The Scotts Miracle-Gro Company

2025 Annual Report

SHAREHOLDER INFORMATION

World Headquarters

14111 Scottslawn Road
Marysville, Ohio 43041
(937) 644-0011

www.scottsmiraclegro.com

Annual Meeting

The annual meeting of shareholders will be held on Monday, January 26, 2026, at 9 a.m. EST. The annual meeting will be a virtual meeting, and shareholders will be able to participate, vote, and submit questions during the virtual meeting.

NYSE Symbol

The common shares of The Scotts Miracle-Gro Company trade on the New York Stock Exchange under the symbol SMG.

Transfer Agent and Registrar

EQ Shareowner Services
P.O. Box 64874
St. Paul, MN 55164-0874

Shareholder and Investor Relations Contact

Brad Chelton
Vice President
Treasury, Tax and Investor Relations

The Scotts Miracle-Gro Company
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Marysville, Ohio 43041
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Dividends

The Scotts Miracle-Gro Company began paying dividends in 2005. The Company has paid a quarterly cash dividend of $0.66 per share since the fourth quarter of fiscal 2021.

The payment of future dividends, if any, on common shares will be determined by the Board of Directors of the Company in light of conditions then existing, including general economic, financial, competitive, legislative, regulatory and other factors that are beyond its control. The Company's credit facility restricts dividend payments to a fiscal year aggregate of $225 million (subject to adjustments) if the Company’s leverage ratio, after giving effect to any such dividend payment, exceeds 4.00. The Company's leverage ratio was 4.10 as of September 30, 2025. For further discussion regarding the restrictions on dividend payments, see "NOTE 10. DEBT" of the Notes to Consolidated Financial Statements included in the Company's 2025 Annual Report on Form 10-K.

Stock Price Performance

See page 30 for stock price performance.
The Scotts Miracle-Gro Company’s common shares have been publicly traded since January 31, 1992.

Shareholders

As of November 21, 2025, there were approximately 141,000 shareholders, including holders of record and the Company's estimate of beneficial holders.

Publications for Shareholders

In addition to this 2025 Annual Report, The Scotts Miracle-Gro Company informs Shareholders about the Company through its Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q, its Current Reports on Form 8-K, and its Notice of Annual Meeting of Shareholders and Proxy Statement.

Copies of any of these documents may be obtained without charge on the Company's investor relations website at http://investor.scotts.com.

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

Statements contained in this 2025 Annual Report, 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, the Company's assumptions regarding such performance and plans, as well as the amount and timing of repurchases of the Company's common shares are "forward-looking statements" within the meaning of the U.S. federal securities laws that are subject to risks and uncertainties. Actual results could differ materially from the forward-looking information in this 2025 Annual Report due to a variety of factors. 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 2025 Annual Report is readily available in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2025, which is filed with the Securities and Exchange Commission.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 10-K

(Mark One)

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

For the fiscal year ended September 30, 2025

OR

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

For the transition period from to

Commission file number 001-11593

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

Ohio	**31-1414921**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

14111 Scottslawn Road, Marysville, Ohio 43041
(Address of principal executive offices) (Zip Code)

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

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

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

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

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

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C.7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of Common Shares (the only common equity of the registrant) held by non-affiliates (for this purpose, executive officers and directors of the registrant are considered affiliates) as of March 28, 2025 (the last business day of the most recently completed second quarter) was approximately $2,415,372,479.

There were 57,995,369 Common Shares of the registrant outstanding as of November 21, 2025.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the definitive Proxy Statement for the registrant's 2026 Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K. Such Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended September 30, 2025.

The Scotts Miracle-Gro Company
Annual Report on Form 10-K
For the Fiscal Year Ended September 30, 2025
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PART I

ITEM 1. *BUSINESS*

Company Description and Development of the Business

The discussion below describes the business conducted by The Scotts Miracle-Gro Company, an Ohio corporation ("Scotts Miracle-Gro" and, together with its subsidiaries, the "Company," "we," "our" or "us"), including general developments in our business during fiscal 2025. Each reference in this Annual Report on Form 10-K ("Form 10-K") to a "fiscal" year is to our fiscal year ended or ending, as applicable, on September 30 of the referenced year. For additional information on recent business developments, see "ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS" of this Form 10-K.

Through our U.S. Consumer and Other segments, we are the leading marketer of branded consumer lawn and garden products in North America. Our products are marketed under some of the most recognized brand names in the consumer lawn and garden industry. Our key consumer lawn and garden brands include Scotts® Turf Builder® lawn fertilizer and Scotts® grass seed products; Miracle-Gro® soil, plant food and gardening products; Ortho® herbicide and pesticide products; and Tomcat® rodent control and animal repellent products. We are the exclusive agent of Monsanto Company, a subsidiary of Bayer AG ("Monsanto"), for the marketing and distribution of certain of Monsanto's consumer Roundup®[1] branded products within the United States ("U.S.") and certain other specified countries. In addition, we have an equity interest in Bonnie Plants, LLC, a joint venture with Alabama Farmers Cooperative, Inc. ("AFC"), focused on planting, growing, developing, distributing, marketing and selling live plants.

Through our Hawthorne segment, we are a leading provider of nutrients, lighting and other materials used for indoor and hydroponic gardening in North America. Our signature brands include General Hydroponics®, Gavita®, Botanicare®, Gro Pro®, Mother Earth®, Grower's Edge®, HydroLogic Purification System® and CYCO®.

Scotts Miracle-Gro traces its heritage to a company founded by O.M. Scott in Marysville, Ohio in 1868. In the mid-1900s, we became widely known for the development of quality lawn fertilizers and grass seeds that led to the creation of a new industry – consumer lawn care. In the 1990s, we significantly expanded our product offering with three leading brands in the U.S. home lawn and garden industry. In fiscal 1995, through a merger with Stern's Miracle-Gro Products, Inc., which was founded by Horace Hagedorn and Otto Stern in Long Island, New York in 1951, we acquired the Miracle-Gro® brand, the industry leader in water-soluble garden plant foods. In fiscal 1999, we acquired the Ortho® brand in the U.S. and obtained exclusive rights to market Monsanto's consumer Roundup® brand within the U.S. and other contractually specified countries, thereby adding industry-leading weed, pest and disease control products to our portfolio. Today, the Scotts®, Miracle-Gro®, Ortho® and Roundup® brands make us the most widely recognized company in the consumer lawn and garden industry in the U.S.

Business Segments

We divide our business into the following segments:

- U.S. Consumer
- Hawthorne
- Other

U.S. Consumer consists of our consumer lawn and garden business in the United States. Hawthorne consists of our indoor and hydroponic gardening business. Other primarily consists of our consumer lawn and garden business in Canada. Corporate consists of general and administrative expenses and certain other income and expense items not allocated to the reportable business segments. Financial information about our segments for each of the three fiscal years ended September 30, 2025, 2024 and 2023 is presented in "NOTE 19. SEGMENT INFORMATION" of the Notes to Consolidated Financial Statements included in this Form 10-K.

[1] Roundup® is a registered trademark of Monsanto Technology LLC, a company affiliated with Monsanto Company.

Principal Products and Services

In our segments, we manufacture, market and sell lawn and garden products in the following categories:

Lawn Care: The lawn care category is designed to help users grow and enjoy the lawn they want. Products within this category include lawn fertilizer products under the Scotts®, O.M. SCOTT & Sons™ and Turf Builder® brand and sub-brand names; clover and grass seed products under the O.M. SCOTT & Sons™, Scotts®, EZ Seed®, PatchMaster® and Thick'R Lawn™ brand and sub-brand names; and lawn-related weed, pest and disease control products primarily under the Scotts® brand name, including sub-brands such as GrubEx®. The lawn care category also includes spreaders and other durables under the Scotts® brand name, including Turf Builder® EdgeGuard® spreaders and Whirl™ and Wizz® handheld spreaders.

Gardening and Landscape: The gardening and landscape category is designed to help consumers grow and enjoy flower and vegetable gardens and beautify landscaped areas. Products within this category include a complete line of water-soluble plant foods under the Miracle-Gro® brand and sub-brands such as LiquaFeed®; continuous-release plant foods under the Miracle-Gro® brand and sub-brands such as Shake 'N Feed®; potting mixes, garden soils, ground cover and mulches under the Miracle-Gro®, Scotts®, Hyponex® and Earthgro® brand names; and organic garden products under the Miracle-Gro® Organic, Miracle-Gro® Organic Choice™, Scotts® and Whitney Farms® brand names. Hydroponic and indoor gardening focused growing media and nutrients products are marketed under the Mother Earth®, Botanicare®, General Hydroponics® and CYCO® brand names.

Hydroponic hardware and growing environments: This category is designed to provide durable goods to grow plants, flowers and vegetables using little or no soil. Products within this category include trays, fans, filters, humidifiers, dehumidifiers, water pumps and irrigation supplies. These products are marketed under the Botanicare®, CAN-FAN™, CAN-FILTERS®, EcoPlus®, Gro Pro®, Grower's Edge® and Hydro-Logic Purification System® brand names.

Lighting: The lighting category is designed to provide growers a complete selection of lighting systems and components for use in hydroponic and indoor gardening applications. Products in this category include lighting controls, fixtures, cords and hangars, and are marketed under the Gavita® brand name.

