\$ —	\$ 3.0
Marketing-related intangible assets – nonamortizable	266.3	—	(35.0)	231.4
Total	\$ 292.3	\$ (23.0)	\$ (35.0)	\$ 234.4
Customer-related intangible assets – amortizable	421.7	(182.8)	(17.5)	221.4
Other acquired intangible assets – amortizable	39.7	(35.1)	(0.3)	4.3
Other acquired intangible assets – nonamortizable	7.1	—	(1.2)	5.9
Total	\$ 46.8	\$ (35.1)	\$ (1.5)	\$ 10.2
<b>Total other intangible assets, net</b>	<b>\$ 760.8</b>	<b>\$ (240.9)</b>	<b>\$ (54.0)</b>	<b>\$ 465.9</b>
<b>September 27, 2025</b>				
Marketing-related intangible assets – amortizable	\$ 26.0	\$ (23.3)	\$ —	\$ 2.7
Marketing-related intangible assets – nonamortizable	266.3	—	(35.0)	231.4
Total	\$ 292.3	\$ (23.3)	\$ (35.0)	\$ 234.1
Customer-related intangible assets – amortizable	421.7	(201.3)	(17.5)	202.9
Other acquired intangible assets – amortizable	41.9	(35.8)	(1.3)	4.8
Other acquired intangible assets – nonamortizable	7.1	—	(1.2)	5.9
Total	\$ 49.1	\$ (35.8)	\$ (2.5)	\$ 10.7
<b>Total other intangible assets, net</b>	<b>\$ 763.0</b>	<b>\$ (260.4)</b>	<b>\$ (55.0)</b>	<b>\$ 447.6</b>

Other acquired intangible assets include contract-based and technology-based intangible assets.

The Company evaluates long-lived assets, including amortizable and indefinite-lived intangible assets, for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable. The Company evaluates indefinite-lived intangible assets on an annual basis. Factors indicating the carrying value of the Company's amortizable intangible assets may not be recoverable were not present in the three months ended December 27, 2025, and accordingly, no impairment testing was performed on these assets.

The Company amortizes its acquired intangible assets with definite lives over periods ranging from five years to 25 years, over weighted average remaining lives of eight years for marketing-related intangibles, ten years for customer-related intangibles and seven years for other acquired intangibles. Amortization expense for intangibles subject to amortization was approximately \$6.4 million and \$7.4 million for

the three months ended December 27, 2025 and December 28, 2024, respectively, and is classified within selling, general and administrative expenses in the condensed consolidated statements of operations. Estimated annual amortization expense related to acquired intangible assets in each of the succeeding five years is estimated to be approximately \$24 million per year from fiscal 2026 through fiscal 2028 and \$22 million per year from fiscal 2029 through fiscal 2030.

## 7. Long-Term Debt

Long-term debt consists of the following:

	<b>December 27, 2025</b>	<b>December 28, 2024</b>	<b>September 27, 2025</b>
	(in thousands)		
Senior notes, interest at 5.125%, payable semi-annually, principal due February 2028	\$ 300,000	\$ 300,000	\$ 300,000
Senior notes, interest at 4.125%, payable semi-annually, principal due October 2030	500,000	500,000	500,000
Senior notes, interest at 4.125%, payable semi-annually, principal due April 2031	400,000	400,000	400,000
Unamortized debt issuance costs	(7,994)	(9,873)	(8,458)
<b>Net carrying value</b>	<b>\$ 1,192,006</b>	<b>\$ 1,190,127</b>	<b>\$ 1,191,542</b>
Asset-based revolving credit facility, interest at SOFR plus a margin of 1.00% to 1.50% or Base Rate plus a margin of 0.0% to 0.50%, final maturity December 2026.	—	—	—
Other notes payable	147	317	161
<b>Total</b>	<b>\$ 1,192,153</b>	<b>\$ 1,190,444</b>	<b>\$ 1,191,703</b>
<b>Less current portion</b>	<b>(61)</b>	<b>(173)</b>	<b>(62)</b>
<b>Long-term portion</b>	<b>\$ 1,192,092</b>	<b>\$ 1,190,271</b>	<b>\$ 1,191,641</b>

### **Senior Notes**

#### **\$400 million 4.125% Senior Notes due 2031**

In April 2021, the Company issued \$400 million aggregate principal amount of 4.125% senior notes due April 2031 (the "2031 Notes"). The Company used a portion of the net proceeds from the offering to repay all outstanding borrowings under its Credit Facility, with the remainder used for general corporate purposes.

The Company incurred approximately \$6 million of debt issuance costs in conjunction with this issuance, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2031 Notes.

The 2031 Notes require semiannual interest payments on April 30 and October 30. The 2031 Notes are unconditionally guaranteed on a senior basis by each of the Company's existing and future domestic restricted subsidiaries which are borrowers under or guarantors of the Company's Credit Facility. The 2031 Notes were issued in a private placement under Rule 144A and will not be registered under the Securities Act of 1933.

The Company may redeem some or all of the 2031 Notes at any time, at its option, prior to April 30, 2026 at the principal amount plus a "make whole" premium. The Company may redeem some or all of the 2031 Notes at the Company's option, at any time on or after April 30, 2026 for 102.063%, on or after April 30, 2027 for 101.375%, on or after April 30, 2028 for 100.688% and on or after April 30, 2029 for 100.0%, plus accrued and unpaid interest.

The holders of the 2031 Notes have the right to require the Company to repurchase all or a portion of the 2031 Notes at a purchase price equal to 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest, upon the occurrence of a change of control.

The 2031 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. The Company was in compliance with all financial covenants as of December 27, 2025.

#### **\$500 million 4.125% Senior Notes due 2030**

In October 2020, the Company issued \$500 million aggregate principal amount of 4.125% senior notes due October 2030 (the "2030 Notes"). The Company used a portion of the net proceeds to redeem all of its outstanding 6.125% senior notes due November 2023 (the "2023 Notes") at a redemption price of 101.531% plus accrued and unpaid interest, and to pay related fees and expenses, with the remainder used for general corporate purposes.

The Company incurred approximately \$8.0 million of debt issuance costs associated with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2030 Notes.

The 2030 Notes require semiannual interest payments on October 15 and April 15. The 2030 Notes are unconditionally guaranteed on a senior basis by each of the Company's existing and future domestic restricted subsidiaries which are borrowers under or guarantors of the Company's Credit Facility.

The Company may redeem some or all of the 2030 Notes, at its option, in whole or in part, at any time on or after October 15, 2025 for 102.063%, on or after October 15, 2026 for 101.375%, on or after October 15, 2027 for 100.688% and on or after October 15, 2028 for 100.0%, plus accrued and unpaid interest.

The holders of the 2030 Notes have the right to require the Company to repurchase all or a portion of the 2030 Notes at a purchase price equal to 101.0% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2030 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. The Company was in compliance with all financial covenants as of December 27, 2025.

#### **\$300 million 5.125% Senior Notes due 2028**

In December 2017, the Company issued \$300 million aggregate principal amount of 5.125% senior notes due February 2028 (the "2028 Notes"). The Company used the net proceeds from the offering to finance acquisitions and for general corporate purposes.

The Company incurred approximately \$4.8 million of debt issuance costs in conjunction with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2028 Notes.

The 2028 Notes require semiannual interest payments on February 1 and August 1. The 2028 Notes are unconditionally guaranteed on a senior basis by the Company's existing and future domestic restricted subsidiaries which are borrowers under or guarantors of the Company's Credit Facility.

The Company may redeem some or all of the 2028 Notes, at its option, at any time on or after January 1, 2026 for 100.0%, plus accrued and unpaid interest.

The holders of the 2028 Notes have the right to require the Company to repurchase all or a portion of the 2028 Notes at a purchase price equal to 101.0% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2028 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. The Company was in compliance with all financial covenants as of December 27, 2025.

#### **Asset-Based Loan Facility**

On November 7, 2025, the Company entered into a Fourth Amended and Restated Credit Agreement (the "Credit Agreement"). The Credit Agreement provides for a \$600 million principal amount senior secured asset-based revolving credit facility, with up to an additional \$400 million principal amount available, as defined, if the Company exercises the uncommitted accordion feature set forth therein (collectively, the "Credit Facility"). The Credit Facility matures on November 7, 2030. The Company may borrow, repay and reborrow amounts under the Credit Facility until its maturity date, at which time all amounts outstanding under the Credit Facility must be repaid in full.

The Credit Facility is subject to a borrowing base that is calculated using a formula based upon eligible receivables and inventory, and at the Company's election, eligible real property, minus certain reserves. Proceeds of the Credit Facility may be used for general corporate purposes. Net availability under the Credit Facility was approximately \$545 million as of December 27, 2025. The Credit Facility includes a \$50 million sublimit for the issuance of standby and commercial letters of credit and a \$75 million sublimit for swing loan borrowings. As of December 27, 2025, there were no borrowings outstanding and no letters of credit outstanding under the Credit Facility. Outside of the Credit Facility, there were other standby and commercial letters of credit of \$3.0 million outstanding as of December 27, 2025.

