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

# SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12

## Central Garden & Pet Company

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1)0-11.

## EXPLANATORY NOTE

Central Garden & Pet Company is filing this revised definitive proxy statement related to its 2026 Annual Meeting of Stockholders to update the page footers to reference the 2026 Proxy Statement.

This revised definitive proxy statement supersedes the definitive proxy statement filed with the Securities and Exchange Commission on December 22, 2025.

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CENTRAL GARDEN & PET COMPANY
1340 Treat Blvd., Suite 600
Walnut Creek, California 94597

# Notice of Annual Meeting of Shareholders to be Held on Wednesday, February 11, 2026

To the Shareholders:

NOTICE IS HEREBY GIVEN

**Time and Date**
Wednesday, February 11, 2026 at 10:30 A.M. Pacific Time

**Location**
virtual meeting conducted exclusively via live webcast at *www.virtualshareholdermeeting.com/CENT2026*

**Record Date**
Only holders of record of Common Stock and Class B Stock on the books of the Company as of 5:00 P.M. Pacific Time, December 15, 2025, will be entitled to vote at the Annual Meeting and any adjournment thereof.

The Annual Meeting of Shareholders of Central Garden & Pet Company will be held virtually over the Internet on Wednesday, February 11, 2026, at 10:30 A.M. Pacific Time for the following purposes, which are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of shareholders:

1. To elect nine directors;
2. To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending on September 26, 2026;
3. To hold an advisory vote on the compensation of the Company's named executive officers as described in the accompanying Proxy Statement; and
4. To transact such other business as may properly come before the Meeting.

**The Board of Directors recommends that you vote:**

| | |
|---|---|
| Proposal No. 1: | **FOR** the election of the nine directors; |
| Proposal No. 2: | **FOR** the ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending on September 26, 2026; and |
| Proposal No. 3: | **FOR** the approval of the compensation of the Company's named executive officers as described in the accompanying Proxy Statement. |

Only holders of record of Common Stock and Class B Stock on the books of the Company as of 5:00 P.M. Pacific Time, December 15, 2025, will be entitled to vote at the Annual Meeting and any adjournment thereof. Holders of Class A Common Stock are welcome to participate in the Annual Meeting. A complete list of the Company's shareholders entitled to vote at the Annual Meeting will be available for examination by any shareholder for 10 days prior to the Annual Meeting during normal business hours at the Company's principal executive offices at 1340 Treat Blvd., Suite 600, Walnut Creek, California, 94597.

Shareholders may participate and vote shares electronically at the virtual Annual Meeting and submit questions by following the instructions at www.virtualshareholdermeeting.com/CENT2026.

Except for those shareholders who have already requested printed copies of the Company's proxy materials, the Company is furnishing proxy materials for the Annual Meeting to shareholders through the Internet. On or about December 22, 2025, the Company mailed to shareholders on the record date a Notice of Internet Availability of Proxy Materials (the "Notice"). Certain shareholders who previously requested email notice in lieu of mail received the Notice by email. If a shareholder received a Notice by mail or email, that shareholder will not receive a printed copy of the proxy materials unless such shareholder specifically requests one. Instead, the Notice instructs shareholders on how to access and review all of the important information contained in the Proxy Statement and in the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2025 (which the Company posted on the Internet on December 22, 2025), as well as how to submit proxies over the Internet. The Company believes that mailing or emailing the Notice and posting other materials on the Internet allow it to provide shareholders with the information they need while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. If a shareholder received the Notice and would still like to receive a printed copy of the proxy materials, such shareholder may request a printed copy of the proxy materials by any of the following methods: through the Internet at www.proxyvote.com; by telephone at 1-800-579-1639; or by sending an email to sendmaterial@proxyvote.com.

Whether or not you plan to participate in the Annual Meeting, please vote as soon as possible in accordance with the instructions provided to you to ensure that your vote is counted at the Annual Meeting.

By Order of the Board of Directors

**George A. Yuhas**
Secretary

Dated: December 22, 2025

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CENTRAL GARDEN & PET COMPANY
1340 Treat Blvd., Suite 600
Walnut Creek, California 94597

# Proxy Statement

The Board of Directors (the "Board") of Central Garden & Pet Company (the "Company," "we," "our," or "us") is soliciting proxies to be used at the Annual Meeting of Shareholders on February 11, 2026 (the "Annual Meeting"), for the purposes set forth in the foregoing notice. This proxy statement (the "Proxy Statement") and, in the case of holders of Common Stock and Class B Stock, the form of proxy, were first sent to shareholders on or about December 22, 2025. Holders of Class A Common Stock will receive this Proxy Statement but will not be entitled to vote at the Annual Meeting of Shareholders or any adjournment thereof.

Pursuant to rules adopted by the Securities and Exchange Commission (the "SEC"), the Company has elected to provide access to proxy materials (consisting of the Notice of Annual Meeting, this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended September 27, 2025) by posting them on the Internet on December 22, 2025. Therefore, the Company is sending a Notice of Internet Availability of Proxy Materials (the "Notice") to its shareholders. Starting on the date of distribution of the Notice, all shareholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request printed copies may be found in the Notice. If a Class B or Common shareholder requests printed versions of the proxy materials by mail, the materials will also include a proxy card or other voting instruction form.

If a Class B or Common shareholder holds shares in its own name as a shareholder of record, such Class B or Common shareholder may vote shares at the Annual Meeting or by proxy. The platform for the virtual Annual Meeting includes functionality that affords validated shareholders the same meeting participation rights and opportunities they would have at an in-person meeting. Instructions to access and log-in to the virtual Annual Meeting are provided below, and once admitted, shareholders may view reference materials such as our list of shareholders as of the record date, submit questions and (for Class B or Common shareholders) vote their shares by following the instructions that will be available on the meeting website. To vote by proxy, Class B or Common shareholders should vote in one of the following ways:

- *Via the Internet.* Class B or Common shareholders may vote through the Internet at www.proxyvote.com by following the instructions provided in the Notice.
- *By Telephone.* If a Class B or Common shareholder received proxy materials or requested printed copies by mail, such Class B or Common shareholder located in the United States may vote by calling the toll-free number found on the proxy card.
- *By Mail.* If a Class B or Common shareholder received proxy materials or requested printed copies by mail, such Class B or Common shareholder may vote by mail by marking, dating, signing and mailing the proxy card in the envelope provided.

Voting by proxy will not affect the right of Class B or Common shareholders to vote shares during the Meeting—by voting during the Meeting such Class B or Common shareholders automatically revoke their proxy. Class B or Common shareholders may also revoke a proxy at any time before the applicable voting deadline by giving the Company's Secretary written notice of revocation, by submitting a later-dated proxy card or by voting again using the telephone or Internet (the latest telephone or Internet proxy is the one that will be counted).

If you vote by proxy, the individuals named as proxyholders will vote the shares as instructed. If a Class B or Common shareholder votes shares over the telephone, such Class B or Common shareholder must select a voting option ("For" or "Withhold" (for directors) and "For," "Against" or "Abstain" (for Proposals 2 and 3)) in order for the proxy to be counted on that matter. If a Class B or Common shareholder validly votes shares over the Internet or by mail but does not provide any voting instructions, the individuals named as proxyholders will vote such shares FOR the election of the nominees for director, FOR the approval of the compensation of the Company's named executive officers, and FOR the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 26, 2026.

If shares are registered in street name, Class B or Common shareholders must vote shares in the manner prescribed by the broker, bank or other nominee. In most instances, a Class B or Common shareholder can do this over the telephone or Internet, or if a Class B or Common shareholder has received or requested a hard copy of the Proxy Statement and accompanying voting instruction form, the Class B or Common shareholder may mark, sign, date and mail the voting instruction form in the envelope the broker, bank or other nominee provides. The materials that were sent to Class B or Common shareholders have specific instructions for how to submit votes and the deadline for doing so. If a Class B or Common shareholder would like to revoke its proxy, such Class B or Common shareholder must follow the broker, bank or other nominee's instructions on how to do so. If a Class B or Common shareholder wishes to vote at the Annual Meeting, such Class B or Common shareholder may vote their shares by participating in the Annual Meeting and voting their shares over the Internet.

ACCESS AND LOG-IN INSTRUCTIONS FOR VIRTUAL ANNUAL MEETING

To be admitted to the Annual Meeting, go to https://www.virtualshareholdermeeting.com/CENT2026 and enter the 16-digit control number on your notice of internet availability of proxy materials or proxy card previously distributed to shareholders. Online access to the Annual Meeting will open at 10:15 a.m. Pacific Time to allow time for shareholders to log-in prior to the start of the live audio webcast of the Annual Meeting at 10:30 a.m. Pacific Time. The virtual meeting platform is widely supported across most browsers and devices running the most updated version of applicable software and plugins. Participants, however, should allow sufficient time prior to the start of the meeting to log in and ensure that they can hear streaming audio prior to the start of the meeting. If any log-in difficulties are encountered, please call the technical support number on the log-in page. It is important that shareholders read the proxy materials that were previously distributed, and we strongly encourage Class B and Common shareholders to vote in advance of the Annual Meeting, even if they are planning to log in and participate through the Internet.

# Voting Securities

Only shareholders of record of Common Stock and Class B Stock on the books of the Company as of 5:00 P.M. Pacific Time, December 15, 2025, will be entitled to vote at the Annual Meeting.

As of the close of business on December 15, 2025, there were outstanding 9,650,221 shares of Common Stock of the Company, entitled to one vote per share, and 1,602,374 shares of Class B Stock of the Company, entitled to the lesser of ten votes per share or 49% of the total votes cast. There were also outstanding 50,981,561 shares of Class A Common Stock, which generally have no voting rights unless otherwise required by the Delaware General Corporate Law (the "DGCL"). Holders of Common Stock and Class B Stock will vote together on all matters presented to the shareholders for their vote or approval at the Annual Meeting.

The holders of not less than a majority of the shares of Common Stock and Class B Stock of the Company entitled to vote, present in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting or any adjournment thereof and, in all matters other than the election of directors and Proposal 2, the affirmative vote of the majority of such quorum shall be deemed the act of the shareholders. Votes cast by proxy at the Annual Meeting will be tabulated by the election inspector appointed for the Annual Meeting and will determine whether or not a quorum is present. The election inspector will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum but as unvoted for purposes of determining the approval of any matter submitted to the shareholders for a vote. If a shareholder's shares are held in street name and the shareholder does not instruct his or her broker how to vote the shares, the brokerage firm, in its discretion, may either leave the shares unvoted or vote the shares on routine matters. The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year should be treated as a routine matter. To the extent a shareholder's brokerage firm votes shares on the shareholder's behalf on that proposal, the shares also will be counted as present for the purpose of determining a quorum. Under the DGCL, shareholders are not entitled to dissenter's rights with respect to any matter to be considered and voted on at the Annual Meeting, and we will not independently provide shareholders with any such right.

With regard to the election of directors, votes may be cast "For" or "Withhold" for each nominee; votes that are withheld will be excluded entirely from the vote and will have no effect. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors with the holders of Common Stock and Class B Stock voting together as a single class. As a result, if you withhold your authority to vote for any nominee, your vote will not count for or against the nominee, nor will a broker "non-vote" affect the outcome of the election.

Proposal 2 requires approval by the affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the subject matter with the holders of Common Stock and Class B Stock voting together as a single class. Accordingly, abstentions on the proposal will have the effect of a negative vote on this proposal. A broker non-vote will have no impact on this proposal.

As Proposal 3 is a non-binding vote, an abstention from voting will have the same effect as voting against this proposal. If a broker indicates on the proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will not be considered as present and entitled to vote with respect to that matter. Therefore, broker non-votes will have no effect on the outcome of this proposal. However, the Board will consider whether or not shareholders approve the compensation of executives as described in this Proxy Statement when making future determinations on executive compensation.

## HOUSEHOLDING OF MATERIALS

In order to reduce printing and postage costs for shareholders who request a printed copy of the proxy materials, only one Annual Report and one Proxy Statement will be mailed to multiple shareholders who request a printed copy of the proxy materials sharing an address unless we receive contrary instructions from one or more of the shareholders sharing an address. This practice is commonly referred to as “householding.” If your household has received only one Annual Report and one Proxy Statement, we will promptly deliver a separate copy of the Annual Report and the Proxy Statement to any shareholder who sends a written request to Investor Relations at our executive offices, which are located at 1340 Treat Blvd., Suite 600, Walnut Creek, California 94597, or calls (925) 948-4000 and requests such a delivery. If your household is receiving multiple copies of our Annual Reports or Proxy Statements and you wish to request delivery of a single copy, you may send a written request to our executive offices, or call (925) 948-4000 with such a request.

PROPOSAL ONE

# Election of Directors

The persons named below are nominees for director to serve until the next annual meeting of shareholders and until their successors shall have been elected. The nominees are all members of the present Board of Directors. Lisa Coleman is not standing for re-election. In the absence of instructions to the contrary, shares represented by proxy will be voted for the election of all such nominees to the Board of Directors. If any nominee is unable or unwilling to be a candidate for the office of director at the date of the Annual Meeting, or any adjournment thereof, the proxies will vote for such substitute nominee as shall be designated by the proxies. Management has no reason to believe that any of the nominees will be unable or unwilling to serve if elected. Set forth below is certain information concerning the nominees which is based on data furnished by them.

William E. **Brown**(1)(2)

**William E. Brown**, 84, has served as Director since 1980. Mr. Brown has been Chairman of the Board of the Company since September 2019 and previously served as Chairman from 1980 until February 2018. He was Chief Executive Officer from 1980 to 2003 and from 2007 until 2013.

**Mr. Brown founded the Company and has extensive management and leadership experience and a deep knowledge of the lawn & garden and pet supplies industries and the financial and operational issues faced by the Company.**

Courtnee **Chun**(2)(3)

**Courtnee Chun**, 51, has served as Director since 2021. Ms. Chun served as Senior Advisor to Liberty Media Corporation until January 2024. Until January 2023, she was Chief Portfolio Officer for Liberty Media Corporation, Qurate Retail. Inc., Liberty TripAdvisor Holdings, Inc., Liberty Broadband Corporation and GCI Liberty, having joined Liberty Media in February 2008. Previously, Ms. Chun served as VP Opportunity Development at Level 3, Chief Financial Officer at New Global Telecom and prior to these roles received extensive transaction experience through corporate development work at FirstWorld Communications and investment banking at JP Morgan. Ms. Chun has been a member of the Board of Directors of J.Jill, Inc. since September 2024. She previously was a director of HSN, Inc., Expedia Group, Inc., and LendingTree, Inc.

**Ms. Chun has broad based experience in a number of industries including eCommerce, media, technology and direct-to-consumer marketing and a strong background in M&A, portfolio management and investor relations.**

Brendan P.
**Dougher**(3)

**Brendan P. Dougher**, 63, has served as Director since 2020. Mr. Dougher served in executive roles at PricewaterhouseCoopers LLP ("PwC") for 36 years, including as Managing Partner of the NY Metro Region of PwC from July 2006 until June 2019 and most recently as Managing Partner of the US Cyber Security & Privacy Practice from January 2019 to September 2019.

**As a former senior partner of one of the Big Four audit firms, Mr. Dougher has strong leadership experience in a wide variety of financial matters including reporting, governance, strategy and regulatory matters.**

Nicholas
**Lahanas**(1)

**Nicholas Lahanas**, 57, has served as Director and Chief Executive Officer of the Company since September 2024. From May 2017 until his appointment as Chief Executive Officer, he served as the Company's Chief Financial Officer. Mr. Lahanas served as Senior Vice President of Finance and Chief Financial Officer of the Company's Pet Segment from April 2014 to May 2017 and Vice President of Corporate Financial Planning & Analysis from October 2011 to March 2014. Mr. Lahanas was the Director of Business Performance from March 2008 to October 2011, where his primary focus was on business unit profitability, and was a Finance Manager from October 2006 to March 2008 in the Company's Garden Segment. Prior to joining Central, he worked in private equity and investment banking.

**Mr. Lahanas has strong financial expertise, having served as the Company's Chief Financial Officer, where he helped drive the company's strategy and financial performance. He also has extensive knowledge of the pet and lawn & garden supplies industries, having worked in various other roles throughout the Company, including in its Pet and Garden Segments. Mr. Lahanas has deep M&A experience, helping lead acquisitions at the Company and from his time in investment banking and private equity before joining the Company.**

Randal D.
**Lewis**(4)

**Randal D. Lewis**, 59, has served as a Director since December 2024. He is currently the principal of L&C Management, a provider of management consulting services. Mr. Lewis served as the Chief Operating Officer of Spectrum Brands Holdings, Inc. ("Spectrum") from October 2018 to December 2022 and Executive Vice President from September 2019 to December 2022, with direct responsibility for all of Spectrum's operating divisions. Mr. Lewis was previously the President of Spectrum's Global Consumer Division from March 2018, which included its Global Auto Care, Global Pet Care and Home & Garden business units. Prior to that, he was President of Spectrum's Pet, Home & Garden business unit from November 2014.

**Mr. Lewis has extensive operational management experience and deep knowledge of the industries in which we operate, having worked in various senior roles at Spectrum, including in its pet and home & garden supplies businesses. Mr. Lewis also has substantial M&A experience.**

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## Christopher T. **Metz**

**Christopher T. Metz**, 60, has served as Director since 2019. Mr. Metz has served as President and Chief Executive Officer and a director of Solo Brands, Inc. since January 2024. Prior to that, Mr. Metz served as a director and Chief Executive Officer of Vista Outdoor Inc. from October 2017 through January 2023. Prior to joining Vista Outdoor Inc., he served as President and Chief Executive Officer of Arctic Cat Inc., a manufacturer of all-terrain vehicles, recreational off-road vehicles and snowmobiles, from December 2014 to March 2017. Mr. Metz served as a Managing Director of Sun Capital Partners, Inc., a global private equity firm, from 2005 to July 2014. Prior to joining Sun Capital, he worked for Black & Decker, a manufacturer of power tools, accessories, hardware, home improvement products, and technology based fastening systems, for over 13 years, serving in a variety of capacities, including President of its Hardware and Home Improvement Group from 1999 to 2005. Mr. Metz also served as a director of Acushnet Holdings Corp., a performance-driven golf company, from 2015 to 2017.