Controls: The controls category is designed to help consumers protect their homes from pests and maintain external home areas. Insect control products are marketed under the Ortho® brand name, including Ortho Max®, Home Defense® and Bug B Gon® sub-brands; rodent control products are marketed under the Tomcat® and Ortho® brands; selective weed control products are marketed under the Ortho Weed B Gon™ sub-brand; and non-selective weed killer products are marketed under the Groundclear® brand name. Hydroponic gardening focused controls products are marketed under the Alchemist®, Grower's Edge® and General Hydroponics® brand names.

Marketing Agreement: We are Monsanto's exclusive agent for the marketing and distribution of certain of Monsanto's consumer Roundup® branded products in the United States and certain other specified countries.

We are party to the Third Amended and Restated Exclusive Agency and Marketing Agreement (the "Third Restated Agreement") pursuant to which we provide certain consumer and trade marketing program services, sales, merchandising, warehousing and other selling and marketing support for certain of Monsanto's consumer Roundup® branded products. The Company also performs other services on behalf of Monsanto, including manufacturing conversion services, pursuant to ancillary agreements. For additional details regarding the Third Restated Agreement, see "ITEM 1A. RISK FACTORS — Risks Related to Our Business — *In the event the Third Restated Agreement for Monsanto's consumer Roundup® products terminates or Monsanto's consumer Roundup® business materially declines, we would lose a substantial source of future earnings and overhead expense absorption*" in this Form 10-K and "NOTE 6. MARKETING AGREEMENT" of the Notes to Consolidated Financial Statements included in this Form 10-K.

Acquisitions and Divestitures

There were no material acquisitions or divestitures during fiscal 2025 or fiscal 2024.

Principal Markets and Methods of Distribution

We sell our products through our direct sales force, e-commerce website and network of brokers and distributors primarily to home centers, mass merchandisers, warehouse clubs, large hardware chains, independent hardware stores, nurseries, garden centers, e-commerce platforms, food and drug stores, indoor gardening and hydroponic product distributors, retailers and growers.

The majority of our shipments to customers are made via common carriers or through distributors in the U.S. We primarily utilize third parties to manage the key distribution centers for our consumer lawn and garden business, which are strategically located across the U.S. and Canada. Growing media products are generally shipped direct-to-store without passing through a distribution center.

Raw Materials

We purchase raw materials for our products from various sources. We are subject to market risk as a result of the fluctuating prices of raw materials, including urea and other fertilizer inputs, resins, diesel, gasoline, natural gas, sphagnum peat, bark and grass seed. Our objectives surrounding the procurement of these materials are to ensure continuous supply, minimize costs and improve supply and pricing predictability. We seek to achieve these objectives through negotiation of contracts with favorable terms directly with vendors. When appropriate, we commit to purchase a certain percentage of our needs in advance of the lawn and garden season to secure pre-determined prices. We also hedge certain commodities, particularly diesel and urea, to improve cost predictability and control. Sufficient raw materials were available during fiscal 2025.

Trademarks, Patents, Trade Secrets and Licenses

We believe that our trademarks, patents, trade secrets and licenses provide us with significant competitive advantages. We pursue a vigorous trademark protection strategy consisting of registration, renewal and maintenance of key trademarks and proactive monitoring and enforcement activities to protect against infringement. The Scotts®, Miracle-Gro®, Ortho®, Tomcat®, Hyponex®, Earthgro®, General Hydroponics®, Gavita®, Botanicare® and Mother Earth® brand names and logos, as well as a number of product trademarks, including Turf Builder®, EZ Seed®, Organic Choice™, Home Defense Max®, Nature Scapes® and Weed B Gon Max® are registered in the United States and/or internationally and are considered material to our business.

In addition, we actively develop and maintain an extensive portfolio of utility and design patents covering a variety of subject matters and technologies relevant to the business such as fertilizer, weed killer, chemical and growing media compositions and processes; grass seed varieties; mechanical dispensing devices such as applicators, spreaders and sprayers; lighting applications; and hydroponic growing systems. Our utility patents provide protection generally extending to 20 years from the date of filing, and some of our patents will continue well into the next decade. We also hold exclusive and non-exclusive patent licenses and supply arrangements permitting the use and sale of additional patented fertilizers, pesticides, electrical and mechanical devices. Although our portfolio of trade secrets, patents and patent licenses is important to our success, no single trade secret, patent or group of related patents, alone, is considered critical to the operation of any of our business segments or the business as a whole.

Seasonality and Backlog

Our North America consumer lawn and garden business is highly seasonal, with more than 75% of our annual net sales occurring in our second and third fiscal quarters combined. Our annual net sales for this business are further concentrated in our second and third fiscal quarters by retailers who rely on our ability to deliver products closer to when consumers buy our products. We anticipate significant orders for our North America consumer lawn and garden business for the upcoming spring season will start to be received late in the winter and continue through the spring season. Historically, substantially all orders have been received and shipped within the same fiscal year with minimal carryover of open orders at the end of the fiscal year.

Significant Customers

The Home Depot and Lowe's are our two largest customers and are the only customers that individually represent more than 10% of reported consolidated net sales during any of the three most recent fiscal years. For additional details regarding significant customers, see "ITEM 1A. RISK FACTORS — Risks Related to Our Business — *Because of the concentration of our sales to a small number of retail customers, the loss of one or more of, or a significant reduction in orders from, any of our top customers, or a material reduction in the inventory of our products that they carry, could adversely affect our financial results"* of this Form 10-K and "NOTE 19. SEGMENT INFORMATION" of the Notes to Consolidated Financial Statements included in this Form 10-K.

Competitive Marketplace

The markets in which we sell our products are highly competitive. We compete primarily on the basis of brand strength, product innovation, product quality, product performance, advertising, value, supply chain competency, field sales support, in-store sales support and the strength of our relationships with major retailers and distributors.

In the lawn and garden, pest control and indoor gardening and hydroponic markets, our products compete against branded products as well as private label products. Primary competitors include Spectrum Brands Holdings, Inc., Central Garden & Pet Company, Kellogg Garden Products, Oldcastle Retail, Inc., Lebanon Seaboard Corporation, Reckitt Benckiser Group plc, FoxFarm Soil & Fertilizer Company, Nanolux Technology, Inc., Sun Gro Horticulture, Inc., The Procter & Gamble Company, Advanced Nutrients, Ltd., Jonathan Green, Inc., SBM Life Science Corp., Woodstream Corporation, This Land, Inc. dba Sunday Lawn Care and Hydrofarm Holdings Group, Inc. In addition, we face competition from smaller regional competitors that operate in many of the areas where we compete.

In Canada, we face competition in the lawn and garden market from Premier Tech Ltd. and a variety of local companies including private label brands.

Research and Development

We continually invest in research and development to design new or improve existing product formulae and packaging, as well as to streamline our manufacturing processes. Spending on research and development was $34.8 million, $34.6 million and $35.7 million in fiscal 2025, fiscal 2024 and fiscal 2023, respectively, including product registration costs of $8.9 million, $9.0 million and $12.4 million, respectively. In addition to our own research and development activities, we actively seek ways to leverage the research and development activities of our suppliers and other business partners.

Regulatory Considerations

Laws and regulations in the United States and other countries affect the manufacture, sale, distribution, use and/or application of our products in several ways. For example, in the United States, all pesticide products must comply with the Federal Insecticide, Fungicide, and Rodenticide Act ("FIFRA"), and most pesticide products require registration with the U.S. Environmental Protection Agency (the "U.S. EPA") and similar state agencies before they can be sold or distributed. The use of certain pesticide products is also regulated by the U.S. EPA in addition to various local, state and federal environmental and/or public health agencies. These regulations may restrict or ban the use of certain ingredients or categories of products altogether. Analogous regulatory regimes apply to pesticides that we sell or distribute in other countries.

Fertilizer and growing media products are also subject to various laws and regulations, some of which require registration, mandate labeling requirements and/or govern the sale and distribution of the products. Our grass seed products are regulated in the U.S. by the Federal Seed Act and state regulations. In addition, governmental agencies regulate the disposal, transport, handling and storage of waste, the remediation of contaminated sites, air and water discharges from our facilities and workplace health and safety. Similar to pesticides, analogous international regulations apply to fertilizers, growing media and seeds that we sell or distribute outside of the United States.

Governmental authorities generally require operating facilities to obtain permits (sometimes on an annual basis) relating to site-specific conditions and/or activities. For example, permits must be obtained to harvest peat and to discharge storm water run-off or water pumped from peat deposits. In some locations, these facilities have been required to create water retention ponds to control the sediment content of discharged water. The permits typically specify the condition in which the property must be left after the peat is fully harvested, with the residual use typically being natural wetland habitats combined with open water areas.

Regulatory agencies around the world have been establishing programs and restrictions relating to preventing the release of per- and polyfluoroalkyl substances ("PFAS") into the air, drinking water systems and food supply and to expand cleanup efforts to remediate the impacts of PFAS pollution. In 2021, the federal government announced a multi-agency plan to address PFAS contamination nationwide. Further, in April 2024, the U.S. EPA designated two PFAS chemicals – perfluorooctanoic acid ("PFOA") and perfluorooctanesulfonic acid ("PFOS"), including their salts and structural isomers – as hazardous substances under section 102(a) of the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), which could have wide-ranging impact on companies across industries. Further, many states have taken independent action to address PFAS ranging from appropriation bills for funding research to complete bans on any PFAS-containing products. Complicating this patchwork of state regulation is that various jurisdictions define PFAS differently with some definitions being comparatively broad. It is possible, therefore, that some of these actions will have an impact – direct or indirect – on our business.