Borrowings under the Credit Facility will bear interest at an index based on SOFR (which will not be less than 0.00%) or, at the Company's option, the Base Rate, plus, in either case, an applicable margin based on the average availability level under the Credit Facility. Base Rate is defined as the highest of (a) the Truist prime rate, (b) the Federal Funds Rate plus 0.50%, (c) one-month SOFR plus 1.00% and (d) 0.00%. The applicable margin for SOFR-based borrowings fluctuates between 1.00%-1.50%, and was 1.00% as of December 27, 2025, and the applicable margin for Base Rate borrowings fluctuates between 0.00%-0.50% and was 0.00% as of December 27, 2025. An unused line fee shall be payable quarterly in respect of the total amount of the unutilized commitments under the Credit Facility, and a letter of credit plus a facing fee to the issuing bank. The Company is also required to pay certain fees to the administrative agent under the Credit Facility. As of December 27, 2025, the interest rate applicable to Base Rate borrowings was 6.8%, and the interest rate applicable to one-month SOFR-based borrowings was 4.7%.

The Company incurred approximately \$2.3 million of debt issuance costs in conjunction with this transaction, which included lender fees and legal expenses. The debt issuance costs were recorded in Other Assets and are being amortized over the term of the Credit Facility.

The Credit Facility contains customary covenants, including a financial covenant which requires the Company to maintain a minimum fixed charge coverage ratio of 1:1 when availability falls below certain thresholds established in the Credit Agreement, reporting requirements and events of default. The Credit Facility is secured by substantially all of the Company's assets and the assets of its subsidiaries guaranteeing the Credit Facility, including (i) pledges of 100% of the stock or other equity interest of each domestic subsidiary that is directly owned by such entity and (ii) 65% of the stock or other equity interest of each foreign subsidiary that is directly owned by such entity, in each case subject to customary exceptions. The Company was in compliance with all financial covenants under the Credit Facility as of December 27, 2025.

## 8. Supplemental Equity Information

The following table provides a summary of the changes in the carrying amounts of equity attributable to controlling interest and noncontrolling interest through the three months ended December 27, 2025 and December 28, 2024.

	Controlling Interest							Noncontrolling Interest	Total
	Common Stock	Class A Common Stock	Class B Stock	Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total		
<b>Balance September 27, 2025</b>	\$ 97	\$ 516	\$ 16	\$ 571,392	\$ 1,015,096	\$ (3,849)	\$ 1,583,268	\$ 1,665	\$ 1,584,933
Comprehensive income	—	—	—	—	6,841	492	7,333	18	7,351
Amortization of share-based awards	—	—	—	3,026	—	—	3,026	—	3,026
Restricted share activity, including net share settlement	—	—	—	(1,411)	—	—	(1,411)	—	(1,411)
Issuance of common stock, including net share settlement of stock options	—	1	—	1,696	—	—	1,697	—	1,697
Repurchase of stock	—	(7)	—	(6,001)	(12,489)	—	(18,497)	—	(18,497)
Distribution to Noncontrolling interest	—	—	—	—	—	—	—	(1,139)	(1,139)
<b>Balance December 27, 2025</b>	<b>\$ 97</b>	<b>\$ 510</b>	<b>\$ 16</b>	<b>\$ 568,702</b>	<b>\$ 1,009,448</b>	<b>\$ (3,357)</b>	<b>\$ 1,575,416</b>	<b>\$ 544</b>	<b>\$ 1,575,960</b>

	Controlling Interest							Noncontrolling Interest	Total
	Common Stock	Class A Common Stock	Class B Stock	Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total		
<b>Balance September 28, 2024</b>	<b>\$ 111</b>	<b>\$ 544</b>	<b>\$ 16</b>	<b>\$ 598,098</b>	<b>\$ 959,511</b>	<b>\$ (2,626)</b>	<b>\$ 1,555,654</b>	<b>\$ 1,891</b>	<b>\$ 1,557,545</b>
Comprehensive income (loss)	—	—	—	—	14,009	(2,035)	11,974	172	12,146
Amortization of share-based awards	—	—	—	3,648	—	—	3,648	—	3,648
Restricted share activity, including net share settlement	—	(1)	—	(1,810)	—	—	(1,811)	—	(1,811)
Issuance of common stock, including net share settlement of stock options	—	1	—	1,789	—	—	1,790	—	1,790
Repurchase of stock	(4)	(13)	—	(14,948)	(37,176)	—	(52,141)	—	(52,141)
Distribution to Noncontrolling interest	—	—	—	—	—	—	—	(1,346)	(1,346)
<b>Balance December 28, 2024</b>	<b>\$ 107</b>	<b>\$ 531</b>	<b>\$ 16</b>	<b>\$ 586,777</b>	<b>\$ 936,344</b>	<b>\$ (4,661)</b>	<b>\$ 1,519,114</b>	<b>\$ 717</b>	<b>\$ 1,519,831</b>

## 9. Stock-Based Compensation

The Company recognized share-based compensation expense of \$4.8 million and \$5.5 million for the three months ended December 27, 2025 and December 28, 2024, respectively, as a component of selling, general and administrative expenses. The tax benefit associated with share-based compensation expense for the three months ended December 27, 2025 and December 28, 2024 was \$1.1 million and \$1.3 million, respectively.

## 10. Earnings Per Share

The following is a reconciliation of the numerators and denominators of the basic and diluted per share computations for net income available to common shareholders.

	Three Months Ended December 27, 2025		
	Income	Shares	Per Share
	(in thousands, except per share amounts)		
<b>Basic EPS:</b>			
Net income available to common shareholders	\$ 6,841	61,409	\$ 0.11
<b>Effect of dilutive securities:</b>			
Options to purchase common stock	—	29	—
Restricted shares	—	432	—
Performance stock units	—	194	—
<b>Diluted EPS:</b>			
Net income available to common shareholders	<u>\$ 6,841</u>	<u>62,064</u>	<u>\$ 0.11</u>

	Three Months Ended December 28, 2024		
	Income	Shares	Per Share
	(in thousands, except per share amounts)		
<b>Basic EPS:</b>			
Net income available to common shareholders	\$ 14,009	64,552	\$ 0.22
<b>Effect of dilutive securities:</b>			
Options to purchase common stock	—	110	—
Restricted shares	—	633	(0.01)
Performance stock units	—	154	—
<b>Diluted EPS:</b>			
Net income available to common shareholders	<u>\$ 14,009</u>	<u>65,449</u>	<u>\$ 0.21</u>

Options to purchase 0.5 million shares of Class A common stock at prices ranging from \$22.14 to \$37.22 per share were outstanding at December 27, 2025, and options to purchase 0.8 million shares of Class A common stock at prices ranging from \$20.63 to \$41.10 per share were outstanding at December 28, 2024.

For the three months ended December 27, 2025, approximately 0.4 million options outstanding were not included in the computation of diluted earnings per share because the option exercise prices were greater than the average market price of the common shares and therefore, the effect of including these options would be anti-dilutive.

For the three months ended December 28, 2024, approximately 0.3 million options outstanding were not included in the computation of diluted earnings per share because the option exercise prices were greater than the average market price of the common shares and therefore, the effect of including these options would be anti-dilutive.

## 11. Segment Information

Management has determined that the Company has two operating segments, which are also reportable segments based on the level at which the Chief Operating Decision Maker reviews the results of operations to make decisions regarding performance assessment and resource allocation. These operating segments are the Pet segment and the Garden segment. Substantially all of the Company's assets and operations relate to its business in the United States. Financial information relating to the Company's business segments is presented in the tables below.

	Three Months Ended December 27, 2025		
	Pet	Garden	Total
	(in thousands)		
Net sales	\$ 415,812	\$ 201,561	\$ 617,373
Cost of goods sold	268,355	158,410	
Selling, general and administrative expenses	97,657	52,830	
Segment operating income (loss)	\$ 49,800	\$ (9,679)	\$ 40,121
Unallocated corporate items			(23,588)
Interest expense			(14,511)
Interest income			6,744
Other income, net			182
Income before income taxes and noncontrolling interest			\$ 8,948

	Three Months Ended December 28, 2024		
	Pet	Garden	Total
	(in thousands)		
Net sales	\$ 427,462	\$ 228,974	\$ 656,436
Cost of goods sold	278,895	181,842	
Selling, general and administrative expenses	97,310	44,709	
Segment operating income	\$ 51,257	\$ 2,423	\$ 53,680
Unallocated corporate items			(25,688)
Interest expense			(14,470)
Interest income			6,740
Other expense, net			(1,717)
Income before income taxes and noncontrolling interest			\$ 18,545

	Three Months Ended	
	December 27, 2025	December 28, 2024
	(in thousands)	
Depreciation and amortization:		
Pet segment	\$ 10,137	\$ 10,080
Garden segment	10,274	11,131
Total reportable segments	\$ 20,411	\$ 21,211
Corporate	248	723
Total depreciation and amortization	\$ 20,659	\$ 21,934

