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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 30, 2025**

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**The Scotts Miracle-Gro Company**

(Exact name of registrant as specified in its charter)

<b>Ohio</b> (State or other jurisdiction of incorporation or organization)	<b>001-11593</b> (Commission File Number)	<b>31-1414921</b> (IRS Employer Identification No.)
<b>14111 Scottslawn Road</b> (Address of principal executive offices)	<b>Marysville      Ohio</b>	<b>43041</b> (Zip Code)

**Registrant's telephone number, including area code: (937) 644-0011**

**Not applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, \$0.01 stated value	SMG	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b of this chapter). Emerging growth company

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

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**Item 2.02. Results of Operations and Financial Condition.**

On April 30, 2025, Scotts Miracle-Gro issued a news release reporting information regarding its financial results for the three and six months ended March 29, 2025 and its financial condition as of March 29, 2025. The news release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired:

Not applicable.

(b) Pro forma financial information:

Not applicable.

(c) Shell company transactions:

Not applicable.

(d) Exhibits:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	News release issued by The Scotts Miracle-Gro Company on April 30, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

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

THE SCOTTS MIRACLE-GRO COMPANY

Dated: April 30, 2025

By: /s/ MARK J. SCHEIWER

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Printed Name: Mark J. Scheiwer

Title: Executive Vice President, Chief Financial Officer & Chief Accounting Officer

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**INDEX TO EXHIBITS**

Current Report on Form 8-K  
Dated April 30, 2025  
The Scotts Miracle-Gro Company

**Exhibit No.**

[99.1](#)

**Description**

News release issued by The Scotts Miracle-Gro Company on April 30, 2025

## ScottsMiracle-Gro Reports Second Quarter Results; Gross Margin Improvement Drives EBITDA Growth

- *Company reaffirms full-year U.S. Consumer segment net sales, consolidated adjusted gross margin and adjusted EBITDA and free cash flow guidance*
- *Consumer POS units were up 12 percent through first half; 60 percent of full-year consumer takeaway expected in third quarter*
- *Q2 2025 GAAP gross margin rate of 38.6% and non-GAAP adjusted gross margin rate of 39.1% reflect 820 and 380 basis point improvements over prior year, respectively*
- *Q2 2025 GAAP EPS of \$3.72; non-GAAP Adjusted EPS of \$3.98*
- *Q2 2025 non-GAAP Adjusted EBITDA of \$402.8 million, improvement of \$6.5 million over prior year*
- *Net leverage at 4.41x, down from prior year of 6.95x*

MARYSVILLE, Ohio, April 30, 2025 – The Scotts Miracle-Gro Company (NYSE: SMG), the world’s leading marketer of branded consumer lawn and garden products as well as a leader in indoor and hydroponic growing products, today announced its results for the second quarter ended March 29, 2025.

“We have made substantial progress in the key financial metrics that support our full-year guidance,” said Jim Hagedorn, chairman and CEO. “We are equally pleased with our year-to-date consumer product sales to retailers, given they are essentially flat excluding non-repeating fiscal ‘24 sales.

“An important underlying story is POS, as for the second straight quarter we drove double-digit increases in consumer takeaway, reflecting the power of our franchise and health of our consumer. This, combined with the fact that we are largely unaffected by tariffs this fiscal year, reaffirms our confidence in our outlook.”

Consumer purchases are measured through POS, or point-of-sale, data from the Company’s largest retailers.

### **Fiscal 2025 Second Quarter Financial Results**

For the quarter ended March 29, 2025, total Company sales of \$1.42 billion declined 7 percent from prior year sales of \$1.53 billion. U.S. Consumer sales decreased 5 percent, to \$1.31 billion from \$1.38 billion in the same period last year, resulting from the impact of a colder and slower start to the lawn and garden season pushing some expected second quarter sales into the third quarter and non-repeating fiscal 2024 net sales of bulk raw materials and AeroGarden products.

GAAP and non-GAAP adjusted gross margin rates for the quarter were 38.6 percent and 39.1 percent, respectively. These compare to 30.4 percent and 35.3 percent, respectively, in the prior year. The improvements were primarily attributable to lower material, manufacturing and distribution costs, and improved product and segment mix.