**Mr. Metz has extensive experience leading global consumer products companies and proven leadership, strategic decision making, and business performance skills and a background in private equity.**

## Brooks M. **Pennington III**(1)(2)(5)

**Brooks M. Pennington III**, 71, has served as Director since 1998. Mr. Pennington is co-owner of Pennington & Pennington, LLC, which provides management services for family entities involved in real estate development, student housing, timber production, farming, market investments and other businesses. He served as the Company's Chairman from February 2018 to September 2019 and was Director of Special Projects for the Company from October 2006 through March 2023. From 1994 through September 2006, he was the President and Chief Executive Officer of Pennington Seed, Inc., a business which was acquired by the Company in 1998. Mr. Pennington also serves on the boards of several private companies and was a member of the Board of Trustees of the University of North Georgia from July 2005 through June 2023.

**Mr. Pennington has over 45 years of work experience in the lawn & garden supplies industry, including 12 years as the former Chief Executive Officer of Pennington Seed, Inc.**

## John R. **Ranelli**(2)(5)

**John R. Ranelli**, 79, has served as Director since 2010. Mr. Ranelli served as the Company's Chief Executive Officer from February 2013 to May 2016 and as Acting Principal Financial Officer from February 2016 to September 2016. He served as Chairman of the Board of Woolrich, Inc., a global apparel and accessories company, from 2011 until November 2016, and also served as Chief Executive Officer from March 2012 until October 2012. From 2008 to 2012, Mr. Ranelli was engaged in pursuing corporate acquisition opportunities while advising companies and private equity firms. From 2007 to 2008, he was Chief Executive Officer and President of Mikasa, Inc., a global dinnerware, crystal and home accessories company. From 1999 to 2006, Mr. Ranelli served as Chairman, Chief Executive Officer and President of FGX International, an optical and jewelry company. Previously, he served in senior executive capacities with Stride Rite Corporation, Deckers Outdoor Corporation, TLC Beatrice and The Timberland Company. Mr. Ranelli serves on the Board of OrthoLite Holdings, LLC and is a member of the Massachusetts General Hospital Cancer Center Advisory Board. He was a member of the Trilantic Capital Partners Advisory Board from 2017 to 2020.

**As a former Chief Executive Officer of the Company and an experienced chief executive officer of consumer products companies and a chairman and director of public and private equity owned companies, Mr. Ranelli has deep knowledge about the Company and extensive experience leading and managing all aspects of mid-sized to large consumer products companies.**

## Mary Beth **Springer**(4)(5)

**Mary Beth Springer**, 61, has served as Director since 2013. Ms. Springer served as the Interim Chief Executive Officer of the Company from October 2023 to September 2024. From October 2020 to October 2023 and beginning again in October 2024, she has served as the Company's lead independent director. From 2009 to 2011, Ms. Springer served as Executive Vice President and General Manager of the Clorox Company. She served as Clorox's Group Vice President – Strategy and Growth from 2007 until 2009. Ms. Springer was Group Vice President and General Manager, Specialty Division from 2005 to 2007 and Vice President and General Manager, Glad Products Business Unit from 2002 through 2004. She joined Clorox in 1990 as associate marketing manager for household products and subsequently held marketing positions of increasing responsibility. Ms. Springer also serves as an independent director of Amy's Kitchen, a privately held organic food company and previously served as a director of Nature's Sunshine Products, Inc., a natural health and wellness company.

**As a former senior executive of one of the country's leading consumer products companies, Ms. Springer brings significant experience in general management, marketing, sales and branding and many other aspects of the operations of a public consumer products company.**

(1) Member of Executive Committee.

(2) Member of Investment Committee.

(3) Member of Audit Committee.

(4) Member of Compensation Committee.

(5) Member of Talent, Capabilities & Succession Committee.

## RECOMMENDATION OF THE BOARD

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" EACH OF THE DIRECTOR NOMINEES LISTED ABOVE.**

# Further Information Concerning the Board of Directors

BOARD INDEPENDENCE

Upon consideration of the criteria and requirements regarding director independence set forth in NASDAQ Rule 5605, the Board determined that each of Messrs. Dougher, Lewis, Metz and Ranelli and Mses. Chun, Coleman and Springer met the standards of independence established by the NASDAQ.

BOARD LEADERSHIP STRUCTURE

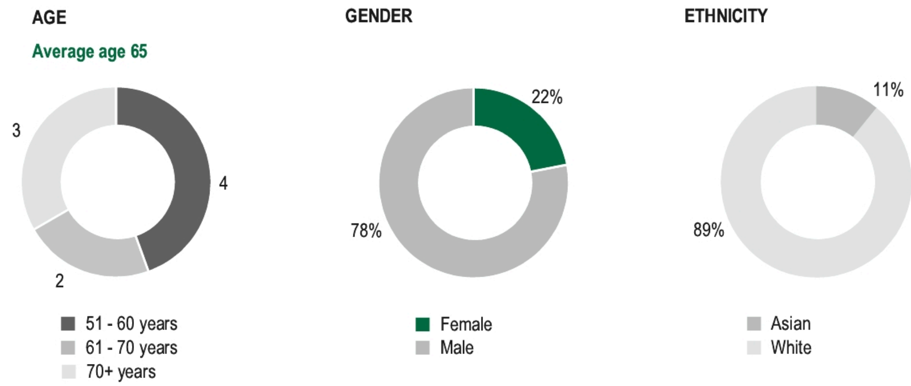
Under our current leadership structure, the Company has separated the roles of Chairman and Chief Executive Officer. Mr. Brown serves as Chairman, and Mr. Lahanas serves as Chief Executive Officer. The Board believes that separating the roles is appropriate given the differences between the two roles as they are presently defined. The Chief Executive Officer is responsible for setting our operating strategy and for our day-to-day leadership and performance, while the Chairman provides guidance to the Chief Executive Officer and leads the Board. In addition, because Mr. Brown is not "independent" within the meaning of the NASDAQ listing standards, the Board also selects a director who is independent to serve as the "lead independent director." Ms. Springer has served in this capacity since September 2019, except from October 2023 to September 2024 when she served as Interim Chief Executive Officer.

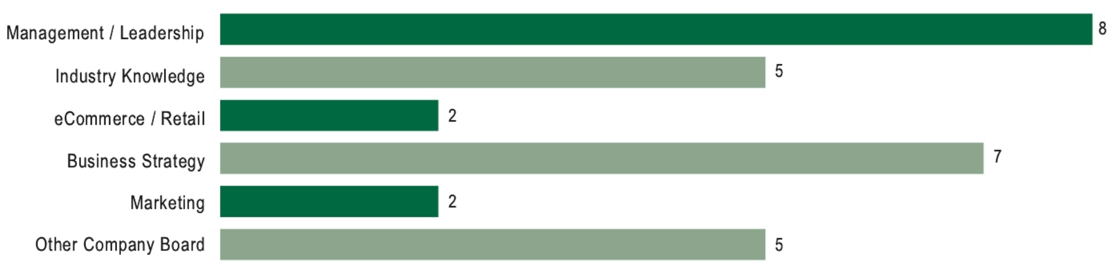
The Board believes in the importance of independent oversight, which it seeks to ensure through a variety of means, including:

- A majority of the Company's directors are independent.
- Having a lead independent director to serve as a liaison between the Chairman and the independent directors.
- During most regularly scheduled Board meetings, the independent directors meet in executive session without the presence of any management directors. The lead independent director leads these executive sessions.
- The charters for the audit and compensation committees require that all of the members of those committees be independent.

The Board believes that the separated roles of Chairman and Chief Executive Officer, together with the significant responsibilities of the Company's lead independent director and other independent directors described above, provide an appropriate balance between leadership and independent oversight.

BOARD DIVERSITY[1]




(1) Includes Board nominees only.

COMMITTEES OF THE BOARD

The Company has three standing committees: Audit, Compensation and Investment. The Company has two informal committees: Executive and Talent, Capabilities and Succession. The Board does not have a nominating committee or a committee performing the functions of a nominating committee. The entire Board fulfills the function of the nominating committee.

## Audit Committee

During fiscal 2025, the members of the Audit Committee were Mr. Dougher (Chair) and Mses. Chun and Coleman. The Board has determined that Mr. Dougher qualifies as an audit committee financial expert as set forth in Section 407(d)(5) of Regulation S-K promulgated by the SEC and is independent as such term is defined in the NASDAQ Rules. The functions performed by the Audit Committee include:

- recommending to the Board the engagement or discharge of the Company's independent registered public accounting firm;
- reviewing with the independent registered public accounting firm the plan and results of the audit engagement;
- reviewing the Company's system of internal financial and accounting controls;
- reviewing the financial statements of the Company;
- discussing with management and the independent auditors the Company's accounting policies;
- approving the Company's filing of reports with the SEC;

- overseeing cybersecurity risk; and
- inquiring into matters within the scope of its functions.

The Board has adopted a written Audit Committee charter. The charter is available on the Company's website at ir.central.com/governance-esg/governance-documents. The Audit Committee held eight meetings during fiscal 2025.

## Compensation Committee

During fiscal 2025, the members of the Compensation Committee were Ms. Springer (Chair), Mr. Griffith (Chair until his retirement from the Board in February 2025), Mr. Lewis (beginning in February 2025) and Ms. Coleman (until May 2025). The functions performed by the Compensation Committee include:

- reviewing and making recommendations to the Board concerning the compensation of officers, directors and key management employees of the Company;
- administering the Company's equity incentive plans;
- evaluating the performance of management and related matters;
- evaluating the mixture of base salary, cash bonus and equity compensation in each executive officer's total compensation package;
- awarding equity as a means of linking executives' long-term compensation to the stock price appreciation experienced by shareholders;
- considering the possible tax consequences to the Company and to the executives when determining executive compensation;
- reviewing and discussing with management the annual Compensation Discussion and Analysis disclosure regarding named executive officer compensation and, based on this review and discussions, recommending whether the Company include the Compensation Discussion and Analysis in its Proxy Statement and incorporate it by reference in its Annual Report on Form 10-K; and
- creating and approving an annual Compensation Committee Report to be included in the Company's Proxy Statement and incorporated by reference in its Annual Report on Form 10-K.

The Board of Directors has adopted a written Compensation Committee charter. The charter is available on the Company's website at ir.central.com/governance-esg/governance-documents. The Compensation Committee held ten meetings during fiscal 2025.

The Compensation Discussion and Analysis included in this Proxy Statement includes additional information regarding the Compensation Committee's processes and procedures for considering and determining executive officer compensation.

## Investment Committee

During fiscal 2025, the members of the Investment Committee were Messrs. Brown (Chairman), Griffith (until his retirement from the Board in February 2025), Pennington and Ranelli and Ms. Chun. The functions performed by the Investment Committee include:

- oversight responsibility for determining how to deploy excess available equity and debt capital to maximize shareholder value;
- recommending to the Board investments that it believes will achieve that goal including:
  - acquisitions outside our core business;
  - acquisitions with a purchase price in excess of $100 million;
  - stock repurchases;
  - investments in other public companies;
  - investments in bonds; and
  - other investments with appropriate risk, reward and returns; and
- responsibility for organization, staffing and oversight of personnel – external and internal – who are engaged in the deployment of excess capital.

The Investment Committee did not meet in fiscal 2025.

### Talent, Capabilities & Succession Committee

During fiscal 2025, the members of the Talent, Capabilities & Succession Committee were Messrs. Griffith (Chair until his retirement from the Board in February 2025) Lahanas, Pennington and Ranelli and Mses. Coleman and Springer. The functions of the Talent, Capabilities & Succession Committee are to identify critical capability gaps and oversee and review plans to develop these competencies; and oversee and review plans for senior leader succession and training. The Talent, Capabilities & Succession Committee held three meetings during fiscal 2025.

### Executive Committee

During fiscal 2025, the members of the Executive Committee were Messrs. Brown and Pennington and Ms. Springer. The Executive Committee has all the powers of the Board except those powers reserved by law to the full Board or as limited by the Executive Committee Charter. The Executive Committee did not meet in fiscal 2025.

## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Mr. Griffith and Mses. Coleman and Springer served as members of the Compensation Committee during fiscal 2025. They have no relationship with the Company other than as directors and shareholders. During fiscal 2025, no executive officer of the Company served as a director, or as a member of any compensation committee, of any other for-profit entity that had an executive officer that served on the Board or Compensation Committee of the Company.

## ATTENDANCE AT MEETINGS

During fiscal 2025, there were nine meetings of the Board. No member of the Board attended fewer than 75% of the meetings of the Board and all committees of the Board on which they served, except for Mr. Metz who was unable to attend three special meetings scheduled on short notice that conflicted with his existing commitments. The Company encourages, but does not require, the members of its Board to attend its annual meeting of shareholders. All members of the Board participated in the virtual 2025 Annual Meeting of Shareholders.

## SHAREHOLDER COMMUNICATIONS WITH DIRECTORS

The Board welcomes communications from the Company's shareholders. Shareholders may send communications to the Board, or to any director in particular, c/o Central Garden & Pet Company, 1340 Treat Blvd., Suite 600, Walnut Creek, California 94597. Any correspondence addressed to the Board or to any director in care of the Company's offices is forwarded by the Company to the addressee without prior review by management.

## THE BOARD'S ROLE IN RISK OVERSIGHT

The Company faces a number of risks, including operational, economic, financial, legal, regulatory and competitive. The Company's management is responsible for the day-to-day management of the risks faced by the Company. While the Board, as a whole, has ultimate responsibility for the oversight of risk management, it administers its risk oversight role in part through the Board committee structure, with the Audit Committee and Compensation Committee responsible for monitoring and reporting on the material risks associated with their subject matter areas.

The Board's role in the Company's risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Company, including operational, economic, financial, legal, regulatory and competitive risks. The full Board (or the appropriate committee in the case of risks that are reviewed by a particular committee) receives these reports from those responsible for the relevant risk to enable it to understand the Company's risk exposures and the steps that management has taken to monitor and control these exposures. When a committee receives the report, the Chairman of the relevant committee typically provides a summary to the full Board at the next Board meeting. This process helps the Board and its committees to coordinate the risk oversight role. The Audit Committee assists the Board in oversight and monitoring of principal risk exposures related to financial statements, legal, regulatory, cybersecurity and other matters, as well as related mitigation efforts. The Compensation Committee assesses periodically the risks associated with the Company's compensation policies. The Board also monitors any specific enterprise risks for which it has chosen to retain oversight rather than delegating oversight to one of its committees.

## COMPENSATION OF DIRECTORS

Members of the Board of Directors who are not employees of the Company received directors' fees consisting of $60,000 per year and $1,500 for each Board meeting attended. The chairs of the Compensation Committee and the Talent, Capabilities and Succession Committee receive an additional annual retainer fee of $15,000, the chair of the Audit Committee receives an additional annual retainer fee of $20,000 and the lead independent director receives an additional annual retainer fee of $35,000. Directors who are not employees of the Company who attend meetings of any of the Company's standing committees receive an additional $1,500 for each meeting not held on the same day as a Board meeting. In addition, Messrs. Lewis and Dougher and Ms. Chun received fees for service on an ad hoc committee during fiscal 2025.

Each non-employee director also receives $500 for participation in each telephonic meeting of the Board or any committee of less than three hours and $1,000 for participation in meetings of three hours or more. The Company pays non-employee directors $1,500 for each day spent traveling to and from Board and committee meetings, attending subsidiary and division management meetings and conducting plant and facility visits.

Each non-employee director receives an equity grant on the date of the annual meeting of shareholders for a number of shares of restricted stock determined by dividing $120,000 by the closing price of a share of Class A Common Stock on the grant date.

Set forth below is a summary of the compensation earned during fiscal 2025 by the Company's directors, except Mr. Brown and Mr. Lahanas. Mr. Brown's and Mr. Lahanas's compensation is reported below under Executive Compensation – Compensation of Executive Officers.

# Director Compensation Table

| NAME | FEES EARNED OR PAID IN CASH ($) | STOCK AWARDS(1)(2) ($) | OPTION AWARDS(3) ($) | ALL OTHER COMPENSATION ($) | TOTAL ($) |
|---|---|---|---|---|---|
| Courtnee Chun | 86,500 | 119,986 | — | — | 206,486 |
| Lisa Coleman | 104,500 | 119,986 | — | — | 224,486 |
| Brendan P. Dougher | 106,500 | 119,986 | — | — | 226,486 |
| Michael J. Griffith | 11,500 | — | — | — | 11,500 |
| Randal L. Lewis | 99,000 | 119,986 | — | 41,355(4) | 260,341 |
| Christopher T. Metz | 77,000 | 119,986 | — | — | 196,986 |
| Brooks M. Pennington III | 82,500 | 119,986 | — | — | 202,486 |
| John R. Ranelli | 94,500 | 119,986 | — | — | 214,486 |
| Mary Beth Springer | 122,000 | 119,986 | — | — | 241,986 |

(1) This column reflects the aggregate grant date fair value computed in accordance with the FASB Accounting Standards Codification 718 Compensation—Stock Compensation (“ASC 718”). Please refer to Note 14, “Stock-Based Compensation”, in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended September 27, 2025 for the relevant assumptions used to determine the valuation of our stock and option awards.

(2) In fiscal 2025, the grant date fair values were determined using the closing stock price of Class A Common Stock on the date of grant.