	<b>December 27, 2025</b>	<b>December 28, 2024</b>	<b>September 27, 2025</b>
	(in thousands)		
<b>Assets:</b>			
Pet segment	\$ 964,146	\$ 970,020	\$ 941,122
Garden segment	1,312,710	1,370,229	1,232,088
Total reportable segments	<u>\$ 2,276,856</u>	<u>\$ 2,340,249</u>	<u>\$ 2,173,210</u>
Corporate	1,366,571	1,195,606	1,452,433
Total assets	<u>\$ 3,643,427</u>	<u>\$ 3,535,855</u>	<u>\$ 3,625,643</u>
<b>Goodwill (included in corporate assets above):</b>			
Pet segment	\$ 285,323	\$ 281,992	\$ 285,323
Garden segment	269,369	269,369	269,369
Total goodwill	<u>\$ 554,692</u>	<u>\$ 551,361</u>	<u>\$ 554,692</u>

The tables below present the Company's disaggregated revenues by segment:

	<b>Three Months Ended December 27, 2025</b>		
	<b>Pet</b>	<b>Garden</b>	<b>Total</b>
	(in millions)		
Other pet products	\$ 117.8	—	\$ 117.8
Dog and cat products	157.0	—	157.0
Other manufacturers' products	102.5	35.6	138.1
Wild bird products	38.5	56.1	94.6
Other garden supplies	—	109.9	109.9
<b>Total</b>	<u>\$ 415.8</u>	<u>\$ 201.6</u>	<u>\$ 617.4</u>

	<b>Three Months Ended December 28, 2024</b>		
	<b>Pet</b>	<b>Garden</b>	<b>Total</b>
	(in millions)		
Other pet products	\$ 124.9	—	\$ 124.9
Dog and cat products	160.7	—	160.7
Other manufacturers' products	105.0	42.2	147.2
Wild bird products	36.9	53.5	90.4
Other garden supplies	—	133.2	133.2
<b>Total</b>	<u>\$ 427.5</u>	<u>\$ 228.9</u>	<u>\$ 656.4</u>

## 12. Contingencies

The Company may from time to time become involved in legal proceedings in the ordinary course of business. Currently, the Company is not a party to any legal proceedings the resolution of which management believes could have a material effect on the Company's financial position or results of operations with the potential exception of the proceeding below.

In 2012, Nite Glow Industries, Inc. and its owner, Marni Markell, ("Nite Glow") filed suit in the U.S. District Court for New Jersey against the Company alleging that the applicator developed and used by the Company for certain of its branded topical flea and tick products infringes a patent held by Nite Glow and asserted related claims for breach of contract and misappropriation of confidential information based on the terms of a Non-Disclosure Agreement. On June 27, 2018, a jury returned a verdict in favor of Nite Glow on each of the three claims and awarded damages of approximately \$12.6 million. The court ruled on post-trial motions in early June 2020, reducing the judgment amount to \$12.4 million and denying the plaintiff's request for attorneys' fees. The Company filed its notice of appeal and the plaintiffs cross-

appealed. On July 14, 2021, the Federal Circuit Court of Appeals issued its decision on the appeal. The Federal Circuit concluded that the Company did not infringe plaintiff's patent and determined that the breach of contract claim raised no non-duplicative damages and should be dismissed. The court affirmed the jury's liability verdict on the misappropriation of confidential information claim but ordered a new trial on damages on that single claim limited to the "head start" benefit, if any, generated by the confidential information. The retrial of the head start damages issue concluded in early March 2024. On September 30, 2025, the court issued its decision awarding the plaintiff \$5.0 million, and judgment was entered on October 17, 2025 in the amount of \$7.2 million, including prejudgment interest. The Company has appealed the judgment and believes that it will prevail in the appeal and in any further proceedings as to the head start damages issue. While the Company believes that the ultimate resolution of this matter will not have a material impact on the Company's consolidated financial statements, the outcome of litigation is inherently uncertain and the final resolution of this matter may result in expense to the Company in excess of management's expectations.

The Company has experienced, and may in the future experience, issues with products that may lead to product liability, recalls, withdrawals, replacements of products, or regulatory actions by governmental authorities. The Company has not experienced recent issues with products, the resolution of which, management believes would have a material effect on the Company's financial position or results of operations.

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

### ***Our Company***

Central Garden & Pet Company ("Central") is a leading consumer goods company in the U.S. pet and garden industries. For more than 40 years, we have delivered innovative, trusted solutions that help lawns grow greener, gardens bloom bigger, pets live healthier, and communities grow stronger. We operate through two reportable segments: Pet and Garden.

Our Pet segment offers a broad range of products for dog and cat supplies, including treats and chews, toys, beds and containment, grooming items, waste management and training pads. We also provide supplies for aquatics, small animals, reptiles and pet birds, such as toys, enclosures, habitats, bedding, food and supplements, equine and livestock products, animal and household health solutions and insect control items. This segment also includes live fish and small animals as well as outdoor cushions. Products are sold under well-recognized brands including Aqueon®, Best Bully Sticks®, Cadet®, C&S®, Comfort Zone®, Farnam®, Four Paws®, Kaytee®, Nylabone®, Zilla® and Zoëcon®.

Our Garden segment includes lawn and garden consumables such as grass seed; vegetable, flower and herb packet seed; wild bird feed, bird houses and other birding accessories; weed, grass, and other herbicides, insecticide and pesticide products; fertilizers and live plants. Brands in this segment include 3D®, Amdro®, Ferry-Morse®, Pennington® and Sevin®.

In fiscal 2025, our consolidated net sales were \$3.1 billion, of which our Pet segment, or Pet, accounted for approximately \$1.8 billion and our Garden segment, or Garden, accounted for approximately \$1.3 billion. In fiscal 2025, our operating income was \$250 million consisting of income from our Pet segment of \$216 million, income from our Garden segment of \$142 million and corporate expenses of \$108 million.

We were incorporated in Delaware in May 1992 as the successor to a California corporation that was formed in 1955. Our executive offices are located at 1340 Treat Boulevard, Suite 600, Walnut Creek, California 94597, and our telephone number is (925) 948-4000. Our website is [www.central.com](http://www.central.com). The information on our website is not incorporated by reference in this quarterly report.

### ***Recent Developments***

#### ***Fiscal 2026 First Quarter Financial Performance:***

- Net sales decreased \$39.0 million, or 6.0%, from the prior year quarter to \$617 million, with Pet net sales decreasing 2.7% and Garden net sales decreasing 12.0%.
- Gross profit decreased \$5.1 million from the prior year quarter, while gross margin increased 110 basis points to 30.9%.
- Selling, general and administrative expense increased \$6.4 million from the prior year quarter to \$174.1 million and increased as a percentage of net sales to 28.2%.
- Operating income declined \$11.5 million from the prior year quarter to \$16.5 million in the first quarter of fiscal 2026. On a non-GAAP basis, operating income decreased \$3.7 million from the prior year quarter.
- Net income in the first quarter of fiscal 2026 was \$6.8 million, or \$0.11 per diluted share, compared to \$14.0 million, or \$0.21 per diluted share, in the first quarter of fiscal 2025. On a non-GAAP basis, net income was \$12.8 million, or \$0.21 per diluted share, in the first quarter of fiscal 2026 compared to \$14.0 million, or \$0.21 per diluted share, in the first quarter of fiscal 2025.

### **Acquisitions**

In December 2025, we acquired the U.S. assets of Champion USA LLC, for approximately \$57 million. The addition of Champion, which serves the livestock industry with EPA-approved feed-through fly control solutions, strengthens our position in one of the fastest growing segments in animal health and enhances our ability to deliver effective, high-quality solutions for cattle producers nationwide.

### **Facility Closures**

In the first quarter of fiscal 2026, we incurred approximately \$7.7 million in charges as part of our Cost and Simplicity program, reflecting our ongoing network optimization initiative to achieve a simpler, more efficient manufacturing and logistics network. In our Garden segment, we incurred approximately \$7.2 million in additional charges, primarily lease and severance costs, related to facility closures in fiscals 2023 through 2025. In our Pet segment, we incurred approximately \$0.5 million in charges related to the closure of a sales and logistics facility in the first quarter of fiscal 2026.

### **Results of Operations**

#### **Three Months Ended December 27, 2025 Compared with Three Months Ended December 28, 2024**

##### **Net Sales**

Net sales for the three months ended December 27, 2025, decreased \$39.0 million, or 6.0%, to \$617.4 million from \$656.4 million for the three months ended December 28, 2024. Net sales decreased in both segments and was volume-based. The decrease was due primarily to the timing of shipments, with certain volumes shifting into our second fiscal quarter, compared with the prior year quarter where certain volumes shifted into the first quarter from the second quarter, and the impact of portfolio optimization actions. Our branded product sales decreased \$29.9 million, and sales of other manufacturers' products decreased \$9.1 million.

Pet net sales decreased \$11.7 million, or 2.7%, to \$415.8 million for the three months ended December 27, 2025, from \$427.5 million for the three months ended December 28, 2024. The decline in net sales was primarily related to portfolio optimization actions, including the closure of our operations in the United Kingdom in fiscal 2025, and the timing of shipments, mainly impacting our outdoor cushion and pet bed business. This decline was partially offset by increased sales in our rawhide, professional and equine businesses. Pet branded product sales decreased \$9.2 million, and sales of other manufacturers' products decreased \$2.5 million.