The Company reported GAAP net income of \$217.5 million, or \$3.72 per diluted share, compared with \$157.5 million, or \$2.74 per diluted share, in the same quarter a year ago. Non-GAAP adjusted net income for the quarter, which excludes impairment, restructuring and other non-recurring items, was \$232.2 million, or \$3.98 per diluted share, compared with \$211.9 million, or \$3.69 per diluted share, for the same period last year.

Non-GAAP adjusted EBITDA for the quarter was \$402.8 million compared to \$396.3 million a year ago. The improvement was driven by the Company’s significant gross margin recovery.

“We continue to advance our fiscal 2025 financial plan focused on sustainable net sales growth, margin recovery and a stronger balance sheet,” said Mark Scheiwer, chief financial officer and chief accounting officer. “We are driving significant free cash flow and debt paydown while making incremental investments in consumer activation programs. POS trends have remained consistent through April, and retailer replenishment is expected to be strong in our fiscal third quarter.”

## **Fiscal 2025 Outlook**

The Company reaffirms its previously announced U.S. Consumer segment net sales, adjusted gross margin, adjusted EBITDA and free cash flow guidance. Given the continued uncertain environment in the cannabis industry, the Company is no longer providing full-year revenue guidance for its Hawthorne segment. More details will be shared during today's call, and the Company also expects to provide an updated outlook in early June.

## **Conference Call and Webcast Scheduled for 9 a.m. ET Today, April 30, 2025**

The Company will discuss results during a video presentation via webcast today at 9 a.m. ET. To watch the Company presentation and listen to the question-and-answer session, please register in advance at this webcast link. For those planning to participate in the question-and-answer session that follows the video presentation, please register for the webcast to view the presentation in addition to registering in advance via this audio link to receive call-in details and a unique PIN. Supplemental slides will be available approximately 15 minutes prior to the start of the conference call. A replay of the conference call will also be available on the Company's investor website where an archive of the press release and any accompanying information will remain available for at least a 12-month period.

## **About ScottsMiracle-Gro**

With approximately \$3.6 billion in sales, the Company is the world's largest marketer of branded consumer products for lawn and garden care. The Company's brands are among the most recognized in the industry. The Company's Scotts®, Miracle-Gro® and Ortho® brands are market-leading in their categories. The Company's wholly-owned subsidiary, The Hawthorne Gardening Company, is a leading provider of nutrients, lighting and other materials used in the indoor and hydroponic growing segment. For additional information, visit us at [www.scottsmiraclegro.com](http://www.scottsmiraclegro.com).

## **Cautionary Note Regarding Forward-Looking Statements**

Statements contained in this press release, other than statements of historical fact, which address activities, events and developments that the Company expects or anticipates will or may occur in the future, including, but not limited to, information regarding the future economic performance and financial condition of the Company, the plans and objectives of the Company's management, and the Company's assumptions regarding such performance and plans are "forward-looking statements" within the meaning of the U.S. federal securities laws that are subject to risks and uncertainties. These forward-looking statements generally can be identified as statements that include phrases such as "guidance," "outlook," "projected," "believe," "target," "predict," "estimate," "forecast," "strategy," "may," "goal," "expect," "anticipate," "intend," "plan," "foresee," "likely," "will," "should" or other similar words or phrases. Actual results could differ materially from the forward-looking information in this release due to a variety of factors, including, but not limited to:

- An economic downturn and economic uncertainty may adversely affect demand for the Company's products;
- The Company's operations, financial condition or reputation may be impaired if its information or operational technology systems fail to perform adequately or if it is the subject of a data breach or cyber-attack;
- The highly competitive nature of the Company's markets could adversely affect its ability to maintain or grow revenues;
- In the event of a disaster, the Company's disaster recovery and business continuity plans may fail, which could adversely interrupt its operations;
- Climate change and unfavorable weather conditions could adversely impact financial results;
- The Company may not successfully develop new product lines and products or improve existing product lines and products;
- The Company's indebtedness could limit its flexibility and adversely affect its financial condition;
- If the Company underestimates or overestimates demand for its products and does not maintain appropriate inventory levels, its net sales and/or working capital could be negatively impacted;
- Disruptions in availability or increases in the prices of raw materials, fuel or transportation costs could adversely affect the Company's results of operations;
- The Company's business is subject to risks associated with sourcing and manufacturing outside of the U.S. and risks from tariffs and/or international trade wars;
- A significant interruption in the operation of the Company's or its suppliers' facilities could impact the Company's capacity to produce products and service its customers, which could adversely affect the Company's revenues and earnings;
- Acquisitions, other strategic alliances and investments could result in operating difficulties, dilution and other harmful consequences that may adversely impact the Company's business and results of operations;
- Compliance with environmental and other public health regulations or changes in such regulations or regulatory enforcement priorities could increase the Company's costs of doing business or limit its ability to market all of its products;
- Because of the concentration of the Company's sales to a small number of retail customers, the loss of one or more of, or significant reduction in orders from, its top customers, or a material reduction in the inventory of the Company's products that they carry, could adversely affect the Company's financial results;
- If the perception of the Company's brands or organizational reputation are damaged, its consumers, distributors and retailers may react negatively, which could materially and adversely affect the Company's business, financial condition and results of operations; and
- Hagedorn Partnership, L.P. beneficially owns approximately 23% of the Company's common shares and can significantly influence decisions that require the approval of shareholders.