(3) As of the end of fiscal 2025, Mses. Chun, Coleman and Springer and Messrs. Dougher, Griffith, Lewis, Metz, Pennington and Ranelli held the following options to purchase shares of Class A Common Stock (all shares of restricted stock had fully vested by the end of fiscal 2025):

| | OPTIONS | |
|---|---|---|
| | VESTED | UNVESTED |
| Courtnee Chun | 11,643 | — |
| Lisa Coleman | 8,100 | — |
| Brendan P. Dougher | 6,668 | — |
| Michael J. Griffith | 11,643 | — |
| Randal L. Lewis | — | — |
| Christopher T. Metz | 11,643 | — |
| Brooks M. Pennington III | 11,643 | — |
| John R. Ranelli | 20,446 | — |
| Mary Beth Springer | 20,446 | — |

(4) Consulting fees.

## Director Stock Ownership Requirements

In October 2020, the Board approved a minimum stock ownership requirement of $300,000 which would be required to be met within five years or, in the case of new directors, five years after election to the Board. In addition, the Board added a retention requirement that directors be required to hold 50% of net after-tax shares received from the vesting of equity awards and exercise of options until the minimum stock ownership guidelines are attained, and the following definition of ownership:

- shares owned outright;
- shares held in a 401(k) plan;
- shares beneficially owned (e.g., in family trust);
- unvested restricted stock/units subject only to service vesting criteria;
- deferred shares; and
- 20% of the exercisable “in-the-money” value of stock options.

## DIRECTOR NOMINATIONS

Due to the fact that all directors generally participate in interviewing potential Board members, the Board has determined that it is not necessary at this time to establish a separate nominating committee. As such, the independent directors fulfill the function of nominating additional directors. A majority of the members of the Board have been determined by the Board to be independent under the standards established by NASDAQ. Our screening process generally involves successful completion of interviews with each Board member prior to any candidate being considered for nomination to the Board. Once potential candidates have successfully progressed through the interview stage, the independent directors will meet in executive session to consider the screened candidates. All director nominees must be selected, or recommended for the Board's selection, by a majority of the independent directors.

A majority of the members of the Board must be independent directors as defined in NASDAQ Rule 5605(a)(2). When considering potential director candidates, the Board also considers the candidate's knowledge, experience, integrity, leadership, reputation, and ability to understand the Company's business. In addition, all director nominees must possess certain core competencies, which may include experience in consumer products, logistics, product design, merchandising, marketing, general operations, strategy, human resources, technology, media or public relations, finance or accounting, or experience as a Chief Executive Officer or Chief Financial Officer. While we do not have a formal diversity policy for Board membership, we look for potential candidates that help ensure that the Board has the benefit of a wide range of attributes.

The Board will consider any director candidate recommended by shareholders, provided that the candidate satisfies the minimum qualifications for directors as described above. Shareholders must submit recommendations to the Company's Secretary for consideration by the Board no later than 120 days before the Annual Meeting of shareholders. To date, the Board has not received any recommendations for nominees to be considered at the Annual Meeting from any non-management shareholder or group of shareholders that beneficially own 5% or more of the Company's voting stock.

Shareholders who intend to solicit proxies in support of director nominees other than our nominees must comply with the additional requirements of Rule 14a-19(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") to comply with the universal proxy rules by December 13, 2025.

# Ratification of Selection of Independent Registered Public Accounting Firm

The Audit Committee of the Board has selected Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 26, 2026. If shareholders fail to ratify the selection of Deloitte & Touche LLP, the Audit Committee will reconsider the selection. If the selection of Deloitte & Touche LLP is approved, the Audit Committee, in its discretion, may still direct the appointment of a different independent auditing firm at any time and without shareholder approval if the Audit Committee believes that such a change would be in the best interest of the Company and its shareholders.

RECOMMENDATION OF THE BOARD

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

Representatives of Deloitte & Touche LLP will be present at the Annual Meeting with the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

The following table lists the aggregate fees billed for professional services rendered by Deloitte & Touche LLP for all "Audit Fees," "Audit-Related Fees," "Tax Fees," and "All Other Fees" for the last two fiscal years.

| | FISCAL YEAR ENDED | |
|---|---|---|
| | SEPTEMBER 28, 2024 | SEPTEMBER 27, 2025 |
| **Audit fees** | $5,183,755 | $5,058,355 |
| **Audit-related fees** | $ 68,995 | $ 92,500 |
| **Tax fees** | $ 5,671 | $ 16,371 |
| **All other fees** | — | — |

## Audit Fees

The Audit fees for the fiscal years ended on September 28, 2024 and September 27, 2025 were for professional services rendered for the audits of the Company's consolidated financial statements, issuance of consents and other assistance in connection with regulatory filings with the SEC.

## Audit-Related Fees

The audit-related fees for the fiscal years ended on September 28, 2024 and September 27, 2025 were primarily related to statutory audits.

## Audit Committee Authorization of Audit and Non-Audit Services

The Audit Committee has the sole authority to authorize all audit and non-audit services to be provided by the independent registered public accounting firm engaged to conduct the annual audit of the Company's consolidated financial statements. In addition, the Audit Committee has adopted pre-approval policies and procedures which are detailed as to each particular service, the Audit Committee is informed of each service, and such policies and procedures do not include delegation of the Audit Committee's responsibilities under the Exchange Act to management. The Audit Committee pre-approved fees for all audit and non-audit related services provided by the independent registered public accounting firm in fiscal 2024 and 2025.

# Audit Committee Report on Audited Financial Statements

*Notwithstanding anything to the contrary in any of the Company's previous or future filings under the Securities Act of 1933, as amended, or the Exchange Act, that might incorporate this Proxy Statement or future filings with the Securities and Exchange Commission, in whole or in part, the following report shall not be deemed to be incorporated by reference into any such filing.*

The Audit Committee of the Board consists of the directors whose signatures appear below. Each member of the Audit Committee is "independent" as defined in the NASDAQ Rules and Rule 10A-3 of the Exchange Act.

The Audit Committee's general function is to oversee the Company's accounting and financial reporting and internal control processes and the audits of the Company's financial statements, including monitoring the integrity of the Company's financial statements, the independent registered public accounting firm's qualifications and independence, and the performance of the Company's independent registered public accounting firm. Its specific responsibilities are set forth in its charter. The charter is available on the Company's website at ir.central.com/governance-esg/governance-documents.

As required by the charter, the Audit Committee reviewed the Company's audited financial statements for the fiscal year ended September 27, 2025 and met with management, as well as with representatives of Deloitte & Touche LLP, the Company's independent registered public accounting firm, to discuss the financial statements. The Audit Committee also discussed with representatives of Deloitte & Touche LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC.

In addition, the Audit Committee discussed with representatives of Deloitte & Touche LLP their independence from management and the Company and received the written disclosures and letter required by applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence.

Based on these discussions, the financial statement review, and other matters it deemed relevant, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended on September 27, 2025.

December 22, 2025

**Audit Committee**

**Brendan P. Dougher, Chairman**
**Courtnee Chun**
**Lisa Coleman**

# Advisory Vote on the Compensation of Named Executive Officers

Public companies are generally required to include in their proxy solicitations, no less frequently than once every three years, a non-binding resolution subject to shareholder vote to approve the compensation of named executive officers (an “Advisory Vote on Executive Compensation”). In the last executive compensation vote at our 2023 Annual Meeting, shareholders representing over 96% of the votes cast approved the compensation of our named executive officers. As described more fully in the “Executive Compensation” section of this Proxy Statement, including the “Compensation Discussion and Analysis” and the related tables and narrative, the Compensation Committee designs the Company’s executive compensation to reward, retain and, in the case of new hires, attract executives to support the Company’s business strategy, and achieve its short and long-term goals. At the core of the Company’s executive compensation programs is the Company’s pay-for-performance philosophy that links competitive levels of compensation to achievements of the Company’s overall strategy and business goals, as well as predetermined objectives for equity awards. The Company believes its compensation program is strongly aligned with the interests of the Company’s shareholders.

The Company urges shareholders to read the “Compensation Discussion and Analysis” section of this Proxy Statement and the tables and narrative descriptions of the Company’s executive compensation, including the fiscal 2025 compensation of the named executive officers. Highlights of the Company’s executive programs include the following:

- A significant portion (ranging from approximately 47% to 80% in fiscal 2025) of the Company’s executives’ total potential target compensation is considered to be “at risk.”

- The executive officers receive long-term equity awards subject to long-term time-based vesting requirements, in the case of restricted stock, and achievement of long-term performance targets, in the case of performance share units. These long-term incentive awards ranged from approximately 22% to 71% of the named executives’ total potential target compensation in fiscal 2025. The Compensation Committee believes these awards ensure that a significant portion of the executives’ compensation is tied to long-term financial performance.

The Compensation Committee believes the compensation program for the named executive officers has been instrumental in retaining the Company’s senior executives and aligning their interests with those of the Company’s shareholders.

The Compensation Committee discharges many of the Board’s responsibilities related to executive compensation and continuously strives to align the Company’s compensation policies with its performance. The Compensation Committee will continue to analyze the Company’s executive compensation policies and practices and adjust them as appropriate to reflect the Company’s performance and competitive needs.

Based on the above, the Board requests that shareholders indicate their support for the Company’s executive compensation philosophy and practices, by voting in favor of the following resolution:

“RESOLVED, that the compensation of the Company’s executive officers as described in this Proxy Statement, including the ‘Compensation Discussion and Analysis,’ the compensation tables and the other narrative compensation disclosures, is hereby approved.”

The opportunity to vote on Proposal 3 is required pursuant to Section 14A of the Exchange Act. As an advisory vote, the vote on Proposal 3 is not binding on the Company. However, the Compensation Committee, which is responsible for designing and administering the Company’s executive compensation program, and the Board value the opinions expressed by shareholders, and will consider the outcome of the vote when making future compensation decisions for the Company’s named executive officers

RECOMMENDATION OF THE BOARD

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE APPROVAL OF THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THIS PROXY STATEMENT.**

# Executive Compensation

COMPENSATION DISCUSSION AND ANALYSIS

## Overview

In fiscal 2025, the Company continued to face a difficult environment, including heightened macroeconomic uncertainties and tariffs, plus changing consumer behavior – with ongoing expansion in ecommerce, offset by softer demand, reflecting the impact of inflation and pressure on consumer confidence. Despite this, the Company delivered against our goals increasing our focus on eCommerce to drive future growth, continuing to optimize operations and deliver growth in non-GAAP earnings per share; continued gross margin expansion; and another strong year for operating cash flow.

Although net sales for fiscal 2025 decreased by 2.2%, net income increased 50.8% from a year ago, and diluted earnings per share was $2.55, compared with $1.62 in the prior year. On a non-GAAP basis, net income in fiscal 2025 was $174.2 million, or $2.73 per share on a diluted basis compared to $142.4 million, or $2.13 per share on a diluted basis in fiscal 2024. For a full reconciliation of non-GAAP measures to GAAP, please see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Use of Non-GAAP Financial Measures" in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on November 26, 2025.

The Company's named executive officers for fiscal 2025 were: Nicholas Lahanas – Central's Chief Executive Officer; Bradley G. Smith – Central's Chief Financial Officer; John Hanson – President, Pet Consumer Products; John D. Walker – President, Garden Consumer Products; and William E. Brown – Chairman of the Board of Directors.

In fiscal 2025, the Compensation Committee's actions for the named executive officers included:

- *Salary* –The Compensation Committee approved an increase of 62% in Mr. Lahanas's base salary to $900,000 and an increase of 22% in Mr. Smith's base salary to $450,000 in recognition of their new roles as Chief Executive Officer and Chief Financial Officer, respectively. The increases were effective as of September 29, 2024. The Compensation Committee also approved an increase of 5.1% in Mr. Hanson's base salary to $568,000; an increase of 2.4% in Mr. Walker's base salary to $567,000; and an increase in Mr. Brown's salary of 3% to $309,000. The increases were effective as of January 1, 2025.
- *Bonus* – Fiscal 2025 bonuses for the named executive officers have not yet been determined. Fiscal 2024 bonuses for the named executive officers, which were determined in February 2025, ranged from $132,000 to $341,000.
- *Equity awards* – In fiscal 2025, the Compensation Committee issued a combination of restricted stock and performance share units ("PSUs") to the named executive officers, as follows:
  - Annual Equity Grants. Mr. Lahanas received a grant of 14,868 restricted shares vesting over a three-year period, with 50% of the shares vesting on each of February 11, 2027 and 2028, and a grant of 14,868 PSUs subject to the achievement of performance goals over a four-year performance period. Each of Messrs. Smith, Hanson, and Walker received a grant of 3,717 restricted shares vesting over a three-year period, with 50% of the shares vesting on each of February 11, 2027 and 2028, and a grant of 3,717 PSUs subject to the achievement of performance goals over a four-year performance period. Mr. Brown received a grant of 13,381 restricted shares vesting over a five-year period, with one-third of the shares vesting on each of February 11, 2028, 2029 and 2030.
  - Special Equity Grants. Mr. Hanson also received a special retention grant of 35,682 restricted shares vesting over a five-year period, with 25% of the shares vesting on each of February 11, 2027, 2028, 2029, and 2030. Additionally, for his expected assistance to Mr. Lahanas as the Company's new Chief Executive Officer, Mr. Brown also received a special grant of 22,302 restricted shares, which vests over a four-year period, with 25% of the shares vesting at the end of years two and three, and 50% of the shares vesting at the end of year four.
- *Alignment with Shareholders* – A significant portion (which is expected to range from approximately 47% to 80% in fiscal 2025) of the current named executive officers' total potential target compensation is paid in the form of bonuses or long-term equity awards rather than base salary in order to tie the executives' compensation to both annual financial performance and long-term stock price performance and to align their interests with those of the Company's shareholders.

The Compensation Committee discharges the Board's responsibilities related to executive compensation and continuously strives to align the Company's compensation policies for executive officers with the Company's financial performance and shareholders' interests. The Compensation Committee will continue to analyze the Company's executive compensation policies and practices and adjust them as appropriate to reflect the Company's performance and need to remain competitive in attracting and retaining high-caliber talent.

### Impact of Say-On-Pay Vote on Compensation Decisions

At the Annual Meeting of Shareholders in February 2023, 60% of the shares voting recommended holding a say-on-pay-vote every three years. As a result, the Board determined to continue to hold a say-on-pay-vote every three years. Accordingly, the Company has included Proposal 3 in this Proxy Statement. Also, at the Annual Meeting of Shareholders in February 2023, approximately 97% of the shares voting approved the compensation paid to the Company's named executives. Given the overwhelming shareholder support, the Compensation Committee determined to continue to approach compensation decisions in substantially the same way as in recent years. The next say-on-pay vote will be held at the Annual Meeting of Shareholders in February 2029.

### Compensation Objectives

The objectives of the Company's compensation program are to recruit and retain high-caliber executives, and to incentivize those executives to achieve superior financial results for the Company and its shareholders. The Company uses three primary tools to compensate executive officers: base salary, annual bonus and long-term equity compensation. Together they combine to provide an executive's total compensation package. The Company views base salary as a primary indicator of the market value needed to attract and retain executives with the skills and expertise to perform the duties and discharge the responsibilities of their positions. The Compensation Committee considers annual bonus as a means of rewarding job performance and utilizes equity grants as a means of linking executives' long-term compensation to the Company's long-term financial performance and as retention devices.

The Company's compensation program rewards executive officers for progress against corporate operating goals and for their individual contributions. A substantial portion of each executive's total compensation opportunity is weighted toward incentive compensation. The Compensation Committee believes in pay for performance and that a substantial portion of pay at risk is the most effective means of aligning executive incentives with shareholders' interests.

The Compensation Committee believes that the Company's compensation program encourages its executive officers to take appropriate risks aimed at improving the Company's financial success and creating long-term shareholder value, helps align the Company's executive officers' short-term cash incentives with competitive practices and does not promote inappropriate risk taking.

### Process

The Compensation Committee has not regularly used a peer group when making compensation decisions as it competes in two distinct industries – pet supplies and lawn and garden consumables, and has a substantial, third-party logistics business, both of which make peer comparisons less meaningful. However, the Compensation Committee periodically uses surveys and reports prepared internally and by compensation consulting firms to understand the compensation levels and pay structure at other consumer products companies. The Company's compensation is periodically evaluated against the broad range of compensation paid by such companies; however, the Compensation Committee also uses its judgment to determine specific pay levels necessary to attract, retain, focus, and motivate executive talent. In exercising this judgment, the Compensation Committee looks beyond the market data to include individual job performance and compensation history, future potential, internal comparisons, retention risk for individual executives, and, in the case of new hires, compensation at former employers. Beginning in fiscal 2022, the Compensation Committee determined to commence using PSU awards, which utilize a relative total shareholder return multiplier that is based on a defined peer group, as described in the section below titled "Performance Share Units."

With respect to Mr. Lahanas, the Company's Chief Executive Officer and former Chief Financial Officer, the Compensation Committee determined to pay Mr. Lahanas an annual base salary of $900,000 beginning with the 2025 fiscal year. He is also eligible to receive an annual bonus at a target rate of 100% of his annual base salary. He is also eligible to receive a target annual equity grant of $1,000,000, which will be based upon on his performance and the Company's performance, as determined by the Compensation Committee.

With respect to the compensation of Mr. Brown, the Company's Chairman, the Compensation Committee retained Pay Governance as part of its process of determining his salary when Mr. Brown's transitioned to part-time employee status, while continuing to provide guidance on acquisitions and other areas that have significant strategic importance and potential impact on shareholder value.

With respect to the Company's other executive officers, the Compensation Committee receives, evaluates and considers the recommendations of the Chairman of the Board and the Chief Executive Officer and may consult with the Company's Human Resources team as part of its process of determining compensation. The Chairman of the Board and the Chief Executive Officer attend portions of meetings of the Compensation Committee, although they are not present during Committee deliberations regarding any aspect of their individual compensation, nor do they vote with the Compensation Committee. Other executive officers generally have no role in making decisions regarding compensation for the Company's executive officers.