Garden net sales decreased \$27.3 million, or 12.0%, to \$201.6 million for the three months ended December 27, 2025, from \$229.0 million for the three months ended December 28, 2024. The decline in Garden net sales was due primarily to the adverse impact of the timing of shipments, affecting the sales of both our controls and grass seed businesses, the loss of distribution of two product lines, and our planned exit of lower-margin categories in our live plant business. The declines were partially offset by increased sales in our wild bird feed business. Garden branded product sales decreased \$20.7 million, and sales of other manufacturers' products decreased \$6.6 million.

##### **Gross Profit**

Gross profit for the three months ended December 27, 2025 decreased \$5.1 million, or 2.6%, to \$190.6 million from \$195.7 million for the three months ended December 28, 2024. Gross margin increased 110 basis points to 30.9% for the three months ended December 27, 2025 from 29.8% for the three months ended December 28, 2024. The decrease in gross profit was due to the \$39.1 million decrease in net sales. The increase in gross margin was driven primarily by productivity gains resulting from our Cost and Simplicity agenda and, secondarily, to a mix shift in sales. Reduced sales from lower margin products due to portfolio optimization actions in both Pet and Garden were replaced by increased sales of higher margin product lines, particularly within Pet.

Gross margin increased while gross profit decreased in both segments. Pet and Garden had similar gross margin increases and both benefited from productivity and efficiency gains although the mix change in net sales was concentrated within Pet.

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

Selling, general and administrative expenses increased \$6.4 million, or 3.8%, to \$174.1 million for the three months ended December 27, 2025. As a percentage of net sales, selling, general and administrative expenses increased to 28.2% for the three months ended December 27, 2025, compared to 25.5% in the comparable prior year quarter due primarily to \$8.3 million in facility closure costs. On a non-GAAP basis, selling, general and administrative expenses decreased \$2.0 million to \$165.7 million for the three months ended December 27, 2025, and was 26.8% of net sales.

Selling and delivery expense increased \$1.1 million to \$73.8 million for the three months ended December 27, 2025 as compared to \$72.7 million in the prior year quarter. The increased expense was in the Garden segment due primarily to incremental wild bird marketing expenses.

Warehouse and administrative expense increased \$5.2 million, to \$100.2 million for the three months ended December 27, 2025 from \$95.0 million for the three months ended December 28, 2024. The increase in warehouse and administrative expense was primarily in Garden and due to \$7.8 million in facility closure costs, partially offset by a decrease in corporate expense. On a non-GAAP basis,

warehouse and administrative expense decreased \$3.1 million for the quarter ended December 27, 2025, as compared to the prior-year quarter. Corporate expense decreased \$2.1 million due primarily to lower third-party provider expense and lower variable compensation expense. Corporate expenses are included within administrative expense and relate to the costs of unallocated executive, administrative, finance, legal, human resources, and information technology functions.

#### ***Operating Income***

Operating income decreased \$11.5 million, or 40.9%, to \$16.5 million for the three months ended December 27, 2025 from \$28.0 million for the three months ended December 28, 2024. Our operating margin decreased from 4.3% in the prior year quarter to 2.7% in the current year quarter. The decrease in operating income was due to a \$39.1 million decrease in net sales and a \$6.4 million increase in selling, general and administrative expense partially offset by a 110 basis point increase in gross margin. On a non-GAAP basis, operating income decreased \$3.7 million to \$24.3 million and operating margin was 3.9%.

Pet operating income decreased \$1.5 million, or 2.8%, to \$49.8 million for the three months ended December 27, 2025 from \$51.3 million for the three months ended December 28, 2024. Pet operating income decreased due to a \$11.7 million decline in net sales and a \$0.3 million increase in selling, general and administrative expense partially offset by a 70 basis point improvement in gross margin.

Garden operating income decreased \$12.1 million to a loss of \$9.7 million for the three months ended December 27, 2025 from income of \$2.4 million for the three months ended December 28, 2024. Garden operating income decreased due to a decline in net sales of \$27.4 million and a \$8.1 million increase in selling, general and administrative expense partially offset by an 80 basis point increase in gross margin. On a non-GAAP basis, the garden operating loss was \$2.4 million for the three months ended December 27, 2025, after adjusting for the impact of the facility closure charges incurred in the quarter.

Corporate operating expense decreased \$2.1 million, or 8.2%, to \$23.6 million for the three months ended December 27, 2025 from \$25.7 million for the three months ended December 28, 2024, due primarily to lower third-party provider expense and lower variable compensation expense.

#### ***Net Interest Expense***

Net interest expense for the three months ended December 27, 2025 was \$7.8 million, fairly consistent with \$7.7 million for the three months ended December 28, 2024. Debt outstanding on December 27, 2025 was \$1,192.2 million compared to \$1,190.4 million at December 28, 2024.

#### ***Other Income***

Other income is comprised of income or losses from investments accounted for under the equity method of accounting and foreign currency exchange gains and losses. Other income increased \$1.9 million to \$0.2 million for the three months ended December 27, 2025 as compared to an expense of \$1.7 million in the prior quarter. The increase in other income (expense) was due primarily to foreign currency gains in the current year quarter as compared to foreign currency losses in the prior year quarter.

#### ***Income Taxes***

Our effective income tax rate was 23.3% for the quarter ended December 27, 2025 relatively consistent with 23.5% for the quarter ended December 28, 2024.

#### ***Net Income and Earnings Per Share***

Net income in the first quarter of fiscal 2026 was \$6.8 million, or \$0.11 per diluted share, compared to \$14.0 million, or \$0.21 per diluted share, in the first quarter of fiscal 2025. On a non-GAAP basis, net income in the first quarter of fiscal 2026 was \$12.8 million, or \$0.21 per diluted share, compared to \$14.0 million, or \$0.21 per diluted share, in the first quarter of fiscal 2025.

#### **Use of Non-GAAP Financial Measures**

We report our financial results in accordance with GAAP. However, to supplement the financial results prepared in accordance with GAAP, we use non-GAAP financial measures including non-GAAP net income and diluted net income per share, non-GAAP operating income, and adjusted EBITDA. Management uses these non-GAAP financial measures that exclude the impact of specific items (described below) in making financial, operating and planning decisions and in evaluating our performance. Also, Management believes that these non-GAAP financial measures may be useful to investors in their assessment of our ongoing operating performance and provide additional meaningful comparisons between current results and results in prior operating periods. While Management believes that non-GAAP measures are useful supplemental information, such adjusted results are not intended to replace our GAAP financial results and should be read in conjunction with those GAAP results.

Adjusted EBITDA is defined by us as income before income tax, net other expense, net interest expense and depreciation and amortization and stock-based compensation expense (or operating income plus depreciation and amortization expense and stock-based compensation expense). Adjusted EBITDA further excludes charges related to facility closures. We present adjusted EBITDA because we believe that adjusted EBITDA is a useful supplemental measure in evaluating the cash flows and performance of our business and provides greater transparency into our results of operations. Adjusted EBITDA is used by our management to perform such evaluations. Adjusted EBITDA should not be considered in isolation or as a substitute for cash flow from operations, income from operations or other income statement measures prepared in accordance with GAAP. We believe that adjusted EBITDA is frequently used by investors, securities analysts and other interested parties in their evaluation of companies, many of which present adjusted EBITDA when reporting their results. Other companies may calculate adjusted EBITDA differently and it may not be comparable.

The reconciliations of these non-GAAP measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are shown in the tables below.

Non-GAAP financial measures reflect adjustments based on the following items:

- *Facility closures and business exit:* we have excluded charges related to the closure of distribution and manufacturing facilities and our decisions to exit businesses as they represent infrequent transactions that impact the comparability between operating periods. We believe these exclusions supplement the GAAP information with a measure that may be useful to investors in assessing the sustainability of our operating performance.
- *Tax impact:* adjustment represents the impact of the tax effect of the pre-tax non-GAAP adjustments excluded from non-GAAP net income. The tax impact of the non-GAAP adjustments is calculated based on the consolidated effective tax rate on a GAAP basis, applied to the non-GAAP adjustments.

From time to time in the future, there may be other items that we may exclude if we believe that doing so is consistent with the goal of providing useful supplemental information to investors and management.

1. During the first quarter of fiscal 2026, we recognized incremental expense of \$7.7 million in the consolidated statement of operations, \$7.2 million in our Garden segment related to the closure of three distribution centers in fiscal 2025 and 2024, and an incremental \$0.5 million in our Pet segment related to the closure of a sales and logistics facility in Pennsylvania.