Additional detailed information concerning a number of the important factors that could cause actual results to differ materially from the forward-looking information contained in this release is readily available in the Company's publicly filed quarterly, annual and other reports. The Company disclaims any obligation to update developments of these risk factors or to announce publicly any revision to any of the forward-looking statements contained in this release, or to make corrections to reflect future events or developments.

**For investor inquiries:**

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# THE SCOTTS MIRACLE-GRO COMPANY

## Condensed Consolidated Statements of Operations

(In millions, except per share data)

(Unaudited)

	Footnotes	Three Months Ended			Six Months Ended		
		March 29, 2025	March 30, 2024	% Change	March 29, 2025	March 30, 2024	% Change
Net sales		\$ 1,421.0	\$ 1,525.4	(7)%	\$ 1,837.8	\$ 1,935.8	(5)%
Cost of sales		865.8	986.8		1,182.7	1,340.8	
Cost of sales—impairment, restructuring and other		7.3	74.9		12.4	69.1	
Gross margin		547.9	463.7	18 %	642.7	525.9	22 %
% of sales		38.6 %	30.4 %		35.0 %	27.2 %	
Operating expenses:							
Selling, general and administrative		188.3	178.7	5 %	313.1	293.5	7 %
Impairment, restructuring and other		10.7	2.1		27.2	(5.0)	
Other expense, net		4.2	10.8		8.7	12.6	
Income from operations		344.7	272.1	27 %	293.7	224.8	31 %
% of sales		24.3 %	17.8 %		16.0 %	11.6 %	
Equity in loss of unconsolidated affiliates		5.9	7.0		15.8	29.5	
Interest expense		36.6	44.1		70.3	86.8	
Other non-operating expense, net		1.3	1.2		2.6	2.9	
Income before income taxes		300.9	219.8	37 %	205.0	105.6	94 %
Income tax expense		83.4	62.3		57.0	28.6	
Net income		\$ 217.5	\$ 157.5	38 %	\$ 148.0	\$ 77.0	92 %
Basic net income per common share	(1)	\$ 3.78	\$ 2.77	36 %	\$ 2.57	\$ 1.36	89 %
Diluted net income per common share	(2)	\$ 3.72	\$ 2.74	36 %	\$ 2.53	\$ 1.34	89 %
Common shares used in basic net income per share calculation		57.6	56.8	1 %	57.5	56.7	1 %
Common shares and potential common shares used in diluted net income per share calculation		58.4	57.4	2 %	58.6	57.3	2 %
Non-GAAP results:							
Adjusted net income	(3)	\$ 232.2	\$ 211.9	10 %	\$ 181.2	\$ 129.7	40 %
Adjusted diluted net income per common share	(2) (3)	\$ 3.98	\$ 3.69	8 %	\$ 3.09	\$ 2.26	37 %
Adjusted EBITDA	(3)	\$ 402.8	\$ 396.3	2 %	\$ 406.7	\$ 370.5	10 %

Note: See accompanying footnotes.

# THE SCOTTS MIRACLE-GRO COMPANY

## Segment Results

(In millions)

(Unaudited)

The Company divides its operations into three reportable segments: U.S. Consumer, Hawthorne and Other. U.S. Consumer consists of the Company's consumer lawn and garden business in the United States. Hawthorne consists of the Company's indoor and hydroponic gardening business. Other primarily consists of the Company's consumer lawn and garden business in Canada. This identification of reportable segments is consistent with how the segments report to and are managed by the chief operating decision maker of the Company. In addition, Corporate consists of general and administrative expenses and certain other income and expense items not allocated to the business segments.