The Compensation Committee determines base salary and target bonus as of each officer's hire date, and it generally reconsiders both elements on an annual basis. The Compensation Committee determines officers' annual bonuses after the Company's financial results for the prior fiscal year are announced. The Compensation Committee generally grants each officer shares of restricted stock upon his or her hire date and considers granting additional equity awards on an annual basis. The Compensation Committee generally attempts to grant bonuses or equity compensation to its officers on a standard schedule.

### Compensation Consultants and Benchmarking

The Compensation Committee has the authority to retain the services of compensation consultants and other advisors, as it deems necessary or appropriate, in connection with the administration of the Company's compensation and employee benefit plans, policies and programs. The Compensation Committee retained the services of Pay Governance to assist the Compensation Committee in formulating certain recommendations regarding executive compensation in fiscal 2025.

### Allocation and Amount

The Company compensates its executives through a combination of annual cash compensation (comprised of base salary and annual bonus) and long-term equity incentive compensation. The Compensation Committee views market competitive base salary and the annual bonus targets as essential for attracting, retaining, and motivating executive officers. The Compensation Committee also believes that equity incentive compensation is an essential factor in recruiting and retaining top executives and in driving performance over the long term.

The use and relative weights of base salary, annual bonus and long-term equity compensation are based on a subjective determination by the Compensation Committee of the effectiveness of each executive in all areas of management, including achievement of the Company's strategic objectives, leadership, operating skills, and other attributes. Generally, the Compensation Committee views the various elements of compensation as part of one overall package but believes that a majority of the total compensation package should be weighted toward the performance of the Company and stock price appreciation in order to align the interests of management and shareholders. In fiscal 2025, base salary, benefits and perquisites are expected to range from approximately 20% to 53% of each current executive officer's potential target compensation, reflecting the importance that the Compensation Committee attached to performance-based bonuses and stock price appreciation.

When evaluating corporate performance, the Compensation Committee considers financial metrics, including net sales, organic sales, non-GAAP gross margin and earnings before interest, taxes and other income (expense), or EBIT, and also considers the performance of any acquired companies, and performance against long and short-term strategic goals. When evaluating individual performance, the Compensation Committee also considers subjective factors such as the individual's overall leadership and management skills, success in attracting, retaining, and developing qualified successors and subordinates, success in achieving corporate and strategic objectives, ability to work with peers and supervisors in an effective and collegial manner, as well as numerous other criteria.

When making compensation decisions, the Compensation Committee also considers the issue of internal pay equity between the compensation of other Company executive officers and the compensation of the Chief Executive Officer. The Compensation Committee also considers issues relating to the corporate tax and accounting treatment of various forms of compensation and the impact of compensation decisions on shareholder dilution.

The Compensation Committee continues to subscribe to the philosophy that the overall financial performance of the Company and its stock price should be the primary areas of consideration when rewarding the Company's top executives. However, the Compensation Committee also seeks to ensure that the Company's executive officers are paid competitively with the market so that they remain motivated to stay with the Company and achieve its business and strategic objectives.

### Chief Executive Officer Compensation

Mr. Lahanas was appointed as Chief Executive Officer effective as of September 29, 2024, the first day of fiscal 2025. Pursuant to a promotion letter dated September 26, 2024, Mr. Lahanas is entitled to an annual base salary of $900,000 and is also eligible to receive an annual bonus at a target rate of 100% of his annual base salary beginning with the 2025 fiscal year. He is also eligible to receive a target annual equity grant of $1,000,000, which will be based upon on his performance and the Company's performance, as determined by the Compensation Committee. Mr. Lahanas's employment at the Company is "at will" and may be terminated with or without cause, and with or without notice, at any time at the option of either the Company or Mr. Lahanas. The Company and Mr. Lahanas are also party to a post-employment consulting agreement, pursuant to which Mr. Lahanas will provide consulting services for 24 months upon termination of his employment with the Company. For these services, Mr. Lahanas will be entitled to receive $3,501 on a monthly basis, subject to a 2% increase each year of the agreement, subject to certain confidentiality and non-competition provisions.

### Chairman Compensation

In addition to his role as Chairman of the Board, Mr. Brown is a part-time employee of the Company who provides highly valuable services to the Company based on his experience as the founder of the Company and its former Chief Executive Officer. Mr. Brown does not receive the standard compensation provided by the Company to its non-employee directors. Instead, Mr. Brown receives compensation as an employee for all the services he provides to the Company.

The Compensation Committee's determinations regarding Mr. Brown's compensation are based on the appreciable contributions that he makes as an employee of the Company, including his role as a principal leader of the Company's M&A activities, and the significant time commitment that entails. Mr. Brown's compensation increased for 2025 in recognition of his continued efforts and his support to Mr. Lahanas, with his base salary increasing by 3% to $309,000 and an annual equity grant of $500,000, plus a special equity grant to recognize his support to Mr. Lahanas' while he transitions into the Chief Executive Officer role.

## Salary

The Compensation Committee reviews the base salary of executive officers each year and generally recommends a modest increase consistent with projected increases for companies nationwide. In some instances, the Compensation Committee has adjusted base salaries of individual named executive officers for retention reasons or to maintain internal pay equity and salary integrity among the senior executives. In fiscal 2025, the Compensation Committee approved an increase of 62% in Mr. Lahanas's base salary to $900,000 and an increase of 22% in Mr. Smith's base salary to $450,000 in recognition of their new roles as Chief Executive Officer and Chief Financial Officer, respectively. The increases were effective as of September 29, 2024. The Compensation Committee also approved an increase of 5.1% in Mr. Hanson's base salary to $568,000; an increase of 2.4% in Mr. Walker's base salary to $567,000; and an increase in Mr. Brown's salary of 3% to $309,000. The increases were effective as of January 1, 2025.

The following table sets forth the base salary for each of our named executive officers as of the end of the fiscal year in 2024 and 2025.

| | BASE SALARY | | | |
|---|---|---|---|---|
| EXECUTIVE OFFICER | FISCAL 2024 | FISCAL 2025 | INCREASE | % CHANGE |
| **Nicholas Lahanas** | $555,000 | $900,000 | $345,000 | 62.2 |
| **Bradley G. Smith** | $368,616 | $450,000 | $ 81,384 | 22.1 |
| **John Hanson** | $540,638 | $568,000 | $ 27,362 | 5.1 |
| **John D. Walker** | $553,924 | $567,000 | $ 13,076 | 2.4 |
| **William E. Brown** | $300,000 | $309,000 | $ 9,000 | 3.0 |

## Annual Bonus Plan

In fiscal 2025, the Company provided annual cash incentive opportunities to its executive officers pursuant to the Management Incentive Plan (the "MIP"). As described below, the Compensation Committee uses a pre-determined formula based on actual performance against target EBIT, gross margin and net sales to make the initial calculation of an executive officer's actual bonus compensation, but the Compensation Committee retains full discretion to determine annual bonuses up to and above or below the amount of such executive officer's bonus potential for the year based on individual performance and other factors. The Compensation Committee considers individual performance, including an executive's overall leadership and his or her contribution to the achievement of annual and long-term financial and strategic goals, such as customer relationships, talent development, teamwork among business units, identification and pursuit of strategic initiatives, cost control efforts, innovation, and new product development, among others.

The MIP provides a competitive incentive to select senior leaders of the Company and is designed to reward and retain leaders for delivering exceptional business results and contributing to the Company's mission to lead the future of the pet and garden industries. Pursuant to the MIP, executive officers are provided with one or more company or segment plan goals, and if there is more than one plan goal, the participant will be provided a weighting for each plan goal. The Compensation Committee approves each plan goal and the business result required to achieve target performance. Target bonuses under the MIP are expressed as a percentage of the executive's actual annual salary. The target bonus percentages are generally set by the Compensation Committee at a level which the Compensation Committee believes will assure that the executive's total compensation opportunity is attractive enough to motivate superior performance and that the executive is focused on key objectives.

The amount of an executive's bonus is reflective of the target bonus, applicable Business Performance, and any Individual Adjustment (as such terms are defined below). In no instance will an executive earn a bonus that is more than 200% of the target bonus. Business Performance refers to the weighted average performance outcome for the company/segment plan goals applicable to an executive. Individual Adjustment refers to the individual performance outcome reflective of the executive's annual performance rating, achievements, behaviors, and contributions to the success of the company/segment/business unit within the plan year, as determined in the sole discretion of the Compensation Committee.

*Fiscal 2024 Bonuses.* In February 2025, the Compensation Committee determined bonuses for the named executive officers based on Company and business segment performance in fiscal 2024 pursuant to the 2024 Management Incentive Plan (the "2024 MIP"). The 2024 MIP was effective for fiscal 2024, with the period of performance measurement covering October 2023 through September 2024. Bonus payments for the 2024 plan year were made to the named executive officers in February 2025.

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The following table sets forth the target bonus and actual bonus paid to the named executive officers, who were also named executive officers for fiscal 2024, pursuant to the 2024 MIP:

| EXECUTIVE OFFICER | % OF FISCAL 2024 BASE SALARY | | BONUS FOR FISCAL 2024 |
|---|---|---|---|
| | TARGET | ACTUAL | |
| **Nicholas Lahanas** | 50% | 47% | $245,000 |
| **John Hanson** | 50% | 63% | $341,000 |
| **John D. Walker** | 50% | 30% | $167,000 |
| **William E. Brown** | 50% | 44% | $132,000 |

In determining the amount of bonuses to be awarded to the named executive officers for fiscal 2024, the Compensation Committee considered Company and business segment performance for fiscal 2024 compared to the MIP goals and the Individual Adjustment, and other factors that the Compensation Committee considers important. Bonuses for Mr. Lahanas and Mr. Brown were based on total Company performance, while the bonus for Mr. Hanson was based on the performance of the Pet segment and the bonus for Mr. Walker was based on the Garden segment. Company net sales for fiscal 2024 were $3,200.5 million compared to a MIP target of $3,199 million. Company Gross margin in fiscal 2024 was 29.5% on a GAAP basis and 30.0% on a non-GAAP basis, compared with a MIP target of 30.7%, and EBIT for fiscal 2024 was $185.4 million on a GAAP basis and $222.8 million on a non-GAAP basis, compared to a MIP target of $243 million. Pet Segment net sales for fiscal 2024 were $1,832.7 million compared to a MIP target of $1,820 million, and EBIT for fiscal 2024 was $203.4 million on a GAAP basis and $223.8 million on a non-GAAP basis compared to a MIP target of $219 million. Garden Segment net sales for fiscal 2024 were $1,367.7 million compared to a MIP target of $1,379 million, and EBIT for fiscal 2024 was $81.9 million on a GAAP basis and $102.2 million on a non-GAAP basis compared to a MIP target of $140 million. In determining the amount of the awards, the MIP goals are weighted as follows: EBITA – 100% at the company level; and Segment EBITA – 80%; and Company EBITA – 20% at the segment level. The Compensation Committee exercised its discretion to adjust the bonuses for the named executive officers from the amounts calculated using the pre-determined formulae by between -11% and +20%, based on various factors including business segment performance and the individual performance of the named executive officers during 2024.

*Fiscal 2025 Bonuses.* The Compensation Committee expects to determine bonuses by February 2026 for the named executive officers based on the Company's performance in fiscal 2025 pursuant to the 2025 Management Incentive Plan (the "2025 MIP"). The 2025 MIP was effective for fiscal 2025, with the period of performance measurement covering October 2024 through September 2025.

The following table sets forth the target bonus percentages for each of the named executive officers with respect to fiscal 2025 pursuant to the 2025 MIP:

| EXECUTIVE OFFICER | % OF FISCAL 2025 BASE SALARY | | BONUS FOR FISCAL 2025 |
|---|---|---|---|
| | TARGET | ACTUAL | |
| **Nicholas Lahanas** | 100% | (1) | (1) |
| **Bradley G. Smith** | 50% | (1) | (1) |
| **John Hanson** | 50% | (1) | (1) |
| **John D. Walker** | 50% | (1) | (1) |
| **William E. Brown** | 50% | (1) | (1) |

(1) Annual bonuses to be determined.

In determining the amount of bonuses to be awarded to the named executive officers for fiscal 2025, the Compensation Committee will consider Company and business segment performance for fiscal 2025 compared to the MIP goals and the Individual Adjustment, and other factors that the Compensation Committee considers important. Company net sales for fiscal 2025 were $3,129.1 million compared to a MIP target of $3,139.0 million. Company gross margin in fiscal 2025 was 31.9% on a GAAP basis and 32.1% on a non-GAAP basis, compared with a MIP target of 31.5%, and EBIT for fiscal 2025 was $250.0 million on a GAAP basis and $265.0 million on a non-GAAP basis, compared to a MIP target of $259.2 million. Pet segment net sales for fiscal 2025 were $1,802.0 million compared to a MIP target of $1,840.4 million, and EBIT for fiscal 2025 was $215.7 million on a GAAP basis and $225.7 million on a non-GAAP basis compared to a MIP target of $221.5 million. Garden segment net sales for fiscal 2025 were $1,327.1 million compared to a MIP target of $1,298.6 million, and EBIT for fiscal 2025 was $142.4 million on a GAAP basis and $147.4 million on a non-GAAP basis compared to a MIP target of $141.4 million. The Compensation Committee has not yet determined the bonus amounts to be paid to the named executive officers with respect to fiscal 2025. The Company will report the fiscal 2025 bonus determinations in a Form 8-K once decisions are made.

## Equity Awards

In fiscal 2025, the Compensation Committee granted a combination of restricted stock awards and PSUs to executive officers for equity compensation, as described below.

### *Restricted Stock*

Generally, restricted stock vests, and the restrictions on transfer lapse, in accordance with a schedule determined by the Compensation Committee. The Compensation Committee has the authority to accelerate the time at which restrictions lapse, and/or remove restrictions, on previously granted restricted stock.

Annual Equity Grants. On February 11, 2025, the Compensation Committee granted Mr. Lahanas an award of 14,868 shares of restricted Class A common stock with a fair value of $500,011, vesting over a three-year period, with 50% of the shares vesting on each of February 11, 2027 and 2028, subject to continued service on each vesting date. Each of Messrs. Smith, Hanson, and Walker received a grant of 3,717 restricted shares with a fair value of $125,003 vesting over a three-year period, with 50% of the shares vesting on each of February 11, 2027 and 2028, subject to continued service on each vesting date. Mr. Brown received a grant of 13,381 restricted shares with a fair value of $450,003 vesting over a five-year period, with one-third of the shares vesting on each of February 11, 2028, 2029 and 2030, subject to continued service on each vesting date.

Special Equity Grants. On February 11, 2025, the Compensation Committee also granted Mr. Hanson a special retention grant of 35,682 restricted shares vesting over a five-year period, with 25% of the shares vesting on each of February 11, 2027, 2028, 2029, and 2030, subject to continued service on each vesting date. Additionally, for his expected assistance to Mr. Lahanas as the Company's new Chief Executive Officer, Mr. Brown also received a special grant of 22,302 restricted shares vesting over a four-year period, with 25% of the shares vesting at the end of years two and three, and 50% of the shares vesting at the end of year four, subject to continued service on each vesting date.

### *Performance Share Units*

In February 2025, the executive officers were granted PSUs with respect to the target number of shares of the Company's Class A Common Stock based on their award target divided by the stock price on the grant date. The actual number of PSUs earned may vary from the target number and will be determined at the end of the four-year performance period based on performance against the applicable performance goals (including pre-defined adjustments thereto) and targets over such performance period. Ultimately, the total number of shares awarded to the executive is based on company performance over the performance period, and may range from 65% to 225% of target, including the impact of any increase or decrease by up to 25 percentage points based on a relative total shareholder return (TSR) modifier. The relative TSR modifier for the PSU awards is based on the following peer group, which includes lawn and garden and pet supplies companies and other consumer products companies: Scotts Miracle-Gro Co., Spectrum Brands Holdings Inc., J.M. Smucker Co., Church & Dwight Co., Helen of Troy Ltd., Newell Brands Inc., The Clorox Company, Edgewell Personal Care Co., and Energizer Holdings Inc.

The actual number of PSUs earned will be determined using the following formula based on fiscal 2028 results:

Target Number of FY25 PSUs x (Primary Measures Multiplier +/- TSR Modifier) =
total shares of Company Class A Common Stock earned under the FY25 PSUs

The Primary Measures Multiplier shall be based on two performance goals, weighted as follows: (i) 70% based on Organic EBIT CAGR and (ii) 30% based on Organic Net Sales CAGR. In February 2025, the Compensation Committee granted 14,868 PSUs to Mr. Lahanas, and 3,717 PSUs to each of Messrs. Smith, Hanson and Walker. The actual number of shares to be earned under the PSU awards to the named executive officers shall be determined by the Compensation Committee based on the extent to which performance goals have been achieved over the four-year performance period. To the extent earned, the PSUs will vest at the end of the four-year performance period, subject to the executive being continuously employed by the Company or by one of its affiliates from the grant date through the last day of the performance period.

## Stock Ownership Requirements and Claw Back Policy

As Chief Executive Officer, Mr. Lahanas agreed to own capital stock of the Company with a value of not less than four times his annual salary throughout the term of his employment with the Company. The following shares are considered owned: shares owned outright; shares held in a 401(k) plan; shares beneficially owned (e.g., in a family trust); unvested restricted stock held subject only to vesting; deferred shares; and 20% of the exercisable "in-the-money" value of stock options. Mr. Lahanas is not required to purchase additional stock to achieve this holding requirement but is required to hold 50% of the net after-tax shares received from the vesting of equity awards and the exercise of stock options until the minimum stock ownership is attained. The Company does not have stock ownership requirements that apply to its other executive officers, except for Mr. Brown who is subject to the director stock ownership requirements.