Packaging has also become subject to increased governmental scrutiny. Several states in the U.S. have enacted legislation to reduce single use plastics and establish extended producer responsibility programs, which are designed to bolster the recycling industry by transferring the cost of packaging disposal to the manufacturers. Extended producer responsibility programs typically include targets and reporting responsibilities for, among other things, post-consumer recycling usage, compostable packaging, material reduction and refill strategies. Similar extended producer responsibility programs are active in several Canadian provinces.

The expansion of our business may expand the regulatory oversight to which we are subject. If we enter new product categories and/or new jurisdictions, we may become subject to additional applicable legal and regulatory requirements.

For more information regarding how compliance with local, state, federal and foreign laws and regulations may affect us, see "ITEM 1A. RISK FACTORS — Risks Related to Regulation of Our Company — *Compliance with environmental and other public health regulations or changes in such regulations or regulatory enforcement priorities could increase our costs of doing business or limit our ability to market certain products*" of this Form 10-K.

Regulatory Matters

We are subject to various regulatory proceedings, none of which are expected to be material to our business. At September 30, 2025, $3.1 million was accrued for environmental matters. During fiscal 2025, fiscal 2024 and fiscal 2023, we expensed $0.5 million, $0.1 million and $0.4 million, respectively, for such environmental matters. We had no material capital expenditures during the last three fiscal years related to environmental or regulatory matters.

Human Capital

We believe our culture and commitment to our associates provides unique value to us and our shareholders. Every associate, and every job, is important to our success and helping us achieve our purpose. We seek to create an environment that values the health, safety and wellness of our teams, and we work to equip them with the knowledge and skills to serve our business and develop in their careers.

This discussion includes information regarding human capital matters that we believe may be of interest to shareholders generally. We recognize that certain other stakeholders (such as customers, associates and non-governmental organizations) may be interested in more detailed information on these topics. We encourage you to review the "Supporting Our People" section of our 2025 Corporate Responsibility Report, located on our website at https://scottsmiracle-gro.com/responsibility/environmental-social-and-governance, for more detailed information regarding our human capital programs and initiatives. The contents of our corporate website are not incorporated by reference in this Form 10-K or in any other report or document we file with the Securities and Exchange Commission (the "SEC").

Associates

As of September 30, 2025, we employed approximately 5,200 associates. During peak sales and production periods in fiscal 2025, our workforce totaled approximately 6,900, comprised of approximately 5,900 associates including seasonal associates and approximately 1,000 in temporary labor. Included within these numbers, during fiscal 2025, we employed a total of approximately 2,100 full-time and seasonal in-store associates within the United States to help our retail partners merchandise our products in their lawn and garden departments directly to consumers.

Engagement

Our success depends on the engagement of our associates. To drive engagement, we take a purposeful approach focused on enhancing the associate experience centering on creating a positive workplace and fostering trust in leadership.

We recognize that two-way communication between our associates and our leadership team builds trust and improves collaboration and overall engagement. We gather formal and informal associate feedback through pulse surveys, leadership meetings and roundtable discussions. In fiscal 2024, we conducted a global associate engagement survey focused on employee experience that provided us with insight into both areas of strength and opportunities for improvement. We used the results from this survey to develop action plans to drive improvement. Another source of associate sentiment comes from exit interviews, when we ask for ratings, rankings and feedback from all salaried associates who voluntarily leave our organization. These inputs are shared with senior leadership and integrated into practice as human capital initiatives are deployed.

We believe that an informed workforce contributes to an engaged workforce. As such, we ensure that our associates have access to the information that we believe they need to understand business decisions, the reasons behind them and how they may be impacted. Recognizing there is value in hearing directly from our leadership team, we host Town Hall meetings each quarter to disseminate enterprise-wide information and enable direct communication between our leadership team and our associates.

Diversity

We value our associates' diversity and encourage them to leverage their varied life experiences at our Company. This includes diversity in terms of gender, sexuality, race, thoughts, interests, languages, beliefs and more.

Our employee resource groups ("ERGs") are voluntary, associate-led groups typically formed by people with a common affinity such as gender, race, national origin, sexual orientation, military status or other attributes. Each ERG establishes a mission to cultivate relationships through networking and develop talent through experiences, programs and mentoring. Our ERGs consist of Scotts Associate Board, Scotts Associates For A Greener Earth, Scotts Black Employees Network, Scotts Christian Fellowship, Scotts Gro-Masters, Scotts GroPride, Scotts Veterans Network, Scotts Women's Network and Scotts Young Professionals.

Growth and Development

We create authentic learning opportunities for our associates to develop throughout their careers through our blended development model which consists of experiential learning, exposure and formal education. By embedding learning in day-to-day work, we encourage associates to embrace a growth mindset to promote personal and professional growth.

We support associate development through cross-functional team assignments, expanded roles and rotational opportunities. Our ongoing development efforts expand knowledge, improve skills and capabilities and achieve competence in specific behaviors to meet performance expectations and prepare for future roles.

Our leadership team establishes enterprise goals, and each associate is asked to identify individual goals and align them to enterprise goals. This goal-setting exercise ensures all associates are aligned with Company objectives and establishes a foundation for individual growth and development.

Compensation and Benefits

We are committed to compensating our associates fairly and competitively based on their roles. Each year, we conduct an analysis of our compensation amounts and practices from external market and internal consistency perspectives to ensure our compensation decisions are fair and competitive, and we make adjustments to those amounts and practices as we deem appropriate.

We believe our associates should share our financial success. We accomplish this through our incentive plans and our profit-sharing program. These compensation programs enable us to reward associates, from frontline hourly associates to our leadership team, for their contributions when the Company achieves its operational or financial objectives.

Our benefit plans are designed to support total well-being, with healthcare coverage, wellness resources and supportive family leave and financial benefits. Of special note are our retirement benefits, with a 7.5 percent match on 401(k) contributions, and our discounted stock purchase plan that makes ownership of common shares of Scotts Miracle-Gro ("Common Shares") more accessible by allowing associates to buy Common Shares at a 15 percent discount. We also support our associates family planning goals through fertility benefits, expert-led family planning resources and up to $30,000 in lifetime benefits for adoption or surrogacy expenses. Our family leave benefits include eight weeks of fully paid maternal leave and up to 10 weeks of bonding leave for all new parents.

Health and Safety

The health and safety of our associates is a key priority of our leadership team. We address associate health and safety through our Environmental Health and Safety ("EHS") system which incorporates developed industry guidelines. Our "Plan-Do-Check-Act" strategy allows us to identify and address health and safety priorities. Our safety program encourages and enables associates to submit concerns and share feedback when they encounter behaviors and conditions that they perceive to be unsafe. Our EHS system also investigates and responds to associate concerns and incidents and mitigates risks to maintain and promote a safer workplace.

During new hire orientation, associates receive customized health and safety training based on job type and level. Our EHS training of supervisors focuses on knowledge of applicable regulations and necessary systems and leadership training elements so that each shift has a well-informed and capable safety leader. Our site leaders work to increase health and safety awareness through pre-shift meetings, tools and standards. These meetings provide an opportunity to voice and take ownership over health and safety concerns, encouraging each other to uphold a safe working environment.

To further mitigate risks and align all team members to our EHS system, we use compliance calendars that highlight important dates for EHS inspections and deadlines to meet voluntary and regulatory requirements. We assess our health and safety performance using an EHS scorecard composed of leading and lagging indicators. Our evaluation includes progress measurements for safety training, behavioral-based safety observations, near-miss reporting, total recordable incident rate and lost time accident rate.

Environmental, Social and Governance

Our Board of Directors has ultimate oversight for sustainability matters while the Nominating and Governance Committee receives quarterly environmental, social and governance ("ESG") briefings. At the management level, our ESG Steering Committee is responsible for setting and driving progress toward our sustainability goals. This committee meets quarterly to review progress, set new program goals, benchmark peers and review third-party ESG assessments. The ESG Steering Committee contains two specialized subcommittees: the Climate Subcommittee and the Customer Sustainability Subcommittee. The Climate Subcommittee supports the ESG Steering Committee in managing our climate change-related impacts. The Customer Sustainability Subcommittee aligns customer sustainability-related requests or initiatives with our ESG program goals and disclosures to assist our retail partners with their own sustainability goals and prepare for future reporting.

Our stakeholders, including shareholders, customers, suppliers, associates, communities as well as the environment and society, are essential to our business. We endeavor to make our workforce more inclusive, our business more sustainable and our communities more engaged by maintaining strong ESG practices. In fiscal 2025, we published our annual Corporate Responsibility Report, prepared in reference to the Global Reporting Initiative Standards (2021) and with consideration for the Sustainability Accounting Standards Board's Chemicals industry standard, the Task Force on Climate-Related Financial Disclosures and the California statutory greenhouse gas emission reporting requirements. The report maps our sustainability efforts to the United Nations Sustainable Development Goals and provides detailed information regarding our ESG strategy, focus areas and governance structure. Our ESG focus areas are Product Stewardship and Safety, Operations and Supply Chain, Associate Engagement and Wellness, Community Engagement and Governance and Transparency. We continue to benchmark, set and make progress towards goals and seek continuous improvement around these focus areas.

We publish our Corporate Responsibility Report and several ESG-related policies and statements on the ESG section of our corporate website, which is located at https://scottsmiraclegro.com/responsibility/environmental-social-and-governance. These policies and statements address environmental, health and safety and human rights concerns. We maintain a Supplier Code of Conduct that establishes the minimum standards that suppliers must satisfy to sell goods to or do business with us. Further ESG initiatives in fiscal 2025 included responding to the Carbon Disclosure Project's climate change and water questionnaires. The contents of our corporate website are not incorporated by reference in this Form 10-K or in any other report or document we file with the SEC.