The performance of each reportable segment is evaluated based on several factors, including income (loss) before income taxes, amortization, impairment, restructuring and other charges ("Segment Profit (Loss)"), which is a non-GAAP financial measure. Senior management uses Segment Profit (Loss) to evaluate segment performance because they believe this measure is indicative of performance trends and the overall earnings potential of each segment.

The following tables present financial information for the Company's reportable segments for the periods indicated:

	Three Months Ended			Six Months Ended		
	March 29, 2025	March 30, 2024	% Change	March 29, 2025	March 30, 2024	% Change
<b>Net Sales:</b>						
U.S. Consumer	\$ 1,311.5	\$ 1,379.8	(5)%	\$ 1,652.4	\$ 1,686.5	(2)%
Hawthorne	32.7	66.4	(51)%	84.7	146.6	(42)%
Other	76.8	79.2	(3)%	100.7	102.7	(2)%
Consolidated	<u>\$ 1,421.0</u>	<u>\$ 1,525.4</u>	(7)%	<u>\$ 1,837.8</u>	<u>\$ 1,935.8</u>	(5)%
<b>Segment Profit (Loss) (Non-GAAP):</b>						
U.S. Consumer	\$ 392.5	\$ 385.7	2 %	\$ 402.6	\$ 370.3	9 %
Hawthorne	(0.9)	(3.4)	74 %	0.7	(13.0)	105 %
Other	9.0	6.4	41 %	5.8	1.2	383 %
Total Segment Profit (Non-GAAP)	400.6	388.7	3 %	409.1	358.5	14 %
Corporate	(34.8)	(35.7)		(69.5)	(61.7)	
Intangible asset amortization	(3.1)	(3.9)		(6.3)	(7.9)	
Impairment, restructuring and other	(18.0)	(77.0)		(39.6)	(64.1)	
Equity in loss of unconsolidated affiliates	(5.9)	(7.0)		(15.8)	(29.5)	
Interest expense	(36.6)	(44.1)		(70.3)	(86.8)	
Other non-operating expense, net	(1.3)	(1.2)		(2.6)	(2.9)	
Income before income taxes (GAAP)	<u>\$ 300.9</u>	<u>\$ 219.8</u>	37 %	<u>\$ 205.0</u>	<u>\$ 105.6</u>	94 %

# THE SCOTTS MIRACLE-GRO COMPANY

## Condensed Consolidated Balance Sheets

(In millions)

(Unaudited)

	March 29, 2025	March 30, 2024	September 30, 2024
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$ 16.9	\$ 65.1	\$ 71.6
Accounts receivable, net	799.3	876.9	176.8
Inventories	773.2	824.3	587.5
Prepaid and other current assets	139.2	168.8	144.5
Total current assets	1,728.6	1,935.1	980.4
Investment in unconsolidated affiliates	40.6	83.8	45.2
Property, plant and equipment, net	602.5	608.2	609.5
Goodwill	243.9	243.9	243.9
Intangible assets, net	412.0	428.9	418.8
Other assets	509.1	624.3	574.1
Total assets	\$ 3,536.7	\$ 3,924.2	\$ 2,871.9
<b>LIABILITIES AND EQUITY (DEFICIT)</b>			
Current liabilities:			
Current portion of debt	\$ 54.6	\$ 57.8	\$ 52.6
Accounts payable	396.3	440.4	254.7
Other current liabilities	561.6	562.1	443.0
Total current liabilities	1,012.5	1,060.3	750.3
Long-term debt	2,493.2	2,760.5	2,174.2
Other liabilities	321.1	354.3	338.0
Total liabilities	3,826.8	4,175.1	3,262.5
Equity (deficit)	(290.1)	(250.9)	(390.6)
Total liabilities and equity (deficit)	\$ 3,536.7	\$ 3,924.2	\$ 2,871.9

# THE SCOTTS MIRACLE-GRO COMPANY

## Reconciliation of Non-GAAP Disclosure Items (3)

(In millions, except per share data)

(Unaudited)