#### **Net Income and Diluted Net Income Per Share**

##### **GAAP to Non-GAAP Reconciliation**

	<b>Three Months Ended</b>	
	<b>December 27, 2025</b>	<b>December 28, 2024</b>
(in thousands, except per share amounts)		
GAAP net income attributable to Central Garden & Pet Company	\$ 6,841	\$ 14,009
Facility closures	(1) 7,746	—
Tax effect of adjustments	(1,808)	—
Non-GAAP net income attributable to Central Garden & Pet Company	\$ 12,779	\$ 14,009
GAAP diluted net income per share	\$ 0.11	\$ 0.21
Non-GAAP diluted net income per share	\$ 0.21	\$ 0.21
Shares used in GAAP and non-GAAP diluted net earnings per share calculation	62,064	65,449

**Operating Income**  
**GAAP to Non-GAAP Reconciliation**

	<b>Three Months Ended December 27, 2025</b>		
	<b>GAAP</b>	<b>Non-GAAP adjustments<sup>(1)</sup></b>	<b>Non-GAAP</b>
	<b>(in thousands)</b>		
Net sales	\$ 617,373	\$ —	\$ 617,373
Cost of goods sold	426,765	(601)	427,366
Gross profit	\$ 190,608	\$ 601	\$ 190,007
Selling, general and administrative expenses	174,075	8,347	165,728
Income from operations	\$ 16,533	\$ (7,746)	\$ 24,279
 Gross margin	 30.9%		 30.8%
Operating margin	 2.7%		 3.9%

**Pet Segment Operating Income**  
**GAAP to Non-GAAP Reconciliation**

	<b>Three Months Ended</b>	
	<b>December 27, 2025</b>	<b>December 28, 2024</b>
	<b>(in thousands)</b>	
GAAP operating income	\$ 49,800	\$ 51,257
Facility closures	(1) 506	—
Non-GAAP operating income	\$ 50,306	\$ 51,257
 GAAP operating margin	 12.0%	 12.0%
Non-GAAP operating margin	 12.1%	 12.0%

**Garden Segment Operating Income**  
**GAAP to Non-GAAP Reconciliation**

	<b>Three Months Ended</b>	
	<b>December 27, 2025</b>	<b>December 28, 2024</b>
	<b>(in thousands)</b>	
GAAP operating (loss) income	\$ (9,679)	\$ 2,423
Facility closures	(1) 7,240	—
Non-GAAP operating (loss) income	\$ (2,439)	\$ 2,423
 GAAP operating margin	 (4.8)%	 1.1%
Non-GAAP operating margin	 (1.2)%	 1.1%

**Adjusted EBITDA**  
**GAAP to Non-GAAP Reconciliation**

	Three Months Ended December 27, 2025				<b>Total</b>
	<b>Pet</b>	<b>Garden</b>	<b>Corporate</b>	<b>(in thousands)</b>	
Net income attributable to Central Garden & Pet Company	\$ —	\$ —	\$ —	\$ —	\$ 6,841
Interest expense, net	—	—	—	—	7,767
Other income	—	—	—	—	(182)
Income tax expense	—	—	—	—	2,089
Net income attributable to noncontrolling interest	—	—	—	—	18
Income (loss) from operations	49,800	(9,679)	(23,588)	\$ 16,533	
Depreciation & amortization	10,137	10,274	248		20,659
Noncash stock-based compensation	—	—	4,825		4,825
Facility closures	(1) 506	7,240	—		7,746
Adjusted EBITDA	<u>\$ 60,443</u>	<u>\$ 7,835</u>	<u>\$ (18,515)</u>		<u>\$ 49,763</u>

**Adjusted EBITDA**  
**GAAP to Non-GAAP Reconciliation**

	Three Months Ended December 28, 2024				<b>Total</b>
	<b>Pet</b>	<b>Garden</b>	<b>Corporate</b>	<b>(in thousands)</b>	
Net income attributable to Central Garden & Pet Company	\$ —	\$ —	\$ —	\$ —	\$ 14,009
Interest expense, net	—	—	—	—	7,730
Other expense	—	—	—	—	1,717
Income tax expense	—	—	—	—	4,364
Net income attributable to noncontrolling interest	—	—	—	—	172
Income (loss) from operations	51,257	2,423	(25,688)	\$ 27,992	
Depreciation & amortization	10,080	11,131	723		21,934
Noncash stock-based compensation	—	—	5,510		5,510
Adjusted EBITDA	<u>\$ 61,337</u>	<u>\$ 13,554</u>	<u>\$ (19,455)</u>		<u>\$ 55,436</u>

**Inflation**

Our revenues and margins are dependent on various economic factors, including fluctuating rates of inflation on various input costs (e.g., commodities and energy), interest rates, tariffs, currencies and consumer attitudes toward discretionary spending. Inflation moderated in fiscal 2024 and into the first half of fiscal 2025 before increasing in the second half of fiscal 2025 and first quarter of fiscal 2026 due primarily to the increasing impact of tariffs. We have benefited from lower cost inventory and significant productivity gains resulting in improved margins. However, the continued imposition of tariffs and a global trade war could result in higher inflation as the year progresses.

**Weather and Seasonality**

Our sales of lawn and garden products are impacted by weather conditions in the different markets we serve. Our Garden segment's business is highly seasonal. In fiscal 2025, approximately 64% of our Garden segment's net sales and 57% of our total net sales occurred during our second and third fiscal quarters. Substantially all of the Garden segment's operating income is typically generated in this period.

**Liquidity and Capital Resources**

We have financed our growth through a combination of cash generated from operations, bank borrowings, supplier credit, and sales of equity and debt securities.

Our business is seasonal, and our working capital requirements and capital resources track closely to this seasonal pattern. Generally, during the first fiscal quarter, accounts receivable reach their lowest level while inventory, accounts payable and short-term borrowings begin to increase. During the second fiscal quarter, receivables, accounts payable and short-term borrowings increase, reflecting the build-up of

inventory and related payables in anticipation of the peak lawn and garden selling season. During the third fiscal quarter, inventory levels remain relatively constant while accounts receivable peak and short-term borrowings start to decline as cash collections are received during the peak selling season. During the fourth fiscal quarter, inventory levels are at their lowest, and accounts receivable and payables are substantially reduced through conversion of receivables to cash.

We service two broad markets: pet supplies and lawn and garden supplies. Our pet supplies businesses have a year round selling cycle with a slight degree of seasonality. As a result, it is not necessary to maintain large quantities of inventory to meet peak demands. Our lawn and garden businesses are highly seasonal with approximately 64% of our Garden segment's net sales occurring during the second and third fiscal quarters. This seasonality requires the shipment of large quantities of product well ahead of the peak consumer buying periods. To encourage retailers and distributors to stock large quantities of inventory, industry practice has been for manufacturers to give extended credit terms and/or promotional discounts.

#### ***Operating Activities***

Net cash used by operating activities increased by \$1.4 million, from \$68.8 million for the three months ended December 28, 2024, to \$70.2 million for the three months ended December 27, 2025. The minor increase in cash used by operating activities was due primarily to changes in our working capital accounts for the three-month period ended December 27, 2025, primarily an increase in inventory, partially offset by a decrease in accounts receivable and the net of changes in other working capital accounts.

#### ***Investing Activities***

Net cash used in investing activities increased \$58.4 million, from \$9.4 million for the three months ended December 28, 2024 to \$67.8 million during the three months ended December 27, 2025. The increase in cash used in investing activities was due primarily to more significant acquisition activity in the current year as compared to the prior year.

#### ***Financing Activities***

Net cash used in financing activities decreased \$32 million, from \$55.4 million for the three months ended December 28, 2024, to \$23.5 million for the three months ended December 27, 2025. The decrease in cash used in financing activities during the current year was due primarily to decreased open market purchases of our common stock as compared to the prior year. During the three months ended December 27, 2025, we repurchased approximately 0.7 million shares of our non-voting Class A common stock (CENTA) on the open market at an aggregate cost of approximately \$18.5 million, or approximately \$28.01 per share. During the three months ended December 28, 2024, we repurchased approximately 1.3 million shares of our non-voting Class A common stock (CENTA) on the open market at an aggregate cost of approximately \$39.9 million and 0.4 million shares of our voting common stock (CENT) on the open market at an aggregate cost of approximately \$12.3 million.

We expect that our principal sources of funds will be cash generated from our operations and, if necessary, borrowings under our \$600 million Credit Facility. Based on our anticipated cash needs, availability under our Credit Facility and the scheduled maturities of our debt, we believe that our sources of liquidity should be adequate to meet our working capital, capital spending and other cash needs for at least the next 12 months. However, we cannot assure you that these sources will continue to provide us with sufficient liquidity and, should we require it, that we will be able to obtain financing on terms satisfactory to us, or at all.

We believe that cash flows from operating activities, funds available under our Credit Facility, and arrangements with suppliers will be adequate to fund our presently anticipated working capital and capital expenditure requirements for the foreseeable future. We anticipate that our capital expenditures, which are related primarily to replacements and expansion of and upgrades to plant and equipment and also investment in our continued implementation of a scalable enterprise-wide information technology platform, will be approximately \$50 million in fiscal 2026, of which we have invested approximately \$11 million through December 27, 2025.

As part of our growth strategy, we have acquired a number of companies in the past, and we anticipate that we will continue to evaluate potential acquisition candidates in the future. If one or more potential acquisition opportunities, including those that would be material, become available in the near future, we may require additional external capital. In addition, such acquisitions would subject us to the general risks associated with acquiring companies, particularly if the acquisitions are relatively large.