Website and General Information

We maintain a website at http://investor.scotts.com. Information on our websites will not be deemed incorporated by reference into, and do not form any part of, this Form 10-K or any other report or document that we file with or furnish to the SEC. We file reports with the SEC and make available, free of charge, on or through our website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as well as our proxy and information statements, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

ITEM 1A. *RISK FACTORS*

Cautionary Note Regarding Forward-Looking Statements

This Form 10-K, including the exhibits hereto and the information incorporated by reference herein, as well as our 2025 Annual Report to Shareholders (our "2025 Annual Report"), contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act, which are subject to risks and uncertainties. Information regarding activities, events and developments that we expect or anticipate will or may occur in the future, including, but not limited to, information relating to our future growth and profitability targets and strategies designed to increase total shareholder value, are forward-looking statements based on management's estimates, assumptions and projections. Forward-looking statements also include, but are not limited to, statements regarding our future economic and financial condition and results of operations, the plans and objectives of management and our assumptions regarding our performance and such plans and objectives, as well as the amount and timing of dividends and repurchases of Common Shares or other uses of cash flows. Forward-looking statements generally can be identified through the use of words such as "guidance," "outlook," "projected," "believe," "target," "predict," "estimate," "forecast," "strategy," "may," "goal," "expect," "anticipate," "intend," "plan," "foresee," "likely," "will," "should" and other similar words and variations.

Forward-looking statements in this Form 10-K and our 2025 Annual Report are predictions only and actual results could differ materially from management's expectations due to a variety of factors, including those described below. All forward-looking statements attributable to us or persons working on our behalf are expressly qualified in their entirety by such risk factors and other cautionary statements that we make from time to time in our other SEC filings and public communications.

You should evaluate forward-looking statements in the context of these risks and uncertainties and are cautioned not to place undue reliance on such statements. These factors may not contain all of the factors that are important to you. We cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our operations in the way we expect. The forward-looking statements that we make in this Form 10-K and our 2025 Annual Report are based on management's current views and assumptions regarding future events and speak only as of their dates. We disclaim any obligation to update developments of these risk factors or to announce publicly any revisions to any of the forward-looking statements that we make, or to make corrections to reflect future events or developments, except as required by law.

Risks Related to Our Business

If we underestimate or overestimate demand for our products and do not maintain appropriate inventory levels, our net sales and/or working capital could be negatively impacted.

Our ability to manage our inventory levels to meet our customers' demand for our products is important for our business. Our production levels and inventory management goals for our products are based on estimates of demand and take into account production capacity, timing of shipments and inventory levels. Due to a number of factors, including manufacturing lead times, seasonal purchasing patterns and the potential for material price increases, we may carry additional inventory and increase our working capital and related financing requirements. Carrying additional inventory may increase our warehousing costs and result in excess inventory that may become difficult to manage, unusable or obsolete and adversely impact our ability to realize anticipated returns from product sales. If we overestimate or underestimate either channel or retail demand for any of our products during a given season, we may not maintain appropriate inventory levels, which could negatively impact our net sales, profit margins, net earnings, working capital and/or cash flow, hinder our ability to meet customer demand, result in loss of customers or cause us to incur excess and obsolete inventory charges or excess warehouse storage costs.

An economic downturn and economic uncertainty may adversely affect demand for our products.

There are indications of increased economic uncertainty in the U.S. including the potential for an economic recession. Impacts of such general economic weakness include, without limitation: reduced credit availability; reduced liquidity; volatility in credit, equity and foreign exchange markets; increasing job losses, bankruptcies and rising interest rates. In recent years, there have been instances of Congress and the President failing to reach agreement on federal budgetary and spending matters. A government shutdown or a default by the U.S. government on its debt obligations, or related credit-rating downgrades could also have adverse effects on the broader global economy and contribute to, or worsen, an economic recession. We believe that any extended or renewed economic disruptions or deterioration in the global economy could have an adverse impact on our business, financial condition or results of operations.

In addition, consumers may reduce discretionary spending during periods of economic uncertainty, which could reduce sales volumes of our products or result in a shift in our product mix from higher margin to lower margin products. Adverse economic conditions have included or resulted, and could continue to include or result, in a significant increase in inflation, which could have a material adverse impact on our business, financial condition or results of operations.

Disruptions in availability or increases in the prices of raw materials, fuel or transportation costs could adversely affect our results of operations.

We source many of our commodities and other raw materials on a global basis. The general availability and price of those raw materials can be affected by numerous forces beyond our control, including political instability, trade restrictions and other government regulations, duties and tariffs, price controls, changes in currency exchange rates and weather. A significant disruption in the availability or price of any of our key raw materials could negatively impact our business.

Increases in the prices of key commodities and other raw materials could adversely affect our ability to manage our cost structure. Market conditions may limit our ability to raise selling prices to offset increases in our raw material costs. Further, sustained price increases may lead to declines in volume as competitors may not adjust their prices or customers and consumers may decide not to pay the higher prices, which could lead to sales declines and loss of market share. Our projections may not accurately predict the volume impact of price increases, which could adversely affect our business, financial condition and results of operations.

Because of the concentration of our sales to a small number of retail customers, the loss of one or more of, or a significant reduction in orders from, any of our top customers, or a material reduction in the inventory of our products that they carry, could adversely affect our financial results.

Our top two retail customers, The Home Depot and Lowe's, together accounted for 52% of our fiscal 2025 net sales and 25% of our outstanding accounts receivable as of September 30, 2025. The loss of, or reduction in orders from, any major customer for any reason (including, for example, changes in a retailer's strategy, reduction in inventories of our products that they maintain, claims or allegations that our products or products we market on behalf of third parties are unsafe, a decline in consumer demand, regulatory, legal or other external pressures or a change in marketing strategy), and customer disputes regarding shipments, fees, merchandise condition or related matters could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our inability to collect accounts receivable from one of our major customers, or a significant deterioration in the financial condition of one of these customers, including a bankruptcy filing or a liquidation, could also have a material adverse effect on our financial condition, results of operations and cash flows.

We do not have long-term sales agreements with, or other contractual assurances as to future sales to, any of our major retail customers. In addition, continued consolidation in the retail industry has resulted in an increasingly concentrated retail base, and as a result, we are significantly dependent upon sales to key retailers who have significant bargaining strength. To the extent such concentration continues to occur, our net sales and income from operations may be increasingly sensitive to deterioration in the financial condition of, or other adverse developments involving our relationship with, one or more of our key customers. In addition, our business may be negatively affected by changes in the policies of our retailers, such as inventory reductions, limitations on access to shelf space, price demands and other conditions.

We may not successfully develop new product lines and products or improve existing product lines and products.

Our future success depends on our ability to maintain an adequate innovation pipeline, improve our existing product lines and products and develop and manufacture new product lines and products to meet evolving consumer needs. We cannot provide any assurance that we will successfully develop and manufacture new product lines and products or product innovations that satisfy consumer needs or achieve market acceptance, or that we will develop, manufacture and market new product lines and products or product innovations in a timely manner. If we fail to successfully develop and manufacture new product lines and products or product innovations, our ability to maintain or grow our market share may be adversely affected, which could materially adversely affect our business, financial condition and results of operations. In addition, the development and introduction of new product lines and products and product innovations require substantial research and development expenditures, which we may be unable to recoup if such new product lines, products or innovations do not achieve market acceptance.

Many of the products we manufacture and market contain active ingredients that are subject to regulatory approval. The need to obtain such approval could delay the launch of new products or product innovations or otherwise prevent us from developing and manufacturing certain products and product innovations.

Our marketing activities may not be successful.

We invest substantial resources in advertising, consumer promotions and other marketing activities to maintain and expand our brand image. There can be no assurances that our marketing strategies will be effective or that the amount we invest in marketing activities will result in a corresponding increase in sales of our products. If our marketing initiatives are unsuccessful, including our ability to leverage digital media and social networks to reach existing and potential customers, we will have incurred significant expenses without the benefit of higher revenues.

The highly competitive nature of our markets could adversely affect our ability to maintain or grow revenues.

Each of our operating segments participates in highly competitive markets. Our products compete against national and regional products and private label products produced by various suppliers. Many of our competitors sell their products at prices lower than ours. Our most price sensitive consumers may trade down to lower-priced products during challenging economic times or if current economic conditions worsen. We compete primarily on the basis of product innovation, product quality, product performance, value, brand strength, supply chain competency, field sales support, in-store sales support, the strength of our relationships with major retailers and advertising. Some of our competitors have significant financial resources. The strong competition that we face in all of our markets may prevent us from achieving our revenue goals, which may have a material adverse effect on our financial condition, results of operations and cash flows.

Our manufacturing operations, including our reliance on third-party manufacturers, could harm our business.

We may not be able to maintain or develop efficient, low-cost manufacturing capability and processes that will enable us to meet the quality, price, design and product standards or production volumes required to successfully manufacture our products. Our efforts to improve efficiencies in our manufacturing capabilities by investing in automation could be disruptive to our operations, divert the attention of management and require significant investments. Even if we successfully maintain and develop our manufacturing capabilities and processes, we may not be able to do so in time to satisfy the needs of our customers.