Effective October 2, 2023, the Compensation Committee adopted a Compensation Recovery Policy (the "Clawback Policy") intended to comply with Section 10D-1 of the Exchange Act and the related Nasdaq listing standards. Under the Policy, in the event of a restatement of the Company's financial statements due to non-compliance with financial reporting requirements under the securities laws, the Company will seek to recover from executive officers of the Company any incentive compensation they received that would have been less had it been calculated based on the restated financial statements. Under the Clawback Policy, the Company may also seek to recover incentive compensation, at the direction of the Compensation Committee, in the event that any executive officer engages in misconduct, or was aware of or willfully blind to misconduct that occurred in an area over which the executive officer exercised supervisory authority.

“Incentive Compensation” is defined in the Clawback Policy to include any compensation that is earned based on the attainment of a financial performance measure, in the case of a restatement of financial statements; and would in the event of misconduct also include any equity awards that vest solely based upon remaining employed for a period of time.

For purposes of the Clawback Policy, “Misconduct” shall have the same meaning as “Cause” as such term is defined in an employment agreement then in effect with the executive officer. Absent an employment agreement, “Misconduct” means an executive officer’s (i) commission of any felony; (ii) attempted commission of, or participation in, a fraud or act of dishonesty against the Company; (iii) commission of a significant legal or compliance violation in connection with the executive officer’s employment, including a violation of the Company’s Code of Ethics or other corporate policies; (iv) intentional, material violation of any contract or agreement between the executive officer and the Company or any statutory duty owed to the Company; (v) unauthorized use or disclosure of the Company’s confidential information or trade secrets; or (vi) any action or willful inaction that may result in material financial, reputational or other harm to the Company and its affiliates and subsidiaries.

## Restrictions on Transactions in Company Stock by Directors and Officers

The Company has adopted an Insider Trading Compliance Program (the “Insider Trading Program”) which provides guidelines with respect to transactions in the securities of the Company (the “Company Securities”) and the handling of confidential information about the Company and the companies with which the Company does business. Under the Insider Trading Program, persons subject to the policy may not engage in short sales of Company Securities, transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, or hedging or monetization transactions, including the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. The Company discourages placing standing orders on Company Securities. If a person subject to the Insider Trading Program determines that they must use a standing order, the order must be limited to a short duration and should otherwise comply with the restrictions and procedures in the Insider Trading Program. A standing order incorporated into a 10b5-1 plan is permitted.

The Company is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted our Insider Trading Policy governing the purchase, sale, and/or other dispositions of our securities by its directors, officers and employees that it believes is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to the Company. A copy of the Insider Trading Policy, including any amendments thereto, was filed as Exhibit 19 to our Annual Report on Form 10-K for the year ended September 27, 2025.

## Disclosure Policies and Practices Related to the Grant of Certain Equity Awards Close in Time to the Release of Material Nonpublic Information

The Compensation Committee last granted a stock option in early 2023. The Company does not grant stock options or similar awards in anticipation of the release of material nonpublic information that is likely to result in changes to the price of the Company’s stock, such as a significant positive or negative earnings announcement, or time the public release of such information based on stock option grant dates. In addition, the Company does not grant stock options or similar awards during periods in which there is material nonpublic information about the Company, including (i) during “blackout” periods or outside a “trading window” established in connection with the public release of earnings information under the Company’s insider trading policy (each, a “Blackout”) or (ii) at any time during the four business days prior to or the one business day following the filing of our periodic reports or the filing or furnishing of a Form 8-K that discloses material nonpublic information (each, a “Filing Window”). These restrictions do not apply to RSUs or other types of equity awards that do not include an exercise price related to the market price of the Company’s stock on the date of grant.

The Company’s executive officers would not be permitted to choose the grant date for any stock option grants.

During fiscal 2025, none of the Company’s named executive officers were awarded stock options, and the Company did not time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

## Post-Employment Arrangements

Under the terms of the Company's employment agreements and non-compete and post-employment consulting agreements, certain named executive officers are entitled to payments and benefits upon the occurrence of specified events, including termination of employment. The specific terms of these arrangements, as well as an estimate of the compensation that would have been payable had they been triggered as of fiscal year-end, are described below in detail in the section titled "Potential Payments Upon Termination." The Company's equity-based compensation plans and employment agreements do not provide for special payments to the named executive officers upon a change-in-control of the Company.

The terms of these arrangements were set through individual negotiations with each of the named executive officers. As part of these negotiations, the Compensation Committee took into consideration market practice. This approach was used in setting the amounts payable and the triggering events under the arrangements. These provisions are intended to provide the individuals with a fixed amount of compensation that would offset the potential risk of leaving their prior employer or foregoing other opportunities to join or remain with the Company. The Compensation Committee considers the aggregate potential obligations of the Company in the context of the desirability of hiring the individual and the expected compensation upon joining the Company.

The non-compete and post-termination consulting agreements are intended to protect, to the maximum extent permitted by law, the Company's confidential information, and payments thereunder are conditioned upon the executive not working for one of our principal competitors within a specified period of time following separation from the Company.

## Benefits and Perquisites

The Company provides a 401(k) retirement plan and partial matching contributions generally available to all full-time employees but does not provide supplemental employee retirement plans or pensions. The Company also provides its executives with benefits such as medical, dental, life and disability insurance and other benefits that are generally available to full-time employees. The Company pays for a leased automobile or car allowance for certain named executive officers.

## Accounting and Tax Treatment

In determining executive compensation, the Compensation Committee considers, among other factors, the possible tax consequences to the Company and to the executives. However, the Compensation Committee believes that it is important to retain flexibility in designing compensation programs that meet the Company's stated objectives. For this reason, the Compensation Committee will not necessarily limit compensation to those levels or types of compensation that will be tax deductible. The Compensation Committee does consider alternative forms of compensation, consistent with the Company's compensation goals, that preserve deductibility.

Section 162(m) of the Internal Revenue Code places a limit of $1 million on the amount of compensation that we may deduct as a business expense in any year with respect to our most highly paid executive officers. While the Compensation Committee considers the deductibility of compensation as one factor in determining executive compensation, the Compensation Committee believes that it is in the best interests of our shareholders to maintain flexibility in our approach to executive compensation and to structure a program that we consider to be the most effective in attracting, motivating and retaining key executives.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed the Compensation Discussion and Analysis and discussed that analysis with management. Based on its review and discussions with management, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2025. This report is provided by the following independent directors, who comprise the Compensation Committee:

December 22, 2025

**Compensation Committee**

**Mary Beth Springer**
**Randal L. Lewis**

Set forth below is the compensation paid to the Company's Chief Executive Officer, Chief Financial Officer and the three most highly compensated executive officers (other than our Chief Executive Officer and Chief Financial Officer) for the years indicated.

# Summary Compensation Table

| NAME AND PRINCIPAL POSITION | YEAR | SALARY ($) | BONUS ($) | STOCK AWARDS ($)[2] | OPTION AWARDS ($) | NON-EQUITY INCENTIVE PLAN COMPENSATION ($)[3] | ALL OTHER COMPENSATION ($)[4] | TOTAL ($) |
|---|---|---|---|---|---|---|---|---|
| **Nicholas Lahanas** | 2025 | 893,365 | — | 1,000,022 | — | | 12,375 | 1,905,762 |
| Chief Executive Officer and Former Chief Financial Officer[1] | 2024 | 522,568 | — | 396,971 | — | 245,000 | 11,746 | 1,176,285 |
| | 2023 | 508,669 | — | 249,998 | — | 222,000 | 11,685 | 992,352 |
| **Bradley G. Smith** | 2025 | 448,435 | — | 250,006 | — | | 37,596 | 736,037 |
| Chief Financial Officer[1] | | | | | | | | |
| **John Hanson** | 2025 | 560,423 | — | 1,449,992 | — | | 49,332 | 2,059,747 |
| President, Pet Consumer Products | 2024 | 537,505 | — | 246,966 | — | 341,000 | 45,893 | 1,171,364 |
| | 2023 | 545,838 | — | 249,998 | — | 328,000 | 48,113 | 1,171,949 |
| **John D. Walker** | 2025 | 563,379 | — | 250,006 | — | | 45,550 | 858,935 |
| President, Garden Consumer Products | 2024 | 550,714 | — | 246,966 | — | 167,000 | 42,745 | 1,007,425 |
| | 2023 | 559,000 | — | 249,998 | — | 136,000 | 43,735 | 988,733 |
| **William E. Brown** | 2025 | 306,508 | — | 1,200,019 | — | | 28,771 | 1,535,298 |
| Chairman of the Board of Directors | 2024 | 300,000 | — | 444,592 | — | 132,000 | 26,359 | 902,951 |
| | 2023 | 311,538 | — | 449,996 | — | 99,000 | 22,671 | 883,205 |

(1) Mr. Lahanas resigned as our Chief Financial Officer effective September 28, 2024, and was appointed as Chief Executive Officer effective as of September 29, 2024. Upon Mr. Lahanas's resignation as Chief Financial Officer, Mr. Smith was appointed as Chief Financial Officer effective as of September 29, 2024, the first day of the 2025 fiscal year.

(2) This column represents the grant date fair value in accordance with ASC 718 of restricted stock and PSUs awarded the named executive officers. The amounts shown include the aggregate grant date fair value of the shares issuable for PSUs awarded during fiscal 2025 at target achievement. These amounts do not represent the actual value that may be realized by the named executive officers. Please refer to Note 14, "Stock-Based Compensation," in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K filed on November 26, 2025 for information on the valuation assumptions used in our computations.

The table below sets forth the grant date fair value for the PSUs awarded during fiscal 2025 based upon (i) the probable outcome of the performance conditions used for financial reporting purposes in accordance with ASC 718 as of the grant date, and (ii) the maximum outcome of performance conditions under the performance-related component at the level of 225% as of the grant date.

| NAME | PROBABLE OUTCOME OF PERFORMANCE CONDITIONS GRANT DATE ($) | MAXIMUM OUTCOME OF PERFORMANCE CONDITIONS GRANT DATE ($) |
|---|---|---|
| **Nicholas Lahanas** | 500,011 | 1,125,024 |
| **Bradley G. Smith** | 125,003 | 281,256 |
| **John Hanson** | 125,003 | 281,256 |
| **John D. Walker** | 125,003 | 281,256 |
| **William E. Brown** | — | — |

(3) Bonuses under the Management Incentive Plan for fiscal 2025 have not yet been determined. The Company will file a Form 8-K under Item 5.02(f) to report the bonuses once the amounts have been determined.

(4) The components of the “All Other Compensation” column for fiscal 2025 are detailed in the following table:

| DESCRIPTION | NICHOLAS LAHANAS | BRADLEY G. SMITH | JOHN HANSON | JOHN D. WALKER | WILLIAM E. BROWN |
|---|---|---|---|---|---|
| Company matching contribution to 401(k) plan | 10,500 | 11,164 | 10,500 | 10,500 | 9,122 |
| Medical insurance premiums and medical reimbursement | 585 | 24,344 | 23,931 | 24,150 | 19,328 |
| Group term life insurance | 1,290 | 1,290 | 1,821 | 1,300 | 321 |
| Car allowance or lease | — | — | 12,000 | 9,600 | — |
| Mobile device | — | 650 | 1,080 | — | — |
| Gift Card | — | 147 | — | — | — |
| Total | $12,375 | $37,596 | $49,332 | $45,550 | $28,771 |

## Employment Agreement – Nicholas Lahanas

Mr. Lahanas resigned as our Chief Financial Officer effective September 28, 2024, and was appointed as Chief Executive Officer effective as of September 29, 2024. Pursuant to a promotion letter dated September 26, 2024, Mr. Lahanas is entitled to an annual base salary of $900,000 and is also eligible to receive an annual bonus at a target rate of 100% of his annual base salary beginning with the 2025 fiscal year. He is also eligible to receive a target annual equity grant of $1,000,000, which will be based upon on his performance and the Company’s performance, as determined by the Compensation Committee. Mr. Lahanas’s employment at the Company is “at will” and may be terminated with or without cause, and with or without notice, at any time at the option of either the Company or Mr. Lahanas. The Company and Mr. Lahanas are also party to a post-employment consulting agreement, pursuant to which Mr. Lahanas will provide consulting services for 24 months upon termination of his employment with the Company. For these services, Mr. Lahanas will be entitled to receive $3,501 on a monthly basis, subject to a 2% increase each year of the agreement, subject to certain confidentiality and non-competition provisions.

## Employment Agreement – Bradley G. Smith

Pursuant to a promotion letter dated September 25, 2024, Mr. Smith is entitled to an annual base salary of $450,000 and is also eligible to receive an annual bonus at a target rate of 50% of his annual base salary beginning with the 2025 fiscal year. He is also eligible to receive a target annual equity grant of $250,000, which will be based upon on his performance and the Company’s performance, as determined by the Compensation Committee. Mr. Smith’s employment at the Company is “at will” and may be terminated with or without cause, and with or without notice, at any time at the option of either the Company or Mr. Smith. The Company and Mr. Smith are also party to a post-employment consulting agreement, pursuant to which Mr. Smith will provide consulting services for 24 months upon termination of his employment with the Company. For these services, Mr. Smith will be entitled to receive $2,500 on a monthly basis.

## Employment Agreement – John Hanson

Effective August 1, 2019, the Company entered into an employment agreement with John Hanson. The employment agreement provides that Mr. Hanson is eligible for an annual bonus, targeted at 50% of base compensation, subject to his and the Company’s performance. The agreement has an indeterminate term, unless terminated for his dismissal with cause, death or disability. The Company may terminate Mr. Hanson’s agreement at any time without cause upon 30 days’ written notice. If the Company terminates Mr. Hanson without cause, he will continue to receive his base salary and health insurance benefits for nine months and will be entitled to continued vesting of previously granted stock options and restricted stock, subject to the execution of a general release of claims. At its option, the Company may pay Mr. Hanson 30 days’ additional salary and benefits in lieu of giving 30 days’ notice. Under the terms of a post-employment consulting agreement, Mr. Hanson will provide consulting services for two years upon termination of his employment with the Company. For these services, Mr. Hanson will be entitled to receive 10% of his last base salary for each year during the consulting period.

## Employment Agreement – John D. Walker

On April 1, 2014, the Company entered into an employment agreement with John D. Walker. This employment agreement provides that Mr. Walker is eligible for an annual bonus, subject to his and the Company’s performance. The agreement has an indeterminate term, unless terminated for his dismissal with cause, death or disability. The Company may terminate Mr. Walker’s agreement at any time without cause. If the Company terminates Mr. Walker without cause, he will continue to receive his base salary for nine months, subject to the execution of a general release of claims. Under the terms of a post-employment consulting agreement, Mr. Walker will provide consulting services for two years upon termination of his employment with the Company. For these services, Mr. Walker will be entitled to receive $2,500 monthly per month the consulting period.

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# Grants of Plan-Based Awards

The following table shows all plan-based awards granted to the named executive officers during fiscal 2025, which ended on September 27, 2025.

| NAME | AWARD TYPE | GRANT DATE | ESTIMATED FUTURE PAYOUTS UNDER NON-EQUITY INCENTIVE PLAN AWARDS[1] THRESHOLD ($) | TARGET ($) | MAXIMUM ($) | ESTIMATED FUTURE PAYOUTS UNDER EQUITY INCENTIVE PLAN AWARDS[2] THRESHOLD (# SHARES) | TARGET (# SHARES) | MAXIMUM (# SHARES) | ALL OTHER STOCK AWARDS: NUMBER OF SHARES OF STOCK OR UNITS | ALL OTHER OPTION AWARDS: NUMBER OF SECURITIES UNDERLYING OPTIONS | EXERCISE OR BASE PRICE OF OPTION AWARDS ($/SH) | GRANT DATE FAIR VALUE OF STOCK AND OPTION AWARDS ($)[3] |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Nicholas Lahanas | PSUs | 2/11/2025 | — | — | — | 9,664 | 14,868 | 33,453 | — | — | — | 500,011 |
| | RSAs[4] | 2/11/2025 | — | — | — | — | — | — | 14,868 | — | — | 500,011 |
| | Annual Bonus Plan | | — | 900,000 | 1,800,000 | — | — | — | — | — | — | — |
| Bradley G. Smith | PSUs | 2/11/2025 | — | — | — | 2,416 | 3,717 | 8,363 | — | — | — | 125,003 |
| | RSAs[4] | 2/11/2025 | — | — | — | — | — | — | 3,717 | — | — | 125,003 |
| | Annual Bonus Plan | | — | 225,000 | 450,000 | — | — | — | — | — | — | — |
| John Hanson | PSUs | 2/11/2025 | — | — | — | 2,416 | 3,717 | 8,363 | — | — | — | 125,003 |
| | RSAs[4] | 2/11/2025 | — | — | — | — | — | — | 3,717 | — | — | 125,003 |
| | RSAs[5] | 2/11/2025 | — | — | — | — | — | — | 35,682 | — | — | 1,199,986 |
| | Annual Bonus Plan | | — | 284,000 | 568,000 | — | — | — | — | — | — | — |
| John D. Walker | PSUs | 2/11/2025 | — | — | — | 2,416 | 3,717 | 8,363 | — | — | — | 125,003 |
| | RSAs[4] | 2/11/2025 | — | — | — | — | — | — | 3,717 | — | — | 125,003 |
| | Annual Bonus Plan | | — | 283,500 | 567,000 | — | — | — | — | — | — | — |
| William E. Brown | RSAs[6] | 2/11/2025 | — | — | — | — | — | — | 13,381 | — | — | 450,003 |
| | RSAs | 2/11/2025 | — | — | — | — | — | — | 22,302 | — | — | 750,016 |
| | Annual Bonus Plan | | — | 154,500 | 309,000 | — | — | — | — | — | — | — |

(1) These amounts reflect the potential threshold, target and maximum annual incentive bonus awards payable to our named executive officers as annual incentive bonuses for fiscal 2025 under our Management Incentive Plan (the "MIP"). Target bonuses under the MIP are expressed as a percentage of the executive's actual annual salary. Amounts are initially calculated based on a pre-determined formula based on actual performance against target net sales, gross margin and EBIT, but the Compensation Committee retains full discretion to determine annual bonuses. While there is no minimum performance threshold to earn a bonus, in no instance will an executive earn a bonus that is more than 200% of the target. See the discussion and analysis regarding the MIP in the CD&A section titled "Annual Bonus Plan" for further information.