	Three Months Ended March 29, 2025			Three Months Ended March 30, 2024		
	As Reported (GAAP)	Impairment, Restructuring and Other	Adjusted (Non-GAAP)	As Reported (GAAP)	Impairment, Restructuring and Other	Adjusted (Non-GAAP)
Gross margin	\$ 547.9	\$ (7.3)	\$ 555.2	\$ 463.7	\$ (74.9)	\$ 538.6
Gross margin as a % of sales	38.6 %		39.1 %	30.4 %		35.3 %
Income from operations	344.7	(18.0)	362.7	272.1	(77.0)	349.1
Income from operations as a % of sales	24.3 %		25.5 %	17.8 %		22.9 %
Income before income taxes	300.9	(18.0)	319.0	219.8	(77.0)	296.8
Income tax expense	83.4	(3.3)	86.8	62.3	(22.6)	84.9
<b>Net income</b>	<b>217.5</b>	<b>(14.7)</b>	<b>232.2</b>	<b>157.5</b>	<b>(54.4)</b>	<b>211.9</b>
<b>Diluted net income per common share</b>	<b>3.72</b>	<b>(0.25)</b>	<b>3.98</b>	<b>2.74</b>	<b>(0.95)</b>	<b>3.69</b>

Calculation of Adjusted EBITDA (3):	Three Months Ended March 29, 2025	Three Months Ended March 30, 2024
Net income (GAAP)	\$ 217.5	\$ 157.5
Income tax expense	83.4	62.3
Interest expense	36.6	44.1
Depreciation	15.7	16.2
Amortization	3.1	3.9
Impairment, restructuring and other charges	18.0	77.0
Equity in loss of unconsolidated affiliates	5.9	7.0
Interest income	—	(0.2)
Share-based compensation	22.6	28.5
<b>Adjusted EBITDA (Non-GAAP)</b>	<b>\$ 402.8</b>	<b>\$ 396.3</b>

Note: See accompanying footnotes.

The sum of the components may not equal due to rounding.

# THE SCOTTS MIRACLE-GRO COMPANY

## Reconciliation of Non-GAAP Disclosure Items (3)

(In millions, except per share data)

(Unaudited)

	Six Months Ended March 29, 2025			Six Months Ended March 30, 2024		
	As Reported (GAAP)	Impairment, Restructuring and Other	Adjusted (Non-GAAP)	As Reported (GAAP)	Impairment, Restructuring and Other	Adjusted (Non-GAAP)
Gross margin	\$ 642.7	\$ (12.4)	\$ 655.1	\$ 525.9	\$ (69.1)	\$ 595.0
Gross margin as a % of sales	35.0 %		35.6 %	27.2 %		30.7 %
Income from operations	293.7	(39.6)	333.3	224.8	(64.1)	288.9
Income from operations as a % of sales	16.0 %		18.1 %	11.6 %		14.9 %
Equity in loss of unconsolidated affiliates	15.8	—	15.8	29.5	10.4	19.1
Income before income taxes	205.0	(39.6)	244.7	105.6	(74.5)	180.1
Income tax expense	57.0	(6.5)	63.5	28.6	(21.9)	50.5
<b>Net income</b>	<b>148.0</b>	<b>(33.2)</b>	<b>181.2</b>	<b>77.0</b>	<b>(52.7)</b>	<b>129.7</b>
<b>Diluted net income per common share</b>	<b>2.53</b>	<b>(0.57)</b>	<b>3.09</b>	<b>1.34</b>	<b>(0.92)</b>	<b>2.26</b>

Calculation of Adjusted EBITDA (3):	Six Months Ended March 29, 2025	Six Months Ended March 30, 2024
Net income (GAAP)	\$ 148.0	\$ 77.0
Income tax expense	57.0	28.6
Interest expense	70.3	86.8
Depreciation	31.6	32.3
Amortization	6.3	7.9
Impairment, restructuring and other charges	39.6	64.1
Equity in loss of unconsolidated affiliates	15.8	29.5
Interest income	—	(0.3)
Share-based compensation	38.1	44.6
<b>Adjusted EBITDA (Non-GAAP)</b>	<b>\$ 406.7</b>	<b>\$ 370.5</b>

Note: See accompanying footnotes.

The sum of the components may not equal due to rounding.