We rely on third parties to manufacture certain products. This reliance generates a number of risks, including decreased control over the production and related processes, which could lead to production delays or interruptions and inferior product quality control. In addition, performance problems at these third-party manufacturers could lead to cost overruns, shortages or other problems, which could increase our costs of production or result in delivery shortages or delays.

In addition, if one or more of our third-party manufacturers becomes insolvent or unwilling to continue to manufacture products of acceptable quality, at acceptable costs and in a timely manner, our ability to deliver products to our retail customers could be significantly impaired. Substitute manufacturers may not be available or, if available, may be unwilling or unable to manufacture the products we need on acceptable terms. Moreover, if customer demand for our products increases, we may be unable to secure sufficient additional capacity from our current third-party manufacturers, or others, on commercially reasonable terms, or at all.

Our business is subject to risks associated with sourcing and manufacturing outside of the U.S. and risks from tariffs and/or international trade wars.

We import many of our raw materials and finished goods from countries outside of the United States, including but not limited to China. Our import operations are subject to complex and unpredictable customs laws, regulations, tax requirements, forced labor laws and trade regulations, such as tariffs set by governments, either through mutual agreements or bilateral actions. The U.S. has enacted tariffs on goods imported into the U.S. which have increased the cost of the goods we purchase. Significant additional tariffs and protectionist duties could be imposed by the U.S. with relatively short notice to us. These governmental actions could have, and any similar future actions may have, a material adverse effect on our business, financial condition and results of operations. The overall effect of these risks is that our costs may increase or we may experience supply disruptions, which in turn may result in lower profitability if we are unable to offset such increases through higher prices, and/ or that we may suffer a decline in sales if our customers do not accept price increases.

Our reliance on a limited base of suppliers may result in disruptions to our business and adversely affect our financial results.

Although we continue to implement risk mitigation strategies for single-source suppliers, we also rely on a limited number of suppliers for certain of our raw materials, product components and other necessary supplies, including certain active ingredients used in our products. If we are unable to maintain supplier arrangements and relationships, if we are unable to contract with suppliers at the quantity and quality levels needed for our business, or if any of our key suppliers becomes insolvent or experience other financial distress, we could experience disruptions in production, which could have a material adverse effect on our financial condition, results of operations and cash flows.

A significant interruption in the operation of our or our suppliers' facilities could adversely impact our capacity to manufacture products and supply our customers, which could adversely affect our results of operations and financial position.

Operations at our and our suppliers' facilities are subject to disruption for a variety of reasons, including fire, flooding or other natural disasters, pandemics, acts of war, terrorism, government shutdowns and work stoppages. A significant interruption in the operation of our or our suppliers' facilities could significantly impact our capacity to manufacture products and supply our products in a timely manner, particularly with respect to products that we manufacture at a limited number of facilities such as our fertilizer and liquid products, which could have a material adverse effect on our results of operations and financial position.

Disruptions to transportation channels that we use to distribute our products may adversely affect our margins and profitability.

We may experience disruptions to the transportation channels we use to distribute our products, including increased congestion, a lack of transportation capacity, increased fuel expenses, import or export controls or delays and labor disputes or shortages. Disruptions in our trucking capacity may result in reduced sales or increased costs, including the additional use of more expensive or less efficient alternatives to meet demand. Congestion can affect previously negotiated contracts with shipping companies, resulting in unexpected increases in shipping costs, reduction in our profitability or reduced sales.

Our international operations subject us to the costs and risks associated with operating internationally.

We operate manufacturing, sales and service facilities outside of the United States, particularly in Canada and Mexico. Accordingly, we are subject to risks associated with operating in foreign countries, including:

- fluctuations in currency exchange rates;
- limitations on the remittance of dividends and other payments by foreign subsidiaries;
- additional costs of compliance with local regulations;
- historically, in certain countries, higher rates of inflation than in the United States;
- changes in the economic conditions or consumer preferences or demand for our products in these markets;
- restrictive actions by multinational governing bodies, foreign governments or subdivisions thereof;
- changes in foreign labor laws and regulations affecting our ability to hire and retain associates;
- changes in U.S. and foreign laws regarding trade and investment, including the impact of tariffs;
- less robust protection of our intellectual property under foreign laws; and
- difficulty in obtaining distribution and support for our products, including the impact of shipping port delays.

In addition, our operations outside the United States are subject to the risk of new and different legal and regulatory requirements in local jurisdictions, potential difficulties in staffing and managing local operations and potentially adverse tax consequences. The costs associated with operating our continuing international business could adversely affect our financial condition, results of operations and cash flows.

In the event of a disaster, our disaster recovery and business continuity plans may fail, which could adversely interrupt our operations.

Our operations depend on our ability to protect our infrastructure against damage from catastrophe, natural disaster or severe weather, as well as events resulting from unauthorized security breach, power loss, telecommunications failure, act of war, terrorist attack, pandemic or other events that could have a significant disruptive effect on our operations. Further, the development of artificial intelligence is creating more sophisticated avenues to disrupt operational systems. We have disaster recovery and business continuity plans in place that are ready to be executed if we encounter a disruptive event. However, we cannot be certain that our plans, or those of third-party service providers we rely on, will be successful in the event of a disaster. If our disaster recovery or business continuity plans are unsuccessful in a disaster recovery scenario, we could potentially experience material adverse impacts including loss of data, damage to important facilities, disruption to our operations, regulatory intervention, reputational harm and loss of customers.

Climate change and unfavorable weather conditions could adversely impact our financial results.

Our consumer lawn and garden business in any year is susceptible to weather conditions in the markets in which our products are sold. These climate conditions may adversely impact the sale of certain products or increase demand for other products thereby making the overall impact of abnormal or extreme weather conditions on us difficult to predict.

The effects of climate change could include varying temperature levels, water shortages and changes to rainfall amounts, rainfall patterns, storm patterns and storm intensities. These effects could affect the availability and cost of raw materials, commodities and energy, which in turn may impact our ability to procure the quantities and levels of goods or services required to operate our business.

Consumers and businesses may independently change their behavior because of concerns regarding the impact of climate change and public perceptions. For example, consumers may elect to garden less frequently than historic patterns due to the unpredictability of weather patterns. Those consumers who are less directly impacted by climate change may also engage in less gardening due to discomfort or concerns about perceptions stemming from the direct impact of climate change on others. Current or potential retail customers may pull back from all or parts of the lawn and garden category in response to softening consumer demand. Our ability to finance the development of climate appropriate product offerings may also suffer if consumers become less engaged in lawn and gardening.

Our failure to adequately manage the consumer and retail impacts of climate change could have a material adverse effect on our financial condition, results of operations and cash flows.

Our business could be negatively impacted by corporate citizenship and sustainability matters (including climate change) and/or our reporting of such matters.

Certain investors, customers, consumers, associates, governmental authorities and other stakeholders are increasing their focus on corporate citizenship and sustainability matters (including climate change). From time to time, we communicate certain initiatives, such as goals, regarding environmental matters, responsible sourcing and social investments, including pursuant to our Corporate Responsibility Report. We could fail, or be perceived to fail, to achieve such initiatives or goals, or we could fail to fully and accurately report our progress on such initiatives and goals. In addition, we could be criticized for the scope of such initiatives or goals or perceived as not acting responsibly in connection with these matters.

Moreover, there are adopted and proposed international accords and treaties, as well as federal, state and local laws and regulations, that would attempt to regulate certain disclosures and behavior pertaining to sustainability matters, including the effect of greenhouse gas emissions on the environment. If the U.S., state or foreign governments enact new climate change laws or regulations or make changes to existing laws or regulations, compliance with applicable laws or regulations may result in increased manufacturing costs for our products and may require additional investment in new pollution control equipment or changes to manufacturing methods for our products. Additional compliance burdens could be imposed by laws requiring the collection, measurement and analysis of climate-related data, such as Scope 1, 2 and 3 greenhouse gas emissions similar to the California statutory greenhouse gas emission reporting requirements. Such compliance may be costly, time-consuming and, because disclosures would largely depend on third-party cooperation, uncertain. Compliance with any new or more stringent laws or regulations, or stricter interpretations of existing laws, could require additional expenditures by us or our suppliers, in which case, the costs of raw materials and component parts could increase. We may incur some of these costs directly and others may be passed on to us from our third-party suppliers.

Any failure or perception of our failure (whether or not valid) to achieve our initiatives or goals with respect to corporate citizenship and sustainability matters, to act responsibly with respect to corporate citizenship and sustainability matters or to adequately manage the political, legal and regulatory impacts of corporate citizenship or other sustainability matters could adversely affect our financial condition, results of operations and cash flows.

Uncertainty surrounding legislation, regulation and governmental policy at the U.S. federal level could lead to disruptions in or have the effect of negatively impacting our financial condition, results of operations and cash flows.

Uncertainty surrounding legislation, regulation and government policy at the U.S. federal level may impact the U.S. and global economies, international trade and relations, unemployment rates, energy prices, tariffs, immigration, taxes, inflation and the general U.S. regulatory environment, among other things. Although we cannot predict the impact, if any, of these changes, they could negatively affect our financial condition, results of operations and cash flows.

Product recalls or other product liability claims could materially and adversely affect our business, financial condition and results of operations.

Due to the highly regulated nature of our products, which are primarily designed for consumer use, we may be required to stop selling, return or recall products due to a variety of potential concerns including suspected or confirmed product contamination, adulteration, product mislabeling or misbranding, tampering or other deficiencies. Product recalls or voluntary market withdrawals could result in significant losses due to their costs, the destruction of product inventory and lost sales due to the unavailability of the product for a period of time. Adverse attention about these types of concerns, whether or not valid, may damage our reputation or discourage consumers from buying our products and could negatively impact our sales and financial condition.