(2) These amounts are based on the achievement of certain performance goals and targets over a four-year performance period. The actual number of PSUs earned may vary from the target number and will be determined at the end of the four-year performance period. The vesting percentage for the PSUs ranges from 65% to 225% of target. See the discussion and analysis regarding PSU awards in the CD&A section titled "Performance Share Units" for further information.

(3) The value of a stock award, PSU or stock option is based on the fair value as of the grant date of such award determined pursuant to ASC 718. Please refer to Note 14, "Stock-Based Compensation", in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K filed on November 26, 2025 for the relevant assumptions used to determine the compensation cost of our stock awards. These amounts do not represent the actual value, if any, that may be realized by the named executive officers.

(4) 50% of the restricted shares of Class A Common Stock subject to this award vest on February 11, 2027, and the remaining 50% vest on February 11, 2028, subject to continued service on each applicable vesting date.

(5) This award of restricted shares of Class A Common Stock vests over a five-year period, with 25% of the shares vesting on each of February 11, 2027, 2028, 2029, and 2030, subject to continued service on each applicable vesting date.

(6) This award of restricted shares of Class A Common Stock vests over a five-year period, with one-third of the shares vesting on each of February 11, 2028, 2029 and 2030, subject to continued service on each vesting date.

# Outstanding Equity Awards at Fiscal Year-End

The following table shows all outstanding equity awards held by the named executive officers at the end of fiscal 2025, which ended on September 27, 2025. All awards are for Class A Common Stock.

| | OPTION AWARDS | | | | | STOCK AWARDS | | | |
|---|---|---|---|---|---|---|---|---|---|
| NAME | NUMBER OF SHARES UNDERLYING UNEXERCISED OPTION EXERCISABLE | NUMBER OF SHARES UNDERLYING UNEXERCISED OPTIONS UNEXERCISABLE | EQUITY INCENTIVE PLAN AWARDS: NUMBER OF SHARES UNDERLYING UNEXERCISED UNEARNED OPTIONS | OPTION EXERCISE PRICE[1] ($/SH) | OPTION EXPIRATION DATE | NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED | MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED[2] ($) | EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED[3] | EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED[2] ($) |
| Nicholas Lahanas | 2,129[4] | — | — | 35.22 | 2/9/2027 | — | — | — | — |
| | — | — | — | — | — | 21,930[5] | 658,119 | — | — |
| | — | — | — | — | — | 1,922[6] | 57,679 | — | — |
| | — | — | — | — | — | 3,759[7] | 112,808 | — | — |
| | — | — | — | — | — | 3,788[8] | 113,678 | — | — |
| | — | — | — | — | — | 14,868[9] | 446,189 | — | — |
| | — | — | — | — | — | — | — | 3,751[10] | 112,568 |
| | — | — | — | — | — | — | — | 3,844[11] | 115,358 |
| | — | — | — | — | — | — | — | 3,759[12] | 112,808 |
| | — | — | — | — | — | — | — | 14,868 | 446,189 |
| Bradley G. Smith | 658[4] | — | — | 35.22 | 2/9/2027 | — | — | — | — |
| | — | — | — | — | — | 576[6] | 17,286 | — | — |
| | — | — | — | — | — | 3,007[14] | 90,240 | — | — |
| | — | — | — | — | — | 1,127[7] | 33,821 | — | — |
| | — | — | — | — | — | 3,717[9] | 111,547 | — | — |
| | — | — | — | — | — | — | — | 1,125[10] | 33,761 |
| | — | — | — | — | — | — | — | 1,153[11] | 34,602 |
| | — | — | — | — | — | — | — | 1,127[12] | 33,821 |
| | — | — | — | — | — | — | — | 3,717[13] | 111,547 |
| John Hanson | 8,518[4] | — | — | 35.22 | 2/9/2027 | — | — | — | — |
| | — | — | — | — | — | 1,922[6] | 57,679 | — | — |
| | — | — | — | — | — | 3,759[7] | 112,808 | — | — |
| | — | — | — | — | — | 3,717[9] | 111,547 | — | — |
| | — | — | — | — | — | 35,682[15] | 1,070,817 | — | — |
| | — | — | — | — | — | — | — | 3,751[10] | 112,568 |
| | — | — | — | — | — | — | — | 3,844[11] | 115,358 |
| | — | — | — | — | — | — | — | 3,759[12] | 112,808 |
| | — | — | — | — | — | — | — | 3,717[13] | 111,547 |
| John D. Walker | 8,518[4] | — | — | 35.22 | 2/9/2027 | — | — | — | — |
| | — | — | — | — | — | 21,930[5] | 658,119 | — | — |
| | — | — | — | — | — | 1,922[6] | 57,679 | — | — |
| | — | — | — | — | — | 3,759[7] | 112,808 | — | — |
| | — | — | — | — | — | 3,717[9] | 111,547 | — | — |
| | — | — | — | — | — | — | — | 3,751[10] | 112,568 |
| | — | — | — | — | — | — | — | 3,844[11] | 115,358 |
| | — | — | — | — | — | — | — | 3,759[12] | 112,808 |
| | — | — | — | — | — | — | — | 3,717[13] | 111,547 |

| NAME | OPTION AWARDS: NUMBER OF SHARES UNDERLYING UNEXERCISED OPTION EXERCISABLE | NUMBER OF SHARES UNDERLYING UNEXERCISED OPTIONS UNEXERCISABLE | EQUITY INCENTIVE PLAN AWARDS: NUMBER OF SHARES UNDERLYING UNEXERCISED UNEARNED OPTIONS | OPTION EXERCISE PRICE(1) ($/SH) | OPTION EXPIRATION DATE | STOCK AWARDS: NUMBER OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED | MARKET VALUE OF SHARES OR UNITS OF STOCK THAT HAVE NOT VESTED(2) ($) | EQUITY INCENTIVE PLAN AWARDS: NUMBER OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED(3) | EQUITY INCENTIVE PLAN AWARDS: MARKET OR PAYOUT VALUE OF UNEARNED SHARES, UNITS OR OTHER RIGHTS THAT HAVE NOT VESTED(2) ($) |
|---|---|---|---|---|---|---|---|---|---|
| William E. Brown | 127,942(16) | — | — | 31.18 | 08/11/2026 | — | — | — | — |
| | — | — | — | — | — | 3,786(17) | 113,618 | — | — |
| | — | — | — | — | — | 9,005(18) | 270,240 | — | — |
| | — | — | — | — | — | 13,837(19) | 415,248 | — | — |
| | — | — | — | — | — | 13,534(20) | 406,155 | — | — |
| | — | — | — | — | — | 13,381(21) | 401,563 | — | — |
| | — | — | — | — | — | 22,302(22) | 669,283 | — | — |

(1) All options were granted at the closing market price on the date of grant.

(2) Market value was calculated based on the closing price of $30.01 per share for the Class A Common Stock on September 26, 2025, the last trading day in fiscal 2025.

(3) PSU awards vest based on the achievement of certain performance goals over a four-year performance period. The number of PSUs in this column is based on the target level of achievement. The actual number of PSUs earned may vary from the target number and will be determined at the end of the four-year performance period. The vesting percentage for the PSUs ranges from 50% to 225% of target for PSUs granted in fiscal year 2022, and 65% to 225% of target for PSUs granted in fiscal years 2023, 2024, and 2025. The number of shares issuable pursuant to the PSUs may be increased or decreased by up to 25% based on a relative total shareholder return multiplier.

(4) This option was fully vested on February 9, 2025.

(5) The restricted stock award vests in increments of 50% on each of February 10, 2025, and 2026.

(6) This restricted stock award vests in increments of 50% on each of February 6, 2025 and 2026.

(7) This restricted stock award vests in increments of 50% on each of February 6, 2026 and 2027.

(8) This restricted stock award vests in increments of 25% on May 16, 2026 and 2027, and 50% on May 16, 2028.

(9) This restricted stock award vests in increments of 50% on each of February 11, 2027 and 2028.

(10) The actual number of shares to be earned under the PSU awards to the named executive officers shall be determined by the Compensation Committee based on the extent to which performance goals have been achieved over the four-year performance period, from fiscal years 2022 through 2025. To the extent earned, the PSUs will vest at the end of the four-year performance period on February 9, 2026, subject to the executive being continuously employed by the Company or by one of its affiliates from the grant date through the last day of the performance period.

(11) The actual number of shares to be earned under the PSU awards to the named executive officers shall be determined by the Compensation Committee based on the extent to which performance goals have been achieved over the four-year performance period, from fiscal years 2023 through 2026. To the extent earned, the PSUs will vest at the end of the four-year performance period on February 6, 2027, subject to the executive being continuously employed by the Company or by one of its affiliates from the grant date through the last day of the performance period.

(12) The actual number of shares to be earned under the PSU awards to the named executive officers shall be determined by the Compensation Committee based on the extent to which performance goals have been achieved over the four-year performance period, from fiscal years 2024 through 2027. To the extent earned, the PSUs will vest at the end of the four-year performance period on February 6, 2028, subject to the executive being continuously employed by the Company or by one of its affiliates from the grant date through the last day of the performance period.

(13) The actual number of shares to be earned under the PSU awards to the named executive officers shall be determined by the Compensation Committee based on the extent to which performance goals have been achieved over the four-year performance period, from fiscal years 2025 through 2028. To the extent earned, the PSUs will vest at the end of the four-year performance period on February 11, 2029, subject to the executive being continuously employed by the Company or by one of its affiliates from the grant date through the last day of the performance period.

(14) This restricted stock award vests in increments of 25% on February 6, 2026, 2027, 2028, and 2029.

(15) This restricted stock award vests in increments of 25% on February 11, 2027, 2028, 2029, and 2030.

(16) This option was fully vested on August 11, 2024.

(17) The restricted stock award vests in increments of 50% on each of February 9, 2025, and 2026.

(18) The restricted stock award vests in increments of one-third on each of February 9, 2025, 2026, and 2027.

(19) The restricted stock award vests in increments of one-third on each of February 6, 2026, 2027, and 2028.

(20) The restricted stock award vests in increments of one-third on each of February 6, 2027, 2028, and 2029.

(21) The restricted stock award vests in increments of one-third on each of February 6, 2028, 2029, and 2030.

(22) The restricted stock award vests in increments of 25% on each of February 11, 2027 and 2028, and 50% on February 11, 2029.

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# Option Exercises and Stock Vested

The following table shows all stock options exercised and the value realized upon exercise, and all stock awards vested and the value realized upon vesting, by the named executive officers during fiscal 2025, which ended on September 27, 2025.

| | OPTION AWARDS(1) | | STOCK AWARDS(1) | |
|---|---|---|---|---|
| NAME | NUMBER OF SHARES ACQUIRED ON EXERCISE | VALUE REALIZED ON EXERCISE ($) | NUMBER OF SHARES ACQUIRED ON VESTING | VALUE REALIZED ON VESTING ($) |
| Nicholas Lahanas | — | — | 1,921 | 65,391 |
| | — | — | 1,876 | 61,514 |
| | — | — | 710 | 23,281 |
| | — | — | 21,930 | 719,085 |
| Bradley G. Smith | — | — | 576 | 19,607 |
| | — | — | 562 | 18,428 |
| | — | — | 1,217 | 38,871 |
| | — | — | 218 | 7,148 |
| John Hanson | — | — | 1,921 | 65,391 |
| | — | — | 1,876 | 61,514 |
| | — | — | 710 | 23,281 |
| | — | — | 8,775 | 272,113 |
| John D. Walker | — | — | 1,921 | 65,391 |
| | — | — | 1,876 | 61,514 |
| | — | — | 710 | 23,281 |
| | — | — | 21,930 | 719,085 |
| William E. Brown | — | — | 4,501 | 147,588 |
| | — | — | 3,786 | 124,143 |
| | — | — | 4,386 | 143,817 |

(1) Company Class A Common Stock.

## NONQUALIFIED DEFERRED COMPENSATION

The following table sets forth contributions, earnings, and distributions during fiscal 2025, and account balance as of September 27, 2025, for each of the named executive officers, under our nonqualified Deferred Compensation Plan:

| NAME | EXECUTIVE CONTRIBUTIONS IN LAST FISCAL YEAR ($) | REGISTRANT CONTRIBUTIONS IN LAST FISCAL YEAR ($) | AGGREGATE EARNINGS (LOSS) IN LAST FISCAL YEAR(1) ($) | AGGREGATE WITHDRAWALS/ DISTRIBUTIONS ($) | AGGREGATE BALANCE AT LAST FISCAL YEAR END ($) |
|---|---|---|---|---|---|
| Nicholas Lahanas | 123,952 | — | 93,641 | — | 643,809 |
| Bradley G. Smith | 65,729 | — | 13,863 | — | 156,278 |
| John Hanson | 96,540 | — | 32,943 | — | 565,726 |
| John D. Walker | 78,115 | — | 45,877 | — | 505,423 |
| William E. Brown | — | — | — | — | — |

(1) None of the earnings in this column are included in the Summary Compensation Table because they were not preferential or above market.

## EQUITY COMPENSATION PLAN INFORMATION

The following table gives information about the Company's Common Stock and Class A Common Stock that may be issued upon the exercise of options, warrants and rights under its existing equity compensation plans as of September 27, 2025.

| PLAN CATEGORY | NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS | WEIGHTED AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS | NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A)) |
|---|---|---|---|
| | (A) | (B) | (C) |
| Equity compensation plans approved by security holders | 560,815 | $30.74 | 15,573,302(2) |
| Equity compensation plans not approved by security holders | — | — | — |
| Total | 560,815(1) | $30.74 | 15,573,302(2) |

(1) Includes 451,917 shares of Class A Common Stock issuable upon exercise of options granted under the 2003 Omnibus Equity Incentive Plan and 108,898 shares of Class A Common Stock issuable upon exercise of options granted under the Nonemployee Director Equity Incentive Plan.

(2) Includes 4,458,492 shares of Common Stock and 10,363,393 shares of Class A Common Stock available for issuance under the 2003 Omnibus Equity Incentive Plan and 109,728 shares of Common Stock and 641,689 shares of Class A Common Stock available for issuance under the Nonemployee Director Equity Incentive Plan.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL

Some of our executive officers have employment agreements with us. Such employment agreements are terminable at any time. Under some of these agreements, if an executive is terminated by us without "cause" the executive is entitled to a lump sum payment plus continuation of all benefits associated with the executive's employment as provided below.

SEC regulations require that the Company estimate the value of severance benefits payable to the named executive officers assuming that the triggering event (a termination without cause or a change-in-control) occurred on September 27, 2025, the last day of the Company's 2025 fiscal year.

As a general matter, potential payments upon termination or change in control are not part of the Company's compensation objectives and are not used, except (i) when necessary to recruit new executives and (ii) to secure non-compete and post-termination consulting agreements that are intended to protect the Company's confidential information and are conditioned upon the executive not going to work for one of the Company's principal competitors. The Company's equity-based compensation plans and employment agreements do not provide for special payments to the Company's named executive officers upon a change-in-control of the Company. As a result, the Compensation Committee's decisions regarding other compensation elements for the executive officers are not impacted by these arrangements.

| NAME | SALARY CONTINUATION | POST-EMPLOYMENT CONSULTING PAYMENTS | PAY IN LIEU OF NOTICE | HEALTH AND EMPLOYEE BENEFITS | EQUITY VESTING(1) | TOTAL |
|---|---|---|---|---|---|---|
| Nicholas Lahanas(2) | — | $ 84,864 | — | — | — | $ 84,864 |
| Bradley G. Smith(3) | — | $ 60,000 | — | — | — | $ 60,000 |
| John Hanson(4) | $426,000 | $105,800 | $47,333 | $18,000 | $1,805,132 | $2,402,265 |
| John D. Walker(5) | $425,250 | $ 60,000 | — | — | — | $ 485,250 |
| William E. Brown(6) | — | — | — | — | — | — |

(1) The value of PSUs, restricted stock and options issued for which vesting would be extended in connection with a termination is calculated based on the closing price for Class A Common Stock on September 26, 2025, the last trading day in fiscal 2025, of $30.01.

(2) The Company and Mr. Lahanas are party to a Post-Employment Consulting Agreement, pursuant to which Mr. Lahanas will provide consulting services for 24 months upon termination of his employment with the Company. For these services, Mr. Lahanas would be entitled to receive $3,501 on a monthly basis in fiscal 2025 and $3,571 on a monthly basis in fiscal 2026, subject to a 2% increase each year of the agreement, subject to certain confidentiality and non-competition provisions.

(3) The Company and Mr. Smith are party to a Post-Employment Consulting Agreement, pursuant to which Mr. Smith will provide consulting services for 24 months upon termination of his employment with the Company. For these services, Mr. Smith will be entitled to receive $2,500 on a monthly basis, subject to certain confidentiality and non-competition provisions.

(4) Pursuant to Mr. Hanson's employment agreement, if the Company terminates Mr. Hanson without cause, he will continue to receive his base salary and health insurance benefits (estimated to be $2,000 per month) for nine months and will be entitled to continued vesting of previously granted stock options and restricted stock, subject to the execution of a general release of claims. The Company is required to provide Mr. Hanson with 30 days' notice before a termination without cause. At its option, the Company may pay Mr. Hanson 30 days' additional salary and benefits, or approximately $47,333 in lieu of giving 30 days' notice. In addition, Mr. Hanson is a party to a Post-Employment Consulting Agreement pursuant to which he has committed to making himself available to the Company for consulting services for 10 hours per month for the two years after termination of employment with the Company. Mr. Hanson will receive approximately $4,408 per month for such consulting services, subject to certain confidentiality and non-competition provisions.