#### ***Total Debt***

At December 27, 2025, our total debt outstanding was \$1,192.2 million, as compared with \$1,190.4 million at December 28, 2024.

#### ***Senior Notes***

##### ***\$400 million 4.125% Senior Notes due 2031***

In April 2021, we issued \$400 million aggregate principal amount of 4.125% senior notes due April 2031 (the "2031 Notes"). We used a portion of the net proceeds from the offering to repay all outstanding borrowings under our Credit Facility, with the remainder used for general corporate purposes.

We incurred approximately \$6.0 million of debt issuance costs in conjunction with this issuance, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2031 Notes.

The 2031 Notes require semiannual interest payments on April 30 and October 30. The 2031 Notes are unconditionally guaranteed on a senior basis by each of our existing and future domestic restricted subsidiaries which are borrowers under or guarantors of our Credit Facility. The 2031 Notes were issued in a private placement under Rule 144A and will not be registered under the Securities Act of 1933.

We may redeem some or all of the 2031 Notes at any time, at our option, prior to April 30, 2026 at the principal amount plus a "make whole" premium. We may redeem some or all of the 2031 Notes at our option, at any time on or after April 30, 2026 for 102.063%, on or after April 30, 2027 for 101.375%, on or after April 30, 2028 for 100.688% and on or after April 30, 2029 for 100.0%, plus accrued and unpaid interest.

The holders of the 2031 Notes have the right to require us to repurchase all or a portion of the 2031 Notes at a purchase price equal to 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest, upon the occurrence of a change of control.

The 2031 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. We were in compliance with all financial covenants as of December 27, 2025.

#### **\$500 million 4.125% Senior Notes due 2030**

In October 2020, we issued \$500 million aggregate principal amount of 4.125% senior notes due October 2030 (the "2030 Notes"). We used a portion of the net proceeds to redeem all of our outstanding 6.125% senior notes due November 2023 (the "2023 Notes") at a redemption price of 101.531% plus accrued and unpaid interest, and to pay related fees and expenses, with the remainder used for general corporate purposes.

We incurred approximately \$8.0 million of debt issuance costs associated with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2030 Notes.

The 2030 Notes require semiannual interest payments on October 15 and April 15. The 2030 Notes are unconditionally guaranteed on a senior basis by each of our existing and future domestic restricted subsidiaries which are borrowers under or guarantors of our Credit Facility.

We may redeem some or all of the 2030 Notes, at our option, in whole or in part, at any time on or after October 15, 2025 for 102.063%, on or after October 15, 2026 for 101.375%, on or after October 15, 2027 for 100.688% and on or after October 15, 2028 for 100.0%, plus accrued and unpaid interest.

The holders of the 2030 Notes have the right to require us to repurchase all or a portion of the 2030 Notes at a purchase price equal to 101.0% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2030 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. We were in compliance with all financial covenants as of December 27, 2025.

#### **\$300 Million 5.125% Senior Notes due 2028**

In December 2017, we issued \$300 million aggregate principal amount of 5.125% senior notes due February 2028 (the "2028 Notes"). We used the net proceeds from the offering to finance acquisitions and for general corporate purposes.

We incurred approximately \$4.8 million of debt issuance costs in conjunction with this transaction, which included underwriter fees and legal, accounting and rating agency expenses. The debt issuance costs are being amortized over the term of the 2028 Notes.

The 2028 Notes require semiannual interest payments on February 1 and August 1. The 2028 Notes are unconditionally guaranteed on a senior basis by our existing and future domestic restricted subsidiaries who are borrowers under or guarantors of our Credit Facility.

We may redeem some or all of the 2028 Notes at our option, on or after January 1, 2026 for 100.0%, plus accrued and unpaid interest.

The holders of the 2028 Notes have the right to require us to repurchase all or a portion of the 2028 Notes at a purchase price equal to 101.0% of the principal amount of the notes repurchased, plus accrued and unpaid interest upon the occurrence of a change of control.

The 2028 Notes contain customary high yield covenants, including covenants limiting debt incurrence and restricted payments, subject to certain baskets and exceptions. We were in compliance with all financial covenants as of December 27, 2025.

#### **Asset-Based Loan Facility**

On November 7, 2025, we entered into a Fourth Amended and Restated Credit Agreement (the "Credit Agreement"). The Credit Agreement provides for a \$600 million principal amount senior secured asset-based revolving credit facility, with up to an additional \$400 million principal amount available, as defined, if we exercise the uncommitted accordion feature set forth therein (collectively, the "Credit Facility"). The Credit Facility matures on November 7, 2030. We may borrow, repay and reborrow amounts under the Credit Facility until its maturity date, at which time all amounts outstanding under the Credit Facility must be repaid in full.

The Credit Facility is subject to a borrowing base that is calculated using a formula based upon eligible receivables and inventory, and at our election, eligible real property, minus certain reserves. Proceeds of the Credit Facility may be used for general corporate purposes. Net availability under the Credit Facility was approximately \$545 million as of December 27, 2025. The Credit Facility includes a \$50 million sublimit for the issuance of standby and commercial letters of credit and a \$75 million sublimit for swing loan borrowings. As of December 27, 2025, there were no borrowings outstanding and no letters of credit outstanding under the Credit Facility. Outside of the Credit Facility, there were other standby and commercial letters of credit of \$3.0 million outstanding as of December 27, 2025.

Borrowings under the Credit Facility will bear interest at an index based on SOFR (which will not be less than 0.00%) or, at the Company's option, the Base Rate, plus, in either case, an applicable margin based on the average availability level under the Credit Facility. Base Rate is defined as the highest of (a) the Truist prime rate, (b) the Federal Funds Rate plus 0.50%, (c) one-month SOFR plus 1.00% and (d) 0.00%. The applicable margin for SOFR-based borrowings fluctuates between 1.00%-1.50%, and was 1.00% as of December 27, 2025, and the applicable margin for Base Rate borrowings fluctuates between 0.00%-0.50% and was 0.00% as of December 27, 2025. An unused line fee shall be payable quarterly in respect of the total amount of the unutilized commitments under the Credit Facility, and a letter of credit plus a facing fee to the issuing bank. We are also required to pay certain fees to the administrative agent under the Credit Facility. As of December 27, 2025, the interest rate applicable to Base Rate borrowings was 6.8%, and the interest rate applicable to one-month SOFR-based borrowings was 4.7%.

We incurred approximately \$2.3 million of debt issuance costs in conjunction with this transaction, which included lender fees and legal expenses. The debt issuance costs are being amortized over the term of the Credit Facility.

The Credit Facility contains customary covenants, including a financial covenant which requires us to maintain a minimum fixed charge coverage ratio of 1:1 when availability falls below certain thresholds established in the Credit Agreement, reporting requirements and events of default. The Credit Facility is secured by substantially all of our assets and the assets of our subsidiaries guaranteeing the Credit Facility, including (i) pledges of 100% of the stock or other equity interest of each domestic subsidiary that is directly owned by such entity and (ii) 65% of the stock or other equity interest of each foreign subsidiary that is directly owned by such entity, in each case subject to customary exceptions. We were in compliance with all financial covenants under the Credit Facility as of December 27, 2025.

#### ***Summarized Financial Information for Guarantors and the Issuer of Guaranteed Securities***

Central (the "Parent/Issuer") issued \$400 million of 2031 Notes in April 2021, \$500 million of 2030 Notes in October 2020, and \$300 million of 2028 Notes in December 2017. The 2031 Notes, 2030 Notes and 2028 Notes are fully and unconditionally guaranteed on a joint and several senior basis by each of our existing and future domestic restricted subsidiaries (the "Guarantors") which are guarantors of our Credit Facility. The 2031 Notes, 2030 Notes and 2028 Notes are unsecured senior obligations and are subordinated to all of our existing and future secured debt, including our Credit Facility, to the extent of the value of the collateral securing such indebtedness. There are no significant restrictions on the ability of the Guarantors to make distributions to the Parent/Issuer. Certain subsidiaries and operating divisions of the Company do not guarantee the 2031, 2030 or 2028 Notes and are referred to as the Non-Guarantors.

The Guarantors jointly and severally, and fully and unconditionally, guarantee the payment of the principal and premium, if any, and interest on the 2031, 2030 and 2028 Notes when due, whether at stated maturity of the 2031, 2030 and 2028 Notes, by acceleration, call for redemption or otherwise, and all other obligations of the Company to the holders of the 2031, 2030 and 2028 Notes and to the trustee under the indenture governing the 2031, 2030 and 2028 Notes (the "Guarantee"). The Guarantees are senior unsecured obligations of each Guarantor and are of equal rank with all other existing and future senior indebtedness of the Guarantors.

The obligations of each Guarantor under its Guarantee shall be limited to the maximum amount as well, after giving effect to all other contingent and fixed liabilities of such Guarantor and to any collections from or payments made by or on behalf of any other Guarantor in respect of the obligations of such Guarantor under the guarantee not constituting a fraudulent conveyance or fraudulent transfer under Federal or state law.