We may also suffer losses if our products or operations violate applicable laws or regulations, or if our products are alleged to cause damage to property, injury, illness or death. A significant product liability, legal judgment or a related regulatory enforcement action against us, or a significant product recall or voluntary withdrawal, may materially and adversely affect our business, financial condition and results of operations.

If the perception of our brands or organizational reputation are damaged, our consumers, distributors and retailers may react negatively, which could materially and adversely affect our business, financial condition and results of operations.

We believe we have built our reputation on the trust of consumers and performance of our brands. Any incident that erodes consumer affinity for our brands or our business operations could significantly reduce our value and damage our business. For example, negative third-party research or media reports on our product quality, efficacy and safety, whether accurate or not, may adversely affect consumer perceptions, which could cause the value of our brands to suffer and adversely affect our business. We may also be adversely affected by news or other negative publicity, regardless of accuracy, regarding other aspects of our business, including:

- public health concerns, illness or safety;
- the perception of our environmental stewardship and the impacts our business has on the environment (including packaging, energy and water use and matters related to climate impact and waste management) and other sustainability issues;
- security breaches of confidential company, customer or employee information; or
- employee related claims relating to alleged employment discrimination, health care and benefit issues.

Such negative publicity may be widely and rapidly disseminated, including through social media platforms.

As part of our marketing initiatives, we have contracted with certain public figures to market and endorse our products. While we maintain specific selection criteria and are diligent in our efforts to seek out public figures that resonate genuinely and effectively with our consumer audience, the individuals we choose to market and endorse our products may fall into negative favor with the general public. Because our consumers may associate the public figures that market and endorse our products with us, any negative publicity on behalf of such individuals may cause negative publicity about us and our products. This negative publicity could materially and adversely affect our brands and reputation and our revenue and profits.

Certain of our products may be purchased for use in new and emerging industries or segments and/or be subject to varying, inconsistent and rapidly changing laws, regulations, administrative practices, enforcement approaches, judicial interpretations and consumer perceptions.

We sell products, including hydroponic gardening products, that end users may purchase for use in new and emerging industries or segments, including the growing of cannabis, that may not grow or achieve market acceptance in a manner that we can predict. The demand for these products depends on the uncertain growth of these industries or segments. For example, our Hawthorne segment sales volume has decreased due to an oversupply of cannabis, which has led to a prolonged period of lower cannabis wholesale prices, reduced indoor and outdoor cannabis cultivation and consolidation of retail establishments. The oversupply has been driven by increased licensing activity across the U.S. as well as inconsistent approaches to state regulation and enforcement.

In addition, we sell products that end users may purchase for use in industries or segments, including the growing of cannabis, that are subject to varying, inconsistent and rapidly changing laws, regulations, administrative practices, enforcement approaches, judicial interpretations and consumer perceptions. For example, certain countries and 39 U.S. states have adopted frameworks that authorize, regulate and tax the cultivation, processing, sale and use of cannabis for medicinal and/or non-medicinal use, while the U.S. Controlled Substances Act and the laws of other U.S. states prohibit growing cannabis.

If we are unable to effectively execute our e-commerce business, our reputation and operating results may be harmed.

We sell certain of our products through our online store and our retail customers' e-commerce retail platforms. As consumers increasingly utilize e-commerce channels, the success of our business depends on our investment in e-commerce platforms, consumer preferences and buying trends relating to e-commerce, and our ability to both maintain the continuous operation of our online store and our fulfillment operations that support both our own and our retail customers' e-commerce platforms. It is essential that these platforms provide a shopping experience that will generate orders and return visits.

Our e-commerce business is subject to various risks and uncertainties, including: changes in required technology interfaces; website downtime and other technical failures; costs and technical issues associated with website software, systems and technology investments and upgrades; data and system security; system failures, disruptions and breaches and the costs to address and remedy such failures, cyber attacks; and changes in and compliance with applicable federal and state regulations. In addition, our efforts to remain competitive with technology trends, including the use of new or improved technology such as generative artificial intelligence powered search platforms, creative user interfaces and other e-commerce marketing tools such as paid search and mobile applications may increase our costs but may not increase sales or attract consumers. Our failure to effectively address these risks and uncertainties may adversely affect the sales of our e-commerce business, as well as damage our reputation and brands.

Additionally, the success of our e-commerce business and the satisfaction of our consumers depend on the timely receipt of our products by our consumers. The efficient delivery of our products to our consumers requires that our distribution centers have adequate capacity to support the current level of e-commerce operations and any anticipated increased levels that may occur as a result of the growth of our e-commerce business. If we encounter difficulties with our distribution centers, or if any distribution centers shut down for any reason, including as a result of pandemics, acts of war, terrorism, government shut downs, work stoppages and fire or other natural disasters, we could face inventory shortages that may result in out of stock conditions in our online store, incur significantly higher costs and longer lead times associated with distributing our products to our consumers and experience dissatisfaction from our consumers. Any of these issues could have a material adverse effect on our business and harm our reputation.

Our operations, financial condition or reputation may be impaired if our information or operational technology systems fail to perform adequately or if we are the subject of a data breach or cyber attack.

We rely on information and operational technology systems to conduct business, including communicating with associates and our key retail customers, ordering and managing materials from suppliers, shipping products to retail customers and analyzing and reporting results of operations. If our information or operational technology systems are damaged or cease to function properly for an extended period of time, whether as a result of a significant cyber incident or any other adverse event, our ability to operate or communicate internally as well with our retail customers, vendors, suppliers and other parties critical to our business, could be significantly impaired, which may adversely impact our business.

While we have taken steps to ensure the security of our information and operational technology systems, including those of our customers, vendors, suppliers and other third-party service providers on whom we rely, our systems, as well the systems utilized by our customers, vendors, suppliers and other third-party service providers, have, in the past, been and may, in the future, be vulnerable to cyber threats such as malware, security breaches, phishing attacks, unauthorized activity, system failures, defects, unintentional or malicious actions of associates, contractors and bad actors (e.g., cyber criminal groups, nation state actors and hacktivist organizations).

We have experienced and may continue to experience an increase in the number of such cyber threats. The rapid evolution and growing adoption of artificial intelligence and machine learning technologies present emerging risks to the security of our information, as well as the information of our customers and business partners. Furthermore, the increasing use of artificial intelligence by threat actors is enhancing the sophistication, speed and effectiveness of cyber attacks and amplifying existing security challenges. Additionally, the use of artificial intelligence by our employees, or by our customers and business partners, could increase our exposure to cyber threats. As cyber attacks increase in frequency and magnitude, we may be unable to obtain cybersecurity insurance in amounts and on terms we view as appropriate for our operations.

Additionally, in the normal course of our business, we collect, store and transmit proprietary and confidential information regarding our customers, consumers, associates, suppliers and others, including personally identifiable information. We are required to comply with increasingly complex and changing data privacy and security laws and regulations, that apply to the collection, storage, use, transmission and protection of personal information and other consumer and employee data, including particularly the transfer of personal data between or among countries. High profile security breaches of the information systems of a number of U.S. companies and/or government agencies may result in increased regulations and new data privacy and security laws.

An operational failure or breach of security from increasingly sophisticated cyber threats could lead to the loss, misuse or unauthorized disclosure of this information about our customers, consumers, associates and suppliers, which may result in regulatory or other legal proceedings, and have a material adverse effect on our business and reputation. We may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber attacks. Any such attacks or precautionary measures taken to prevent attacks may result in increasing costs, including costs for additional technologies, training and third-party consultants. The losses incurred from a cybersecurity-related event as well as the precautionary measures required to address this evolving risk may adversely impact our financial condition, results of operations, cash flows and reputation.

Our insurance coverage may not be sufficient to avoid or effectively mitigate or transfer the adverse impact of claims or liabilities against us on our financial position or results of operations and we may not be able to obtain appropriate insurance coverage in the future.

We maintain insurance coverage to manage our exposure to future claims and liabilities that may adversely impact our financial position or results of operations. The extent of our insurance program is under continuous review and coverages are modified as we deem necessary to mitigate current or emerging risks. Despite our program, it is possible that claims or liabilities against us may have a material adverse impact on our financial position or results of operations. In addition, we may not be able to obtain sufficient insurance coverage, when our existing insurance policies expire.

We maintain an insurance program that includes coverage to de-risk against claims associated with property damage, management liability, cargo liability, cyber threats, workers compensation and general liability losses. While we expect to be able to continue our insurance coverages, there can be no assurance that we will be able to procure insurance coverage, or that such policy limits will be adequate to cover any liability we may incur, or that our insurance premiums will continue to be available at a cost similar to our cost today. The volatility of the insurance and reinsurance markets are also subject to macroeconomic conditions and events that are outside of our control.

Additionally, it is possible one or more of our insurers could specifically exclude from our policy certain chemicals used in our products. Consequently, we may have to cease use of those chemicals and/or substitute less effective or more expensive alternatives to continue manufacturing and/or distributing such goods. A substantial increase in liability exposure or the loss of customers or product offerings could have a material adverse effect on our results of operations and financial condition.

In the event the Third Restated Agreement for Monsanto's consumer Roundup® products terminates or Monsanto's consumer Roundup® business materially declines, we would lose a substantial source of future earnings and overhead expense absorption.