(5) Pursuant to Mr. Walker's employment agreement, if the Company terminates Mr. Walker without cause, he will continue to receive his base salary for nine months, subject to the execution of a general release of claims. In addition, Mr. Walker is a party to a Post-Employment Consulting Agreement pursuant to which he has committed to making himself available to the Company for consulting services for 10 hours per month for the two years after termination of employment with the Company. Mr. Walker will receive $2,500 per month for such consulting services, subject to certain confidentiality and non-competition provisions.

(6) Mr. Brown is not entitled to any potential payments upon a termination or change-in-control.

## CEO PAY RATIO

The annual total compensation of Mr. Lahanas, our Chief Executive Officer, was $1,905,762 in fiscal 2025, as reflected in the Summary Compensation Table. Based on reasonable estimates, the median annual total compensation of all employees of the Company and its subsidiaries, excluding its Chief Executive Officer, was $49,985 for fiscal 2025. Accordingly, for fiscal 2025, the ratio of the annual total compensation of the Company's Chief Executive Officer to the median of the annual total compensation of all our other employees (the "Pay Ratio") was 40 to 1. Mr. Lahanas's annual total compensation does not include any annual bonus earned for fiscal 2025 as such bonus has not been determined as of the date of this Proxy Statement. If the target amount of Mr. Lahanas's bonus was included in his annual total compensation, then the Pay Ratio would have been 54 to 1.

To identify the median employee and the annual total compensation of the median employee, the methodology and the material assumptions, adjustments and estimates that the Company used were as follows:

- The Company selected September 27, 2025, which is within the last three months of fiscal 2025, to identify its employee population.
- As permitted by SEC rules, in identifying our employee population, the Company also excluded a total of 216 employees located in the following international jurisdictions representing in the aggregate less than 2.9% of its employee population as a whole: Canada (147 employees); and Mexico (69 employees).
- The employee population, prior to taking into consideration these exclusions, consisted of approximately 6,192 individuals. The employee population, after taking into consideration these exclusions, consisted of approximately 5,956 individuals.
- To identify the median employee from its employee population, the Company selected total taxable cash compensation as the measure of compensation.
- The Company then determined its median employee and calculated the annual total compensation of this employee for fiscal 2025 based on the Summary Compensation Table rules.

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## PAY VERSUS PERFORMANCE

This section provides disclosure about the relationship between executive compensation actually paid to our principal executive officer (PEO) and non-PEO NEOs and certain financial performance measures of the Company for the fiscal years listed below. In the table below, Mr. Lahanas is referred to as “PEO 1,” Mr. Cofer is referred to as “PEO 2” and Ms. Springer is referred to as “PEO 3”. This disclosure has been prepared in accordance with Item 402(v) of Regulation S-K under the Exchange Act (the “Pay Versus Performance Rules”) and does not necessarily reflect how the Compensation Committee evaluates compensation decisions.

| | | | | | | | | | VALUE OF INITIAL FIXED $100 INVESTMENT BASED ON: | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| YEAR (A)(1) | SUMMARY COMPENSATION TABLE TOTAL FOR PEO 1 (B) | COMPENSATION ACTUALLY PAID TO PEO 1 (C)(2)(3) | SUMMARY COMPENSATION TABLE TOTAL FOR PEO 2 (D) | COMPENSATION ACTUALLY PAID TO PEO 2 (E)(2) | SUMMARY COMPENSATION TABLE TOTAL FOR PEO 3 (F) | COMPENSATION ACTUALLY PAID TO PEO 3 (G)(2) | AVERAGE SUMMARY COMPENSATION TABLE TOTAL FOR NON-PEO NEOS (H) | AVERAGE COMPENSATION ACTUALLY PAID TO NON-PEO NEOS (I)(2)(4) | TOTAL SHAREHOLDER RETURN (J) | PEER GROUP TOTAL SHAREHOLDER RETURN (K)(5) | NET INCOME (IN THOUSANDS) (L) | EBIT (IN THOUSANDS) (M)(6) |
| 2025 | $1,905,762 | $1,558,219 | N/A | N/A | N/A | N/A | $1,297,504 | $1,045,734 | $112.32 | $121.25 | $162,843 | $250,042 |
| 2024 | N/A | N/A | $ 95,271 | ($7,498,443) | $1,055,775 | $1,061,613 | $ 843,256 | $1,040,825 | $123.88 | $138.35 | $107,983 | $185,387 |
| 2023 | N/A | N/A | $6,615,838 | $7,992,997 | N/A | N/A | $1,033,257 | $1,443,326 | $116.77 | $110.46 | $125,643 | $210,646 |
| 2022 | N/A | N/A | $7,206,424 | $4,579,964 | N/A | N/A | $ 912,291 | $ 111,595 | $ 99.58 | $ 99.70 | $152,152 | $260,036 |
| 2021 | N/A | N/A | $5,026,006 | $6,736,432 | N/A | N/A | $1,012,168 | $1,853,314 | $123.47 | $103.94 | $151,746 | $254,496 |

(1) The following table lists the PEO and non-PEO NEOs for each of fiscal years 2021, 2022, 2023, 2024, and 2025.

| YEAR | PEO | NON-PEO NEOS |
|---|---|---|
| 2025 | Nicholas Lahanas | Bradley G. Smith, John Hanson, John D. Walker, and William E. Brown |
| 2024 | Timothy P. Cofer, Mary Beth Springer | Nicholas Lahanas, John Hanson, John D. Walker, and William E. Brown |
| 2023 | Timothy P. Cofer | Nicholas Lahanas, John D. Walker, Joyce M. McCarthy, and John Hanson |
| 2022 | Timothy P. Cofer | Nicholas Lahanas, William E. Brown, John D. Walker, and John Hanson |
| 2021 | Timothy P. Cofer | Nicholas Lahanas, William E. Brown, John D. Walker, and John Hanson |

(2) The dollar amounts reported represent the amount of “compensation actually paid,” as calculated in accordance with the Pay Versus Performance Rules. These dollar amounts do not reflect the actual amounts of compensation earned by or paid to our NEOs during the applicable year. For purposes of calculating “compensation actually paid,” the fair value of equity awards is calculated in accordance with ASC Topic 718 using the same assumption methodologies used to calculate the grant date fair value of awards for purposes of the Summary Compensation Table (please refer to Note 2 in “Executive Compensation of Executive Officers – Summary Compensation Table” for additional information).

(3) The following table shows the amounts deducted from and added to the Summary Compensation Table total to calculate “compensation actually paid” to Mr. Lahanas in accordance with the Pay Versus Performance Rules:

| | | PENSION PLAN ADJUSTMENTS | | EQUITY AWARD ADJUSTMENTS | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| YEAR | SUMMARY COMPENSATION TABLE TOTAL FOR PEO 1 | CHANGE IN PENSION VALUE | PENSION SERVICE COST | REPORTED VALUE OF EQUITY AWARDS | FAIR VALUE AT FISCAL YEAR END OF OUTSTANDING AND UNVESTED EQUITY AWARDS GRANTED IN THE FISCAL YEAR | CHANGE IN FAIR VALUE OF OUTSTANDING AND UNVESTED EQUITY AWARDS GRANTED IN PRIOR FISCAL YEARS | FAIR VALUE AT VESTING OF EQUITY AWARDS GRANTED AND VESTED IN THE FISCAL YEAR | CHANGE IN FAIR VALUE AS OF THE VESTING DATE OF EQUITY AWARDS GRANTED IN PRIOR FISCAL YEARS THAT VESTED IN THE FISCAL YEAR | FAIR VALUE AS OF THE PRIOR FISCAL YEAR END OF EQUITY AWARDS GRANTED IN PRIOR FISCAL YEARS THAT FAILED TO MEET VESTING CONDITIONS IN THE FISCAL YEAR | VALUE OF DIVIDENDS OR OTHER EARNINGS PAID ON EQUITY AWARDS NOT OTHERWISE REFLECTED IN TOTAL COMPENSATION | COMPENSATION ACTUALLY PAID TO PEO 1 |
| 2025 | $1,905,762 | N/A | N/A | ($1,000,022) | $940,908 | ($190,089) | $0 | ($98,340) | $0 | $0 | $1,558,219 |

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(4) The following table shows the amounts deducted from and added to the average Summary Compensation Table total compensation to calculate the average “compensation actually paid” to our non-PEO NEOs in accordance with the Pay Versus Performance Rules.

| | | PENSION PLAN ADJUSTMENTS | | EQUITY AWARD ADJUSTMENTS | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| YEAR | AVERAGE SUMMARY COMPENSATION TABLE TOTAL FOR NON-PEO NEOS | AVERAGE CHANGE IN PENSION VALUE | AVERAGE PENSION SERVICE COST | AVERAGE REPORTED VALUE OF EQUITY AWARDS | AVERAGE FAIR VALUE AT FISCAL YEAR END OF OUTSTANDING AND UNVESTED EQUITY AWARDS GRANTED IN THE FISCAL YEAR | AVERAGE CHANGE IN FAIR VALUE OF OUTSTANDING AND UNVESTED EQUITY AWARDS GRANTED IN PRIOR FISCAL YEARS | AVERAGE FAIR VALUE AT VESTING OF EQUITY AWARDS GRANTED AND VESTED IN THE FISCAL YEAR | AVERAGE CHANGE IN FAIR VALUE AS OF THE VESTING DATE OF EQUITY AWARDS GRANTED IN PRIOR FISCAL YEARS THAT VESTED IN THE FISCAL YEAR | AVERAGE FAIR VALUE AS OF THE PRIOR FISCAL YEAR END OF EQUITY AWARDS GRANTED IN PRIOR FISCAL YEARS THAT FAILED TO MEET VESTING CONDITIONS IN THE FISCAL YEAR | AVERAGE VALUE OF DIVIDENDS OR OTHER EARNINGS PAID ON EQUITY AWARDS NOT OTHERWISE REFLECTED IN TOTAL COMPENSATION | AVERAGE COMPENSATION ACTUALLY PAID TO NON-PEO NEOS |
| **2025** | $1,297,504 | N/A | N/A | ($787,506) | $711,836 | ($120,552) | $0 | ($55,548) | $0 | $0 | $1,045,734 |

(5) In accordance with the Pay Versus Performance Rules, the Company and the Company’s peer group total shareholder return (the “Peer Group TSR”) is determined based on the value of an initial fixed investment of $100 on September 28, 2019, through the end of the listed fiscal year. The Peer Group TSR set forth in this table was determined using Dow Jones U.S. Non-durable Household Products Index, which we also use in preparing the stock performance graph required by Item 201(e) of Regulation S-K for our Annual Report for the fiscal year ended September 27, 2025.

(6) We have determined that EBIT, which the Company defines for compensation purposes as earnings before interest, taxes and other income (expense), is the financial performance measure that, in the Company’s assessment, represents the most important financial performance measure used to link “compensation actually paid” to our NEOs, for fiscal year 2025, to company performance (the “Company Selected Measure” as defined in the Pay Versus Performance Rules).

## Tabular Disclosure of Most Important Performance Measures

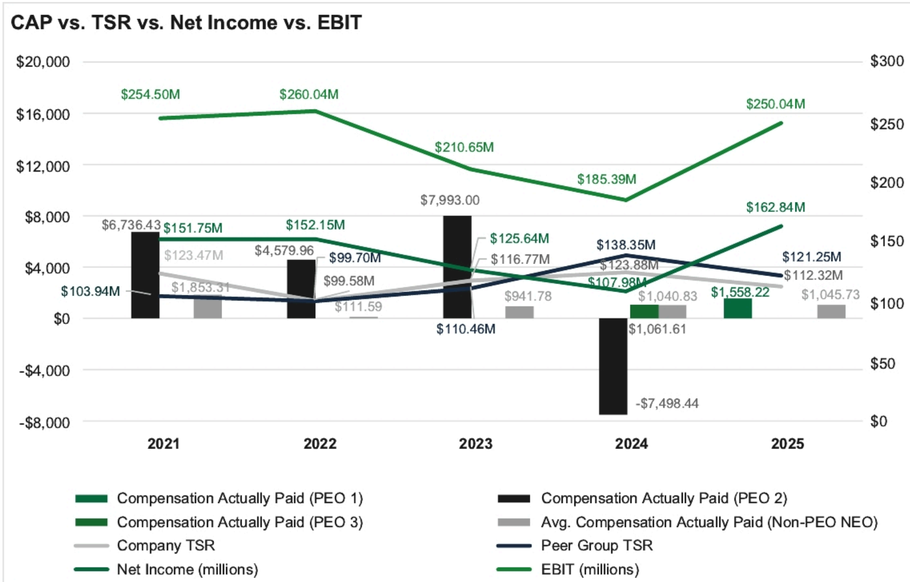
In accordance with the Pay Versus Performance Rules, the following table lists the six measures that, in the Company’s assessment, represent the most important financial performance measures used to link “compensation actually paid” to the Company’s NEOs, for fiscal year 2025, to Company performance, as further described in our Compensation Discussion and Analysis within the sections titled “Executive Compensation – Compensation Discussion and Analysis – Allocation and Amount” and “Executive Compensation – Compensation Discussion and Analysis – Equity Awards – Performance Share Units.”

| MOST IMPORTANT PERFORMANCE MEASURES |
|---|
| Earnings Before Interest, Tax, and Other Income (Expense), or EBIT |
| Net Sales |
| Non-GAAP Gross Margin |
| Organic EBIT CAGR |
| Organic Net Sales CAGR |
| Relative Total Shareholder Return |

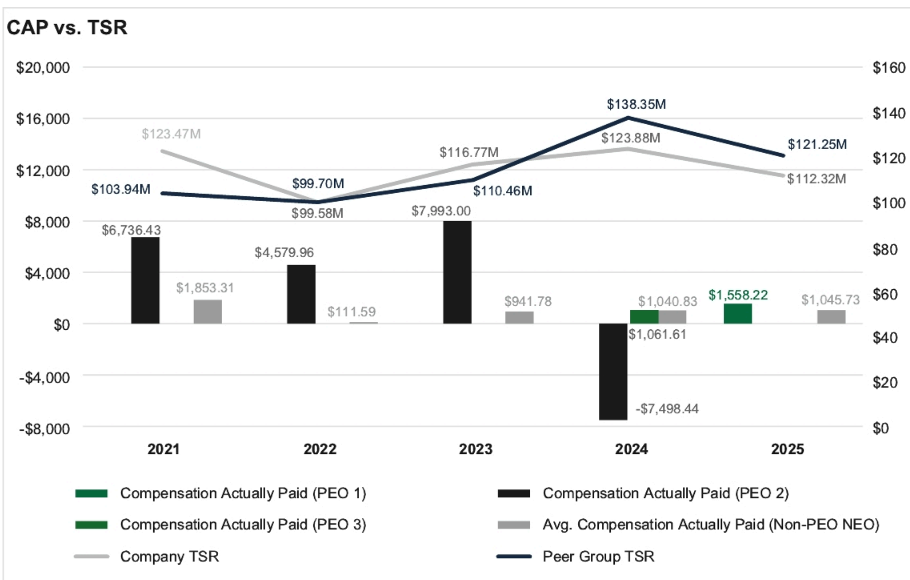
## Relationship Between "Compensation Actually Paid" and Performance Measures

In accordance with the Pay Versus Performance Rules, the charts below illustrate how "compensation actually paid" to the NEOs aligns with the Company's financial performance as measured by TSR, net income, and EBIT as well as a comparison of TSR and Peer Group TSR.