The Guarantee of a Guarantor will be released:

- (1) upon any sale or other disposition of all or substantially all of the assets of that Guarantor (including by way of merger or consolidation), in accordance with the governing indentures, to any person other than the Company;
- (2) if such Guarantor merges with and into the Company, with the Company surviving such merger;
- (3) if the Guarantor is designated as an Unrestricted Subsidiary; or

(4) if the Company exercises its legal defeasance option or covenant defeasance option or the discharge of the Company's obligations under the indentures in accordance with the terms of the indentures.

The following tables present summarized financial information of the Parent/Issuer subsidiaries and the Guarantor subsidiaries. All intercompany balances and transactions between subsidiaries under Parent/Issuer and subsidiaries under the Guarantor have been eliminated. The information presented below excludes eliminations necessary to arrive at the information on a consolidated basis. In presenting the summarized financial statements, the equity method of accounting has been applied to the Parent/Issuer's interests in the Guarantor Subsidiaries. The summarized information excludes financial information of the Non-Guarantors, including earnings from and investments in these entities.

Summarized Statements of Operations	Three Months Ended				Fiscal Year Ended	
	December 27, 2025				September 27, 2025	
	Parent/Issuer	Guarantors	Parent/Issuer	Guarantors		
(in thousands)						
Net sales	\$ 162,800	\$ 456,650	\$ 770,812	\$ 2,348,267		
Gross profit	\$ 38,145	\$ 152,319	\$ 181,997	\$ 808,803		
Income (loss) from operations	\$ (6,710)	\$ 24,420	\$ (5,724)	\$ 267,249		
Equity in earnings of Guarantor subsidiaries	\$ 23,902	\$ —	\$ 223,637	\$ —		
Net income (loss)	\$ (15,363)	\$ 23,902	\$ (45,373)	\$ 223,637		

  

Summarized Balance Sheet Information	As of					
	December 27, 2025				September 27, 2025	
	Parent/Issuer	Guarantors	Parent/Issuer	Guarantors		
(in thousands)						
Current assets	\$ 955,849	\$ 987,382	\$ 1,065,394	\$ 881,526		
Intercompany receivable from Non-guarantor subsidiaries	66,884	—	71,716	—		
Other assets	4,195,816	3,582,865	4,066,291	3,580,246		
Total assets	\$ 5,218,549	\$ 4,570,247	\$ 5,203,401	\$ 4,461,772		
Current liabilities	\$ 168,380	\$ 390,249	\$ 165,447	\$ 362,348		
Intercompany payable from Non-guarantor subsidiaries	—	1,005	—	1,250		
Long-term debt	1,192,005	87	1,191,541	100		
Other liabilities	2,254,524	212,005	2,235,827	217,213		
Total liabilities	\$ 3,614,909	\$ 603,346	\$ 3,592,815	\$ 580,911		

#### **New Accounting Pronouncements**

Refer to Footnote 1 in the notes to the condensed consolidated financial statements for new accounting pronouncements.

#### **Critical Accounting Policies, Estimates and Judgments**

There have been no material changes to our critical accounting policies, estimates and assumptions or the judgments affecting the application of those accounting policies since our Annual Report on Form 10-K for the fiscal year ended September 27, 2025.

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

There has been no material change in our exposure to market risk from that discussed in our Annual Report on Form 10-K for the fiscal year ended September 27, 2025.

#### **Item 4. Controls and Procedures**

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

Our management, including our Principal Executive Officer and Principal Financial Officer, have reviewed, as of the end of the period covered by this report, the "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) that ensure that information relating to the Company required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported in a timely and proper manner and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based upon this review, such officers concluded that our disclosure controls and procedures were effective as of December 27, 2025.

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

Our management, with the participation of our Principal Executive Officer and our Principal Financial Officer, have evaluated whether any change in our internal control over financial reporting occurred during the first quarter of fiscal 2026. There were no changes in our internal control over financial reporting during the quarter ended December 27, 2025 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**

In 2012, Nite Glow Industries, Inc. and its owner, Marni Markell, ("Nite Glow") filed suit in the U.S. District Court for New Jersey against the Company alleging that the applicator developed and used by the Company for certain of its branded topical flea and tick products infringes a patent held by Nite Glow and asserted related claims for breach of contract and misappropriation of confidential information based on the terms of a Non-Disclosure Agreement. On June 27, 2018, a jury returned a verdict in favor of Nite Glow on each of the three claims and awarded damages of approximately \$12.6 million. The court ruled on post-trial motions in early June 2020, reducing the judgment amount to \$12.4 million and denying the plaintiff's request for attorneys' fees. The Company filed its notice of appeal and the plaintiffs cross-appealed. On July 14, 2021, the Federal Circuit Court of Appeals issued its decision on the appeal. The Federal Circuit concluded that the Company did not infringe plaintiff's patent and determined that the breach of contract claim raised no non-duplicative damages and should be dismissed. The court affirmed the jury's liability verdict on the misappropriation of confidential information claim but ordered a new trial on damages on that single claim limited to the "head start" benefit, if any, generated by the confidential information. The retrial of the head start damages issue concluded in early March 2024. On September 30, 2025, the court issued its decision awarding the plaintiff \$5.0 million, and judgment was entered on October 17, 2025 in the amount of \$7.2 million, including prejudgment interest. The Company has appealed the judgment and believes that it will prevail in the appeal and in any further proceedings as to the head start damages issue. While the Company believes that the ultimate resolution of this matter will not have a material impact on the Company's consolidated financial statements, the outcome of litigation is inherently uncertain and the final resolution of this matter may result in expense to the Company in excess of management's expectations.

From time to time, we are involved in certain legal proceedings in the ordinary course of business. Except as discussed above, we are not currently a party to any other legal proceedings that management believes would have a material effect on our financial position or results of operations.

#### **Item 1A. Risk Factors**

There have been no material changes from the risk factors previously disclosed in Item 1A to Part I of our Form 10-K for the fiscal year ended September 27, 2025.

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

The following table sets forth the repurchases of any equity securities during the fiscal quarter ended December 27, 2025 and the dollar amount of authorized share repurchases remaining under our stock repurchase program.

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Units)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (1)(2)	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1)(2)
September 28, 2025 - November 1, 2025	370,891	(1) (3)	\$ 27.77	367,158 \$ 36,282,000
November 2, 2025 - November 29, 2025	289,748	(1)	28.33	289,748 28,075,000
November 30, 2025 - December 27, 2025	46,915	(1) (3)	29.88	3,396 27,976,000
Total	707,554		\$ 28.14	660,302 \$ 27,976,000 (4)

- (1) In December 2024, our Board of Directors authorized a \$100 million increase in our share repurchase program (the "2024 Repurchase Authorization"). The 2024 Repurchase Authorization has no fixed expiration date and expires when the amount authorized has been used or the Board withdraws its authorization. The repurchase of shares may be limited by certain financial covenants in our credit facility that restrict our ability to repurchase our stock. As of December 27, 2025, we had \$28.0 million of authorization remaining under our 2024 Repurchase Authorization.
- (2) In February 2019, our Board of Directors authorized us to make supplemental stock purchases to minimize dilution resulting from issuances under our equity compensation plans (the "Equity Dilution Authorization"). In addition to our regular share repurchase program, we are permitted to purchase annually a number of shares equal to the number of shares of restricted stock and stock options granted in the prior fiscal year, to the extent not already repurchased, and the current fiscal year. The Equity Dilution Authorization has no fixed expiration date and expires when the Board withdraws its authorization. There were 25,934 shares remaining under our Equity Dilution Authorization as of December 27, 2025.
- (3) Shares purchased during the period indicated include withholding of a portion of shares to cover taxes in connection with the vesting of restricted stock and do not reduce the dollar value of shares that may be purchased under our stock repurchase plan.
- (4) During the period, we repurchased 660,302 CENTA shares under the 2024 Repurchase Authorization.

## Item 3. Defaults Upon Senior Securities

Not applicable

## Item 4. Mine Safety Disclosures

Not applicable

## Item 5. Other Information

During the quarter ended December 27, 2025, none of our directors or officers informed us of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408.

On February 3, 2026, we filed a Certificate of Elimination with the Delaware Secretary of State to eliminate the Certificates of Designation of Series A and Series B preferred stock, none of which was outstanding.