If we (i) become insolvent, (ii) commit a material breach, material fraud or material willful misconduct under the Third Restated Agreement, (iii) experience a change of control (subject to certain exceptions) or (iv) impermissibly assign our rights or delegate our obligations under the Third Restated Agreement, Monsanto may terminate the Third Restated Agreement without paying a termination fee to the Company, subject to certain terms and conditions as set forth therein. In addition, if Program EBIT (as defined in the Third Restated Agreement) falls below $50.0 million in any program year, Monsanto may terminate the Third Restated Agreement without paying a termination fee to the Company, subject to certain terms and conditions as set forth therein.

Monsanto may also terminate the Third Restated Agreement in the event of (a) a change of control of Monsanto or a sale of the Roundup® business effective at the end of the fifth full year after providing notice of termination, subject to certain terms and conditions as set forth in the applicable agreements, or (b) Monsanto's decision to decommission the permits, licenses and registrations needed for, and the trademarks, trade names, packages, copyrights and designs used in, the sale of the Roundup® products in the lawn and garden market (a "Brand Decommissioning Event"), but, in each case, Monsanto would have to pay a termination fee to the Company.

If circumstances exist or otherwise develop that result in a material decline in Monsanto's consumer Roundup® business, or in the event of Monsanto's insolvency or bankruptcy, we would seek to mitigate the impact on us by exercising various rights and remedies under the Third Restated Agreement and applicable law. We cannot, however, provide any assurance that our exercise of such rights or remedies would produce the desired outcomes or that a material decline in Monsanto's consumer Roundup® business would not have a material adverse effect on our business, financial condition or results of operations.

In the event that the Third Restated Agreement terminates or Monsanto's consumer Roundup® business materially declines, we would lose all, or a substantial portion, of the significant source of earnings and overhead expense absorption the Third Restated Agreement provides.

For additional information regarding the Third Restated Agreement including certain of our rights and remedies under the Third Restated Agreement, see "NOTE 6. MARKETING AGREEMENT" of the Notes to Consolidated Financial Statements included in this Form 10-K.

We may not be able to adequately protect our intellectual property and other proprietary rights that are material to our business.

Our ability to compete effectively depends in part on our rights to service marks, trademarks, trade names and other intellectual property rights we own or license, particularly our registered brand names and issued patents. Although we have a robust portfolio of registered trademarks, we have not sought to register each of our marks either in the United States or in every country in which each such mark is used. Furthermore, because of the differences in foreign trademark, patent and other intellectual property or proprietary rights laws, we may not receive the same protection in other countries as we would in the United States with respect to the registered brand names and issued patents we hold.

In addition, advances in artificial intelligence and the increasingly widespread use of such technology by us, our third parties or others, including generative artificial intelligence tools, may increase the risk of (a) claims against us for infringing third party intellectual property rights, and (b) the unauthorized access to, or use of, our intellectual property and unauthorized or unintended exposure of our confidential and proprietary information, all of which could adversely affect the value of our intellectual property, including our brands, our trade secrets and our investment in research and development. If we are unable to protect our intellectual property, proprietary information and/or brand names, we could suffer a material adverse effect on our business, financial condition and results of operations.

Litigation may be necessary to enforce our intellectual property rights and protect our proprietary information, or to defend against claims by third parties that our products or services infringe their intellectual property rights. Any litigation or claims brought by or against us could result in substantial costs and diversion of our resources. A successful claim of trademark, patent or other intellectual property infringement against us, or any other successful challenge to the use of our intellectual property, could subject us to damages or prevent us from providing certain products or services, or using certain of our recognized brand names, which could have a material adverse effect on our business, financial condition and results of operations.

Our success depends upon the retention and availability of key personnel and the effective succession of senior management.

Our success largely depends on the performance of our management team and other key personnel. Our future operations could be harmed if we are unable to attract and retain talented, highly qualified senior executives and other key personnel. In recent years, we experienced management transitions involving our Chief Financial Officer, Chief Operating Officer, Chief Human Resources Officer and Chief Legal Officer. If we are unable to effectively provide for the succession of senior management, including our Chief Executive Officer, our business, prospects, financial condition, results of operations and cash flows may be materially adversely affected.

Our workforce reductions may cause undesirable consequences and adversely affect our business and results of operations.

In recent years, we have undertaken strategic reductions in our workforce as part of a series of organizational changes and initiatives intended to create operational and management-level efficiencies. These workforce reductions may yield unintended consequences, such as attrition beyond our intended reduction in workforce and reduced employee morale, which may cause our associates who were not affected by the workforce reductions to seek alternate employment. Associates whose positions were eliminated or those who determine to seek alternate employment may seek employment with our competitors.

We cannot provide any assurance that we will not undertake additional workforce reductions or that we will be able to realize the cost savings and other anticipated benefits from any of our previous or future workforce reduction plans. In addition, continued workforce reductions may adversely impact our ability to respond rapidly to any new product, growth or revenue opportunities and to execute our business plans. Additionally, workforce reductions may make it more difficult to recruit and retain associates if they perceive uncertainty in employment. If we need to increase the size of our workforce in the future, we may encounter a competitive hiring market due to labor shortages, increased employee turnover, changes in the availability of workers and increased wage costs.

We are involved in a number of legal proceedings and, while we cannot predict the outcomes of such proceedings and other contingencies with certainty, some of these outcomes could adversely affect our business, financial condition, results of operations and cash flows.

We are involved in legal proceedings and are subject to investigations, inspections, audits, inquiries and similar actions by governmental authorities, arising in the course of our business (see the discussion in "ITEM 3. LEGAL PROCEEDINGS" of this Form 10-K). Legal proceedings, in general, can be expensive and disruptive. Some of these suits may purport or be determined to be class actions and/or involve parties seeking large and/or indeterminate amounts of damages, including punitive or exemplary damages, and may remain unresolved for several years. For example, product liability claims challenging the safety of our products or products we market on behalf of third parties may also result in a decline in sales for a particular product and could damage the reputation or the value of related brands, involve us in litigation and have a material adverse effect on our business.

From time to time, we are also involved in legal proceedings involving contract, employment, intellectual property and other matters including, for example, the securities litigation and shareholder derivative suits discussed in "ITEM 3. LEGAL PROCEEDINGS" of this Form 10-K. We cannot predict with certainty the outcomes of these legal proceedings and other contingencies, and the costs incurred in litigation can be substantial, regardless of the outcome. Substantial unanticipated verdicts, fines and rulings do sometimes occur. As a result, we could from time to time incur judgments, enter into settlements or revise our expectations regarding the outcome of certain matters, and such developments could have a material adverse effect on our results of operations in the period in which the amounts are accrued and/or our cash flows in the period in which the amounts are paid. The outcome of some of these legal proceedings and other contingencies could require us to take, or refrain from taking, actions which could negatively affect our operations and, depending on the nature of the allegations, could negatively impact our reputation or the reputation of products we market on behalf of third parties. Additionally, defending against these legal proceedings may involve significant expense and diversion of management's attention and resources.

Risks Related to Our M&A, Lending and Financing Activities

Our indebtedness could limit our flexibility and adversely affect our financial condition.

As of September 30, 2025, we had $2,119.7 million of debt and $1,166.9 million in available borrowings under the sixth amended and restated credit agreement (the "Sixth A&R Credit Agreement"), which was in effect during the entirety of fiscal 2025. On November 21, 2025, the Company entered into a seventh amended and restated credit agreement (the "Seventh A&R Credit Agreement"), which replaced the Sixth A&R Credit Agreement. Our inability to meet restrictive financial and non-financial covenants associated with our debt, or to generate sufficient cash flow to repay maturing debt, could adversely affect our financial condition. For example, our debt level could:

- make it more difficult for us to satisfy our obligations with respect to our indebtedness;
- make us more vulnerable to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of cash flows from operating activities to payments on our indebtedness, which would reduce the cash flows available to fund working capital, capital expenditures, advertising, research and development efforts, dividends, Common Share repurchases and other general corporate activities;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- limit our ability to borrow additional funds;

- expose us to risks inherent in interest rate fluctuations because some of our borrowings are at variable rates of interest, which could result in higher interest expense in the event of increases in interest rates; and
- place us at a competitive disadvantage compared to our competitors that have less debt.

Our ability to make payments on or to refinance our indebtedness (including, for example, our 5.250% Senior Notes due 2026 (the "5.250% Senior Notes")), fund planned capital expenditures and acquisitions, pay dividends and repurchase our Common Shares will depend on our ability to generate cash in the future which, to some extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We cannot provide any assurance that our business will generate sufficient cash flow from operating activities or that future borrowings will be available to us in amounts sufficient to enable us to pay our indebtedness or to fund our other liquidity needs.