# THE SCOTTS MIRACLE-GRO COMPANY

## Footnotes to Preceding Financial Statements

- (1) Basic net income (loss) per common share amounts are calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period.
- (2) Diluted net income (loss) per common share amounts are calculated by dividing net income (loss) by the weighted average number of common shares, plus all potential dilutive securities (common stock options, performance shares, performance units, restricted stock and restricted stock units) outstanding during the period.
- (3) *Reconciliation of Non-GAAP Measures*

### Use of Non-GAAP Measures

To supplement the financial measures prepared in accordance with U.S. generally accepted accounting principles (“GAAP”), the Company uses non-GAAP financial measures. The reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are shown in the tables above. These non-GAAP financial measures should not be considered in isolation from, or as a substitute for or superior to, financial measures reported in accordance with GAAP. Moreover, these non-GAAP financial measures have limitations in that they do not reflect all the items associated with the operations of the business as determined in accordance with GAAP. Other companies may calculate similarly titled non-GAAP financial measures differently than the Company, limiting the usefulness of those measures for comparative purposes.

In addition to GAAP measures, management uses these non-GAAP financial measures to evaluate the Company’s performance, engage in financial and operational planning, determine incentive compensation and monitor compliance with the financial covenants contained in the Company’s borrowing agreements because it believes that these non-GAAP financial measures provide additional perspective on and, in some circumstances are more closely correlated to, the performance of the Company’s underlying, ongoing business.

Management believes that these non-GAAP financial measures are useful to investors in their assessment of operating performance and the valuation of the Company. In addition, these non-GAAP financial measures address questions routinely received from analysts and investors and, in order to ensure that all investors have access to the same data, management has determined that it is appropriate to make this data available to all investors. Non-GAAP financial measures exclude the impact of certain items (as further described below) and provide supplemental information regarding operating performance. By disclosing these non-GAAP financial measures, management intends to provide investors with a supplemental comparison of operating results and trends for the periods presented. Management believes these non-GAAP financial measures are also useful to investors as such measures allow investors to evaluate performance using the same metrics that management uses to evaluate past performance and prospects for future performance. Management views free cash flow as an important measure because it is one factor used in determining the amount of cash available for dividends and discretionary investment.

### Exclusions from Non-GAAP Financial Measures

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

- Impairments, which are excluded because they do not occur in or reflect the ordinary course of the Company’s ongoing business operations and their exclusion results in a metric that provides supplemental information about the sustainability of operating performance.
- Restructuring and employee severance costs, which include charges for discrete projects or transactions that fundamentally change the Company’s operations and are excluded because they are not part of the ongoing operations of its underlying business, which includes normal levels of reinvestment in the business.
- Costs related to refinancing, which are excluded because they do not typically occur in the normal course of business and may obscure analysis of trends and financial performance. Additionally, the amount and frequency of these types of charges is not consistent and is significantly impacted by the timing and size of debt financing transactions.
- Discontinued operations and other unusual items, which include costs or gains related to discrete projects or transactions and are excluded because they are not comparable from one period to the next and are not part of the ongoing operations of the Company’s underlying business.

The tax effect for each of the items listed above is determined using the tax rate and other tax attributes applicable to the item and the jurisdiction(s) in which the item is recorded.

# THE SCOTTS MIRACLE-GRO COMPANY

## Footnotes to Preceding Financial Statements

### Definitions of Non-GAAP Financial Measures

The reconciliations of non-GAAP disclosure items include the following financial measures that are not calculated in accordance with GAAP:

**Adjusted gross margin:** Gross margin excluding impairment, restructuring and other charges / recoveries.

**Adjusted income (loss) from operations:** Income (loss) from operations excluding impairment, restructuring and other charges / recoveries.

**Adjusted equity in (income) loss of unconsolidated affiliates:** Equity in (income) loss of unconsolidated affiliates excluding impairment charges.

**Adjusted income (loss) before income taxes:** Income (loss) before income taxes excluding impairment, restructuring and other charges / recoveries, costs related to refinancing and certain other non-operating income / expense items.

**Adjusted income tax expense (benefit):** Income tax expense (benefit) excluding the tax effect of impairment, restructuring and other charges / recoveries, costs related to refinancing and certain other non-operating income / expense items.

**Adjusted net income (loss):** Net income (loss) excluding impairment, restructuring and other charges / recoveries, costs related to refinancing and certain other non-operating income / expense items, each net of tax.

**Adjusted diluted net income (loss) per common share:** Diluted net income (loss) per common share excluding impairment, restructuring and other charges / recoveries, costs related to refinancing and certain other non-operating income / expense items, each net of tax.