**Item 6. Exhibits**

Exhibit Number	Exhibit	Incorporated by Reference					Furnished, Filed Herewith	Not Filed
		Form	File No.	Exhibit	Filing Date			
3.1	<a href="#">Certificate of Elimination relating to Certificates of Designations for Series A and Series B preferred stock</a>						X	
10.1	<a href="#">Fourth Amended and Restated Credit Agreement dated as of November 7, 2025, by and among the Company, certain domestic and Canadian subsidiaries party thereto, the Lenders, and the Administrative Agent</a>	8-K	001-33268	10.1	11/12/2025			
22	<a href="#">List of Guarantor Subsidiaries</a>						X	
31.1	<a href="#">Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>						X	
31.2	<a href="#">Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>						X	
32.1	<a href="#">Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350.</a>						X	
32.2	<a href="#">Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350.</a>						X	
101	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended December 27, 2025, formatted in Inline XBRL: (i) Condensed Consolidated Statements of Cash Flows, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statements of Comprehensive Income, (iv) Condensed Consolidated Balance Sheets, and (v) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags.						X	
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended December 27, 2025, formatted in Inline XBRL (included as Exhibit 101)							

## SIGNATURES

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

CENTRAL GARDEN & PET COMPANY  
Registrant

Dated: February 5, 2026

/s/ NICHOLAS LAHANAS

Nicholas Lahanas  
Chief Executive Officer  
(*Principal Executive Officer*)

/s/ BRADLEY G. SMITH

Bradley G. Smith  
Chief Financial Officer  
(*Principal Financial Officer*)

CERTIFICATE OF ELIMINATION  
OF  
SERIES A CONVERTIBLE PREFERRED STOCK AND  
SERIES B CONVERTIBLE PREFERRED STOCK  
OF  
CENTRAL GARDEN & PET COMPANY

Pursuant to Section 151(g) of the Delaware General Corporation Law

Central Garden & Pet Company (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

First: Pursuant to the authority expressly vested in the Board of Directors of the Company by the then Third Amended and Restated Certificate of Incorporation of the Company, the Board of Directors of the Company previously adopted resolutions on July 20, 1995 creating and authorizing the issuance of 100 shares of Series A Convertible Preferred Stock (the "Series A Preferred Stock") in accordance with the provisions of the Certificate of Designation governing the Series A Preferred Stock (the "Series A Certificate of Designation") as filed with the Delaware Secretary of State on August 3, 1995.

Second: Pursuant to the authority expressly vested in the Board of Directors of the Company by the then Third Amended and Restated Certificate of Incorporation of the Company, the Board of Directors of the Company previously adopted resolutions on February 9, 2004 creating and authorizing the issuance of 100 shares of Series B Convertible Preferred Stock (the "Series B Preferred Stock") in accordance with the provisions of the Certificate of Designation governing the Series B Preferred Stock (the "Series B Certificate of Designation") as filed with the Delaware Secretary of State on February 25, 2004.

Third: None of the authorized shares of the Series A Preferred Stock are outstanding and none will be issued subject to the Series A Certificate of Designation.

Fourth: None of the authorized shares of the Series B Preferred Stock are outstanding and none will be issued subject to the Series B Certificate of Designation.

Fifth: Pursuant to the authority conferred upon the Board of Directors of the Company pursuant to the Fourth Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), the Board of Directors adopted a resolution effective October 13, 2025, approving the elimination of the Series A Preferred Stock and the Series B Preferred Stock, as set forth herein:

“RESOLVED, that none of the authorized shares of the Series A Preferred Stock are outstanding and that none shall be issued pursuant to the Series A Certificate of Designation; and

FURTHER RESOLVED, that, upon filing a Certificate of Elimination of the Series A Preferred Stock and Series B Preferred Stock (the “Series A and Series B Certificate of Elimination”), with the Secretary of State of the State of Delaware, all matters set forth in the Series A and Series B Certificate of Designation with respect to the Series A Preferred Stock shall be eliminated from the Certificate of Incorporation; and

FURTHER RESOLVED, that none of the authorized shares of the Series B Preferred Stock are outstanding and that none shall be issued pursuant to the Series B Certificate of Designation; and

FURTHER RESOLVED, that, upon filing the Series A and Series B Certificate of Elimination, with the Secretary of State of the State of Delaware, all matters set forth in the Series A and Series B Certificate of Designation with respect to the Series B Preferred Stock shall be eliminated from the Certificate of Incorporation; and

FURTHER RESOLVED, that the Authorized Officers of the Company in the name and on behalf of the Company be, and each of them individually hereby is, authorized and directed, with the assistance of counsel, to prepare, execute and deliver to the Secretary of State of the State of Delaware, the Series A and Series B Certificate of Elimination, as required by the Delaware General Corporation Law in order to effect the elimination of the Series A Preferred Stock and Series B Preferred Stock; and

FURTHER RESOLVED, that the Authorized Officers of the Company be, and they hereby are, authorized and directed, jointly and severally, for and in the name and on behalf of the Company, to execute and deliver any and all certificates, agreements, and other documents, take any and all steps and do any and all things which they may deem necessary or advisable in order to effect the purposes of each and all of the foregoing resolutions; and

FURTHER RESOLVED, that any actions taken by such Authorized Officers prior to the date of these resolutions that are within the authority conferred hereby are hereby ratified, confirmed and approved in all respects as the act and deed of the Company.”

Sixth: In accordance with Section 151(g) of the DGCL, the Certificate of Incorporation as effective immediately prior to the filing of this Certificate of Elimination, is hereby amended to eliminate all references to the Series A Preferred Stock and Series B Preferred Stock.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be acknowledged as true in its corporate name and executed by its duly authorized officer this 3rd day of February, 2026.

By: /s/ George A. Yuhas

Name: George A. Yuhas

Title: Senior Counsel and Corporate Secretary

### LIST OF GUARANTOR SUBSIDIARIES

The following subsidiaries of Central Garden & Pet Company (the "Company") were, as of December 27, 2025, guarantors of the Company's \$400 million aggregate principal amount of 4.125% senior notes due April 2031, \$500 million aggregate principal amount of 4.125% senior notes due October 2030, and the Company's \$300 million aggregate principal amount of 5.125% senior notes due February 2028.

<b>NAME OF GUARANTOR SUBSIDIARY</b>	<b>JURISDICTION OF FORMATION</b>
A.E. McKenzie Co. ULC	British Columbia, Canada
All-Glass Aquarium Co., Inc.	Wisconsin
Aquatica Tropicals, Inc.	Delaware
Arden Companies, LLC	Michigan
B2E Biotech, LLC	Delaware
B2E Corporation	New York
B2E Manufacturing, LLC	Delaware
B2E Microbials, LLC	Delaware
Bell Nursery Holdings, LLC	Delaware
Bell Nursery USA, LLC	Delaware
Blue Springs Hatchery, Inc.	Delaware
BRP Hold Nightingale, LLC	Delaware
BRP Hold Ox, LLC	Delaware
C&S Products Co., Inc.	Iowa
D & D Commodities Limited	Minnesota
Farnam Companies, Inc.	Arizona
Ferry_Morse Seed Company	Delaware
Flora Parent, Inc.	Delaware
Florida Tropical Distributors International, Inc.	Delaware
Four Paws Products, Ltd.	New York
Gro Tec, Inc.	Georgia
Gulfstream Home & Garden, Inc.	Florida
Hydro-Organics Wholesale	California
IMS Southern, LLC	Utah
IMS Trading, LLC	Utah
K&H Manufacturing, LLC	Delaware
Kaytee Products, Incorporated	Wisconsin
Livingston Seed Company	Delaware
MarteaL, Ltd.	California
Matson, LLC	Washington
Midwest Tropicals LLC	Utah
New England Pottery, LLC	Delaware
Nexgen Turf Research, LLC	Oregon
P&M Solutions, LLC	Georgia

Pennington Seed, Inc.	Delaware
Pets International, Ltd.	Illinois
Plantation Products, LLC	Delaware
Quality Pets, LLC	Utah
Seed Holdings, Inc.	Delaware
Segrest, Inc.	Delaware
Segrest Farms, Inc.	Delaware
Sun Pet, Ltd.	Delaware
Sustainable Agrico LLC	Delaware
TDBBS, LLC	Delaware
T.F.H. Publications, Inc.	Delaware
Wellmark International	California

**EXHIBIT 31.1**

I, Nicholas Lahanas, certify that:

1. I have reviewed this report on Form 10-Q for the quarter ended December 27, 2025 Central Garden & Pet Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date February 05, 2026

/s/ NICHOLAS LAHANAS

Nicholas Lahanas  
Chief Executive Officer  
(*Principal Executive Officer*)

**EXHIBIT 31.2**

I, Bradley G. Smith, certify that:

1. I have reviewed this report on Form 10-Q for the quarter ended December 27, 2025 Central Garden & Pet Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiary is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date February 05, 2026

/s/ BRADLEY G. SMITH  
\_\_\_\_\_  
Bradley G. Smith  
Chief Financial Officer  
(Principal Financial Officer)

EXHIBIT 32.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the accompanying quarterly report on Form 10-Q of Central Garden & Pet Company for the quarter ended December 27, 2025 ("Report"), I, Nicholas Lahanas, Chief Executive Officer of Central Garden & Pet Company, hereby certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) such Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934;
- (2) the information contained in such Report presents, in all material respects, the financial condition and results of operations of Central Garden & Pet Company.

February 05, 2026

/s/ NICHOLAS LAHANAS

Nicholas Lahanas

Chief Executive Officer

*(Principal Executive Officer)*

EXHIBIT 32.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the accompanying quarterly report on Form 10-Q of Central Garden & Pet Company for the quarter ended December 27, 2025 (the "Report"), I, Bradley G. Smith, Principal Financial Officer of Central Garden & Pet Company, hereby certify to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) such Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934;
- (2) the information contained in such Report presents, in all material respects, the financial condition and results of operations of Central Garden & Pet Company.

February 05, 2026

/s/ BRADLEY G. SMITH  
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Bradley G. Smith  
Chief Financial Officer  
(*Principal Financial Officer*)