*Compensation Actually Paid, TSR, Net Income, and EBIT*




*Compensation Actually Paid and TSR*



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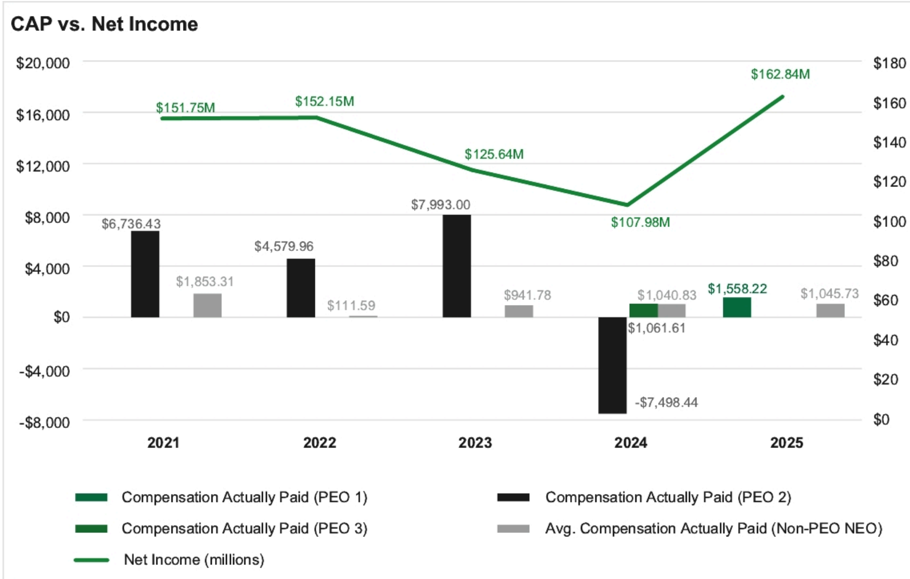
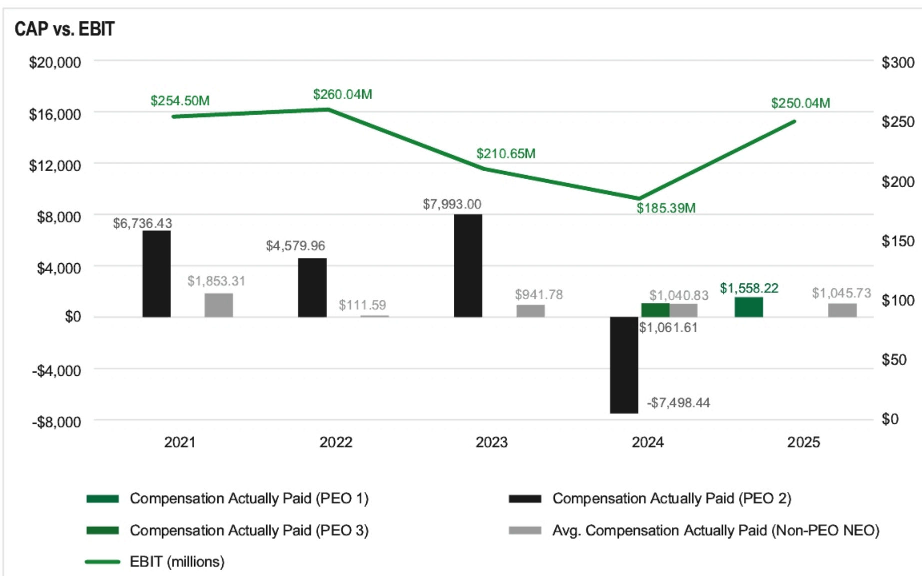
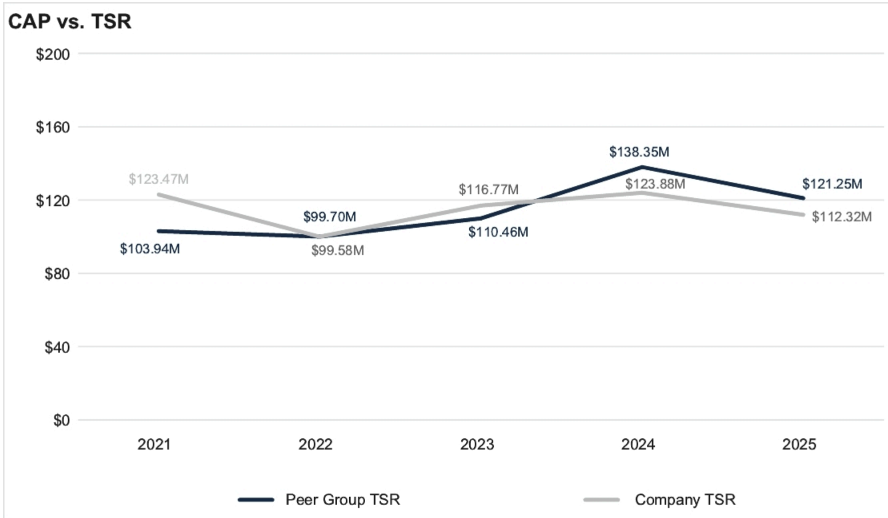
*Compensation Actually Paid and Net Income*




*Compensation Actually Paid and EBIT*



*Company TSR vs. Peer Group TSR*




REVIEW, APPROVAL OR RATIFICATION OF TRANSACTIONS WITH RELATED PERSONS

The Company's Board of Directors has adopted a written related person transactions policy. The Audit Committee reviews the material facts of all interested transactions that require the Audit Committee's approval and either approves or disapproves of any transaction in which (1) the aggregate amount involved will or may be expected to exceed $120,000 in any calendar year, (2) the Company is a participant, and (3) any executive officer, director or greater than 5% beneficial owner of the Company's Common Stock (or an immediate family member of any of the foregoing) has or will have a direct or indirect interest. In determining whether to approve or ratify an interested transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the interested transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related party's interest in the transaction. If a director is a related party of an interested transaction he or she does not participate in any discussion or approval of that interested transaction, except that the director is required to provide all material information concerning the interested transaction to the Audit Committee. If an interested transaction will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the related party. Thereafter, the Audit Committee, on at least an annual basis, will review and assess ongoing relationships with the related party to confirm that the related party is in compliance with the Committee's guidelines and that the interested transaction remains appropriate.

TRANSACTIONS WITH THE COMPANY

## Diamond Fork

In 2014, the Company acquired 50% ownership interests in two joint ventures ("CSA"), which have exclusive rights to a patented antimicrobial molecule for animal and EPA product uses. Diamond Fork Enterprises, LLC ("Diamond Fork") licenses the rights from Brigham Young University ("BYU") and sublicenses the rights to CSA. In 2019, Mr. Brown, the Company's Chairman, acquired 80% of the equity interest of Diamond Fork. Diamond Fork is obligated to pay BYU minimum annual royalties and to reimburse BYU for IP maintenance expenses. Under the sublicense agreement, CSA agreed to reimburse Diamond Fork for the royalties and expenses to the extent they relate to animal rights or EPA rights. During fiscal 2025, CSA reimbursed Diamond Fork in the amount of $266,000 for such royalties and expenses.

## Brooks M. Pennington

A division of Pennington Seed, a subsidiary of the Company, purchased approximately $1.3 million of feed products from Wildlife Foods, LLC, a company owned by Mr. Pennington's son-in-law (which manufactures corn-based bird feed ingredients) during the fiscal year ended September 27, 2025.

# Stock Ownership of Management and Principal Shareholders

The following table indicates, as to each director and nominee, each named executive officer and each holder known to the Company to be the beneficial owner of more than 5% of any voting class of the Company's common stock, the number of shares and percentage of the Company's stock beneficially owned as of December 15, 2025.

| BENEFICIAL OWNER(1) | NUMBER OF CLASS B SHARES | NUMBER OF COMMON SHARES | NUMBER OF CLASS A COMMON SHARES | PERCENT(2) | PERCENT OF TOTAL VOTING POWER(3) |
|---|---|---|---|---|---|
| **Named Executive Officers:** | | | | | |
| William E. Brown | 1,600,459 | 1,386,792(4) | 1,432,565(5) | 7.1 | 56.3 |
| Nicholas Lahanas | — | — | 88,721(6) | — | — |
| John Hanson | — | — | 62,582(7) | — | — |
| Bradley G. Smith | — | — | 10,667(8) | — | — |
| John D. Walker | — | — | 75,846(9) | — | — |
| George A. Yuhas | — | — | 33,471(10) | — | — |
| **Directors and Nominees:** | | | | | |
| Courtnee Chun | — | — | 26,322(11) | — | — |
| Lisa Coleman | — | — | 17,892(12) | — | — |
| Brendan P. Dougher | — | — | 22,763(13) | — | — |
| Randal D. Lewis | — | — | 4,255 | — | — |
| Christopher T. Metz | — | — | 23,364(14) | — | — |
| Brooks M. Pennington III(15) | — | 145,498(16) | 119,929(17) | * | * |
| John R. Ranelli | — | 7,039(18) | 21,873(19) | * | * |
| Mary Beth Springer | — | — | 40,638(20) | — | — |
| All directors and executive officers as a group (16 persons) | 1,600,459 | 1,539,329 | 1,980,888 | 8.2 | 57.1 |
| **Five Percent Shareholders:** | | | | | |
| BlackRock, Inc.(21) | — | 1,485,825 | 7,525,829 | 14.5 | 7.9 |
| The Vanguard Group(22) | — | 1,100,839 | 5,770,441 | 11.0 | 5.8 |
| Dimensional Fund Advisors LP(23) | — | 773,566 | 3,308,241 | 6.6 | 4.1 |
| Allspring Global Investments Holdings, LLC(24) | — | 811,192 | 1,869,424 | 4.3 | 4.3 |

(*) Less than 1%.

(1) Unless otherwise indicated, the address of each beneficial owner listed below is 1340 Treat Blvd., Suite 600, Walnut Creek, California 94597.

(2) Represents the number of shares of Class B Stock, Common Stock and Class A Common Stock beneficially owned by each shareholder as a percentage of the total number of shares of Class B Stock, Common Stock and Class A Common Stock outstanding. As of December 15, 2025, there were 1,602,374 shares of Class B Stock, 9,650,221 shares of Common Stock and 50,981,561 shares of Class A Common Stock outstanding.

(3) Represents the percentage of the voting power of each shareholder after giving effect to the disparate voting rights among the Class B Stock, Common Stock and Class A Common Stock. The voting powers of the Common Stock and the Class B Stock are identical in all respects, except that the holders of Common Stock are entitled to one vote per share and the holders of Class B Stock are entitled to the lesser of 10 votes per share or 49% of the total votes cast. Shares of Class A Common Stock generally have no voting rights unless otherwise required by Delaware law.

(4) Includes 1,138,121 shares of Common Stock subject to a pledge.

(5) Includes 127,942 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025. Includes 419,596 shares of Class A Common Stock subject to a pledge. Includes 374,258 shares of Class A Common Stock held by various irrevocable family trusts. Mr. Brown and his spouse are co-trustees of the trusts, and the beneficiaries are immediate family members of Mr. Brown. Mr. Brown disclaims beneficial ownership of the shares held by the trusts.

(6) Includes 2,129 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025. Excludes units held in the CENTA Stock Fund in the Company's 401(k) plan.

(7) Includes 8,518 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025. Excludes units held in the CENTA Stock Fund in the Company's 401(k) plan.

(8) Includes 658 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025. Excludes units held in the CENTA Stock Fund in the Company's 401(k) plan.

(9) Includes 8,518 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025. Excludes units held in the CENTA Stock Fund in the Company's 401(k) plan.

(10) Includes 27,576 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025. Excludes units held in the CENTA Stock Fund in the Company's 401(k) plan.

(11) Includes 11,643 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025.

(12) Includes 8,100 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025.

(13) Includes 6,688 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025.

(14) Includes 11,643 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025.

(15) The address of Mr. Pennington is 169 South Main Street, P.O. Box 231, Madison, GA 30650.

(16) Includes 7,604 shares held by Pennington Management Company II, LLC, in which Mr. Pennington has an ownership interest and of which Mr. Pennington is the president; and 6,938 shares owned by his spouse. Mr. Pennington disclaims beneficial ownership of the 7,604 shares held by Pennington Management Company II, LLC, except to the extent of his pecuniary interest therein, and the 6,938 shares held by his spouse.

(17) Includes 11,643 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025. Includes 43,750 shares held by BPCB Timber Company LLC, in which Mr. Pennington has an ownership interest and of which Mr. Pennington is the Chief Executive Officer, 20,911 shares held by Pennington Management Company II, LLC, in which Mr. Pennington has an ownership interest and of which Mr. Pennington is the president; and 6,579 shares owned by his spouse. Mr. Pennington disclaims beneficial ownership of the 43,750 shares held by BPCB Timber Company LLC and the 20,911 shares held by Pennington Management Company II, LLC, except, in each case, to the extent of his pecuniary interest therein, and the 6,579 shares held by his spouse. Excludes units held in the CENTA Stock Fund in the Company's 401(k) plan.

(18) Includes 7,039 shares of Common Stock held in the John R. Ranelli Trust, as to which Mr. Ranelli disclaims beneficial ownership, except to the extent of his pecuniary interest therein.

(19) Includes 20,446 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025 and 1,427 shares of Class A Common Stock held in the John R. Ranelli Trust, as to which Mr. Ranelli disclaims beneficial ownership, except to the extent of his pecuniary interest therein.

(20) Includes 20,446 shares of Class A Common Stock issuable upon exercise of outstanding options exercisable within 60 days of December 15, 2025.

(21) The address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055. The foregoing information is solely from a Schedule 13G/A reflecting beneficial holdings of the Company's common stock filed on April 30, 2025 and a Schedule 13G/A reflecting beneficial holdings of the Company's Class A common stock filed on April 30, 2025.

(22) The address of The Vanguard Group is 100 Vanguard Blvd. Malvern, Pennsylvania 19355. The foregoing information is solely from a Schedule 13G/A reflecting beneficial holdings of the Company's common stock filed on October 30, 2025 and a Schedule 13F reflecting beneficial holdings of the Company's Class A common stock filed on November 7, 2025.

(23) The address of Dimensional Fund Advisors LP is 6300 Bee Cave Road, Austin, Texas 78746. The foregoing information is solely from a Schedule 13G/A reflecting beneficial holdings of the Company's common stock filed on February 9, 2024 and a Form 13F reflecting beneficial holdings of the Company's Class A common stock filed on November 12, 2025.

(24) The address of Allspring Global Investments Holdings, LLC, Allspring Global Investments, LLC and Allspring Funds Management, LLC is 525 Market St., 10th Fl., San Francisco, CA 94105. The foregoing information is solely from a joint Schedule 13G/A reflecting shared beneficial holdings of the Company's common stock by the three shareholders filed on January 13, 2025 and a Schedule 13F reflecting beneficial holdings of the Company's Class A common stock filed on October 20, 2025.

# Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company's executive officers and directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the SEC.

Based solely on its review of forms filed with the SEC, or written representations from certain reporting persons that no Forms 5 were required for those persons, the Company believes that, during the period from September 29, 2024 to September 27, 2025, all filing requirements applicable to its executive officers, directors and greater than 10% beneficial owners were satisfied, except for the following:

| NAME OF REPORTING PERSON | TYPE OF REPORT AND NUMBER FILED LATE | NO. OF TRANSACTIONS REPORTED LATE |
|---|---|---|
| John R. Ranelli | Form 4 | 1[1] |

(1) Form 4 filed on 8/28/2025.

# Code of Ethics

The Company has adopted a code of ethics that applies to all of its directors, officers and employees, including its principal executive officer, principal financial and accounting officer, controller and certain other senior financial personnel. The Code of Ethics is available at the Company's website at ir.central.com/investors/governance/governance-documents.

# Other Matters

The accompanying proxy card grants the proxy holders discretionary authority, to the extent authorized by Rule 14a-4(c) under the Exchange Act, to vote on any matter raised at the Annual Meeting. As of the date of this Proxy Statement, there are no other matters which management intends to present or has reason to believe others will present at the Annual Meeting. If other matters properly come before the Annual Meeting, those who act as proxies will vote in accordance with their judgment.

# Shareholder Proposals

If any shareholder intends to present a proposal for action at the Company's annual meeting in February 2027 and wishes to have such proposal set forth in management's Proxy Statement, such shareholder must forward the proposal to the Company so that it is received on or before August 24, 2026. Proposals should be addressed to the Company at 1340 Treat Blvd., Suite 600, Walnut Creek, California 94597, Attention: Corporate Secretary.

If a shareholder intends to submit a proposal at the Company's annual meeting in February 2027, which is not intended to be included in the Company's Proxy Statement and form of proxy relating to that annual meeting, the shareholder should give appropriate notice no later than November 7, 2026. If the shareholder fails to submit the proposal by such date, the shareholder may still submit a proposal at the meeting but the Company will not be required to provide any information about the nature of the proposal in its Proxy Statement and the proxy holders will be allowed to use their discretionary voting authority if the proposal is raised at the Company's annual meeting in February 2027.

# Manner and Cost of Solicitation

The Board of Directors of Central Garden & Pet Company is sending you this Proxy Statement in connection with its solicitation of proxies for use at the Company's Annual Meeting of Shareholders. Certain directors, officers and employees of the Company may solicit proxies on behalf of the Board of Directors by mail, phone, fax or in person. All expenses in connection with the solicitation of this proxy, including the charges of brokerage houses and other custodians, nominees or fiduciaries for forwarding documents to shareholders, will be paid by the Company.

By Order of the Board of Directors

**George A. Yuhas**
Secretary

Dated: December 22, 2025

CENTRAL GARDEN & PET

CENTRAL GARDEN & PET COMPANY
1340 TREAT BOULEVARD, SUITE 600
WALNUT CREEK, CA 94597

**SCAN TO VIEW MATERIALS & VOTE**

**VOTE BY INTERNET**
*Before The Meeting* - Go to **www.proxyvote.com or scan the QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on February 10, 2026 for shares held directly and by 11:59 p.m. Eastern Time on February 6, 2026 for shares held in a Plan. Follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to **www.virtualshareholdermeeting.com/CENT2026**

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on February 10, 2026 for shares held directly and by 11:59 p.m. Eastern Time on February 6, 2026 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V82042-P40774 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**CENTRAL GARDEN & PET COMPANY**

**The Board of Directors recommends you vote FOR the following:**

| | For All | Withhold All | For All Except |
|---|---|---|---|
| 1. Election of Directors | ☐ | ☐ | ☐ |

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

______________________________

**Nominees:**

01) William E. Brown
02) Courtnee Chun
03) Brendan P. Dougher
04) Nicholas Lahanas
05) Randal D. Lewis
06) Christopher T. Metz
07) Brooks M. Pennington III
08) John R. Ranelli
09) M. Beth Springer

**The Board of Directors recommends you vote FOR the following proposals:**

| | For | Against | Abstain |
|---|---|---|---|
| 2. To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending on September 26, 2026. | ☐ | ☐ | ☐ |
| 3. To approve an advisory vote on the compensation of the Company's named executive officers as described in the accompanying proxy statement. | ☐ | ☐ | ☐ |

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

| Signature [PLEASE SIGN WITHIN BOX] | Date | Signature (Joint Owners) | Date |
|---|---|---|---|
| | | | |

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**
The Notice and Proxy Statement, 2025 Annual Report and Shareholder Letter are available at www.proxyvote.com.

V82043-P40774

**CENTRAL GARDEN & PET COMPANY**
**Annual Meeting of Shareholders**
**February 11, 2026 10:30 a.m. Pacific Time**
**This proxy is solicited by the Board of Directors**

The undersigned hereby appoints William E. Brown and Nicholas Lahanas, and each of them, with power to act without the other and with the power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and to vote, as provided on the other side, all the shares of Central Garden & Pet Company which the undersigned is entitled to vote, and, in their discretion, to vote upon such other business as may properly come before the 2026 Annual Meeting of Shareholders to be held virtually over the Internet on February 11, 2026 at 10:30 a.m. Pacific Time or at any adjournment or postponement thereof, with all the powers which the undersigned would possess if participating in the Meeting.

**THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" THE ELECTION OF DIRECTORS, "FOR" PROPOSAL 2 AND "FOR" PROPOSAL 3.**

**Continued and to be signed on reverse side**