**Adjusted EBITDA:** Net income (loss) before interest, taxes, depreciation and amortization as well as certain other items such as the impact of the cumulative effect of changes in accounting, costs associated with debt refinancing and other non-recurring or non-cash items affecting net income (loss). A form of Adjusted EBITDA is used in agreements governing the Company's outstanding indebtedness for debt covenant compliance purposes. Adjusted EBITDA as used in those agreements includes additional adjustments to the Adjusted EBITDA presented in the reconciliations above which may decrease or increase Adjusted EBITDA for purposes of the Company's financial covenants.

For the three and six months ended March 29, 2025, the following items were adjusted, in accordance with the definitions above, to arrive at the non-GAAP financial measures:

- During the three and six months ended March 29, 2025, the Company incurred employee and executive severance charges of \$3.6 million in the "Cost of sales—impairment, restructuring and other" line in the Condensed Consolidated Statements of Operations and \$5.4 million and \$14.9 million, respectively, in the "Impairment, restructuring and other" line in the Condensed Consolidated Statements of Operations.
- During the three and six months ended March 29, 2025, the Company incurred a non-cash loss of \$0.0 million and \$7.0 million, respectively, in the "Impairment, restructuring and other" line in the Condensed Consolidated Statements of Operations related to the exchange of its convertible debt investment in RIV Capital Inc. for non-voting exchangeable shares of Fluent Corp. (formerly Cansortium Inc.).
- During fiscal 2022, the Company began implementing a series of Company-wide organizational changes and initiatives intended to create operational and management-level efficiencies. As part of this restructuring initiative, the Company reduced the size of the supply chain network, reduced staffing levels and implemented other cost-reduction initiatives. During the three and six months ended March 29, 2025, the Company incurred costs of \$3.7 million and \$8.9 million, respectively, in the "Cost of sales—impairment, restructuring and other" line in the Condensed Consolidated Statements of Operations associated with this restructuring initiative.

# THE SCOTTS MIRACLE-GRO COMPANY

## Footnotes to Preceding Financial Statements

For the three and six months ended March 30, 2024, the following items were adjusted, in accordance with the definitions above, to arrive at the non-GAAP financial measures:

- During fiscal 2022, the Company began implementing a series of Company-wide organizational changes and initiatives intended to create operational and management-level efficiencies. During the three and six months ended March 30, 2024, the Company incurred costs of \$74.9 million and \$69.1 million, respectively, in the “Cost of sales—impairment, restructuring and other” line in the Condensed Consolidated Statements of Operations and \$2.0 million and \$4.1 million, respectively, in the “Impairment, restructuring and other” line in the Condensed Consolidated Statements of Operations associated with this restructuring initiative primarily related to inventory write-down charges, employee termination benefits, facility closure costs and impairment of right-of-use assets and property, plant and equipment.
- During the three and six months ended March 30, 2024, the Company recorded a gain of \$0.0 million and \$12.1 million, respectively, in the “Impairment, restructuring and other” line in the Condensed Consolidated Statements of Operations associated with a payment received in resolution of a dispute with the former ownership group of a business that was acquired in fiscal 2022.
- During the three and six months ended March 30, 2024, the Company recorded a pre-tax impairment charge of \$0.0 million and \$10.4 million, respectively, associated with its investment in Bonnie Plants, LLC in the “Equity in loss of unconsolidated affiliates” line in the Condensed Consolidated Statements of Operations.

### Forward Looking Non-GAAP Measures

In this release, the Company presents certain forward-looking non-GAAP measures. The Company does not provide outlook on a GAAP basis because changes in the items that the Company excludes from GAAP to calculate the comparable non-GAAP measure, described above, can be dependent on future events that are less capable of being controlled or reliably predicted by management and are not part of the Company’s routine operating activities. Additionally, due to their unpredictability, management does not forecast many of the excluded items for internal use and therefore cannot create or rely on a GAAP outlook without unreasonable efforts. The occurrence, timing and amount of any of the items excluded from GAAP to calculate non-GAAP could significantly impact the Company’s GAAP results. As a result, the Company does not provide a reconciliation of forward-looking non-GAAP measures to GAAP measures, in reliance on the unreasonable efforts exception provided under Item 10(e)(1)(i)(B) of Regulation S-K.