The Sixth A&R Credit Agreement, Seventh A&R Credit Agreement and the indentures governing our 5.250% Senior Notes, our 4.500% Senior Notes due 2029 (the "4.500% Senior Notes"), our 4.000% Senior Notes due 2031 (the "4.000% Senior Notes") and our 4.375% Senior Notes due 2032 (the "4.375% Senior Notes" and, collectively with the 5.250% Senior Notes, the 4.500% Senior Notes and the 4.000% Senior Notes, the "Senior Notes") contain restrictive covenants and cross-default provisions. For example, under the Sixth A&R Credit Agreement, the maximum permitted leverage ratio was 4.75 for the fourth quarter of fiscal 2025. Our leverage ratio was 4.10 at September 30, 2025. In addition, the Sixth A&R Credit Agreement contained a fixed charge coverage ratio covenant which set the minimum permitted fixed charge coverage ratio at 1.00. Our fixed charge coverage ratio was 1.42 for the twelve months ended September 30, 2025. Under the Seventh A&R Credit Agreement, the maximum permitted leverage ratio is 5.00 for the first quarter of fiscal 2026 and thereafter. The Seventh A&R Credit Agreement also contains a minimum interest coverage ratio of (i) 3.00 for each of the fiscal quarters within fiscal 2026, (ii) 3.25 for each of the fiscal quarters within fiscal 2027 and (iii) 3.50 for fiscal quarters thereafter. The Senior Notes contain an independently calculated interest coverage ratio covenant which sets the minimum permitted interest coverage ratio at 2.00. Our interest coverage ratio was 4.78 for the twelve months ended September 30, 2025. A breach of any of the financial ratio covenants or other covenants in the Seventh A&R Credit Agreement or Senior Notes could result in a default and/or a cross default under the Seventh A&R Credit Agreement or Senior Notes, as applicable. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, and could cease making further loans and institute foreclosure proceedings against our assets. We cannot provide any assurance that the holders of such indebtedness would waive a default or that we would have the resources to pay the accelerated indebtedness in full.

Subject to compliance with certain covenants under the Seventh A&R Credit Agreement and the indentures governing the Senior Notes, we may incur additional debt in the future. If we incur additional debt, the risks described above could intensify.

Significant or prolonged periods of higher interest rates may have an adverse effect on our financial condition, results of operations and cash flows.

Interest rates have a direct impact on our business due to the amount of variable rate debt the Company utilizes in its operations. Prolonged periods of higher interest rates may have a negative impact on our financial condition, results of operations and cash flows. All of our debt under the Seventh A&R Credit Agreement bears interest at variable rates primarily derived from the U.S. Prime Rate, Federal Reserve Bank of New York Rate, Secured Overnight Financing Rate, Euro Interbank Offered Rate, Canadian Prime Rate or Canadian Overnight Repo Rate Average (all as defined in the Seventh A&R Credit Agreement), based on our election, plus a spread that depends on our quarterly-tested leverage ratio. In a rising interest rate environment, debt financing will become more expensive and may have higher transactional and servicing costs.

Although the Company has taken steps to reduce our exposure to variable rate debt instruments, if interest rates remain relatively high or increase in the future, we could see increases in our borrowing costs which could have a material adverse effect on our financial condition, results of operations and cash flows.

Global economic and capital market conditions may limit our access to capital and/or increase the costs of such capital.

In the future, we may need new or additional financing to provide liquidity to conduct our operations, expand our business or refinance existing indebtedness. Any sustained weakness in general economic conditions and/or U.S. or global capital markets could adversely affect our ability to raise capital on favorable terms or at all. From time to time we have relied, and we may also rely in the future, on access to financial markets as a source of liquidity for working capital requirements, acquisitions and general corporate purposes. Our access to funds under the Seventh A&R Credit Agreement depends on the ability of the lenders that are parties to that facility to meet their funding commitments. Moreover, the obligations of the lenders under the Seventh A&R Credit Agreement are several and not joint and, as a result, a funding default by one lender does not need to be made up by the others. Longer term volatility in the capital and credit markets as a result of uncertainty, changing or increased regulation of financial institutions or reduced alternatives could adversely affect our access to the liquidity needed for our businesses in the longer term. Such disruptions could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged.

Acquisitions, other strategic alliances and investments could result in operating difficulties, dilution and other harmful consequences that may adversely impact our business and results of operations.

Acquisitions, strategic alliances and investments are an important element of our long-term corporate strategy and use of capital, and these transactions could be material to our financial condition and results of operations. We expect to continue to evaluate and enter into discussions regarding a wide array of potential strategic transactions. The process of integrating an acquired company, business or product has created, and will continue to create unforeseen operating difficulties and expenditures. The areas where we face risks include:

- Assumptions implicit to our acquisition strategy or valuations are not realized.
- Diversion of management time and focus from operating our business to acquisition integration challenges.
- Failure to successfully further develop the acquired business or product lines.
- Implementation or remediation of controls, procedures and policies at the acquired company.
- Integration of the acquired company's accounting, human resources and other administrative systems and coordination of product, engineering and sales and marketing functions.
- Transition of operations, users and customers onto our existing platforms.
- Reliance on the expertise of our strategic partners with respect to market development, sales, local regulatory compliance and other operational matters.
- Failure to obtain required approvals on a timely basis, if at all, from governmental authorities, or conditions placed upon approval, under competition and antitrust laws which could, among other things, delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of an acquisition.
- In the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries.
- Cultural challenges associated with integrating associates from the acquired company into our organization, and retention of associates from the businesses we acquire.
- Strategic investments in which we have a minority ownership stake and that we do not control may from time to time have economic, business or legal interests or goals that are inconsistent with our goals or the goals of regulators or business partners. As a result, business decisions or other actions or omissions of controlling owners, management or other persons or entities who control companies in which we invest may adversely affect the value of our investment, result in litigation, commercial or regulatory action against us or otherwise damage our reputation.
- Liability for or reputational harm from activities of the acquired company before the acquisition or from our strategic partners, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities.
- Litigation or other claims in connection with the acquired company, including claims from terminated associates, customers, former shareholders or other third parties.

Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and investments or strategic alliances could cause us to fail to realize the anticipated benefits of such acquisitions, investments or alliances, incur unanticipated liabilities, and harm our business generally.

Our acquisitions, strategic alliances and investments could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities or amortization expenses or impairment of goodwill and purchased long-lived assets, and restructuring charges, any of which could harm our financial condition, results of operations and cash flows. Also, the anticipated benefits of many of our acquisitions may not materialize.

A failure to dispose of assets or businesses in a timely manner may have an adverse effect on our results of operations and financial condition.

We evaluate as necessary the potential disposition of assets and businesses that may no longer help meet our objectives. When we decide to sell assets or a business, we may encounter difficulty in finding buyers or alternative exit strategies on acceptable terms in a timely manner, which could delay the achievement of our strategic objectives. Alternatively, we may dispose of a business at a price or on terms that are less than we had anticipated. After reaching an agreement with a buyer for the disposition of a business, the pre-closing conditions must also be satisfied or waived, which may prevent us from completing the transaction. Dispositions may also involve continued financial involvement in the divested business, such as through continuing equity ownership, guarantees, indemnities or other financial obligations. Under these arrangements, performance by the divested businesses or other conditions outside our control could affect our future financial results.

Our lending activities may adversely impact our business and results of operations.

As part of our strategic initiatives, we have provided financing to certain strategic partners. Our exposure to credit losses on these financing balances and strategic investments will depend on the financial condition of these counterparties as well as legal, regulatory and macroeconomic factors beyond our control, such as deteriorating conditions in the world economy or in the industries served by the borrowers. While we monitor our exposure, there can be no guarantee we will be able to successfully mitigate all of these risks. For example, during fiscal 2024 and fiscal 2023, the Company recorded non-cash, pre-tax other-than-temporary impairment charges related to its convertible debt investments of $64.6 million and $101.3 million, respectively. These or other credit losses, if significant, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Changes in credit ratings issued by nationally recognized statistical rating organizations ("NRSROs") could adversely affect our cost of financing and the market price of our Senior Notes.

NRSROs rate the Senior Notes and the Company based on factors that include our operating results, actions that we take, their view of the general outlook for our industry and their view of the general outlook for the economy. Actions taken by the NRSROs can include maintaining, upgrading or downgrading the current rating or placing us on a watch list for possible future downgrading. Downgrading the credit rating of the Senior Notes or placing us on a watch list for possible future downgrading could increase our cost of financing, limit our access to the capital markets and have an adverse effect on the market price of the Senior Notes. In August 2025, S&P Global Ratings affirmed our B+ rating and upgraded our outlook from "stable" to "positive." Also, in August 2025, Moody's Investors Service affirmed our B1 "stable" rating.

Our hedging arrangements expose us to certain counterparty and market risks.

We periodically utilize hedging agreements to fix the prices of a portion of our urea and fuel needs. The hedging agreements are designed to mitigate the earnings and cash flow fluctuations associated with the costs of urea and fuel. In periods of declining prices, utilizing these hedge agreements may effectively increase our expenditure for these raw materials.

In addition to commodity hedge agreements, we utilize interest rate swap agreements to manage the net interest rate risk inherent in our sources of borrowing, as well as foreign currency forward contracts to manage the exchange rate risk associated with certain intercompany loans with foreign subsidiaries and other approved transactional currency exposures.

Utilizing these hedge agreements exposes us to certain counterparty risks. The failure of one or more of the counterparties to fulfill their obligations under the hedge agreements, whether because of weakening financial stability or otherwise, could adversely affect our financial condition, results of operations and cash flows.

Our postretirement-related costs and funding requirements could increase as a result of volatility in the financial markets, changes in interest rates and actuarial assumptions.

We sponsor a number of defined benefit pension plans associated with our U.S. and former international businesses, as well as a postretirement medical plan in the United States for certain retired associates and their dependents. The performance of the financial markets and changes in interest rates impact the funded status of these plans and may cause volatility in our postretirement-related costs and future funding requirements. If the financial markets do not provide the expected long-term returns on invested assets, we could be required to make significant pension contributions. Additionally, changes in interest rates and legislation enacted by governmental authorities can impact the timing and amounts of contribution requirements.

We utilize third-party actuaries to evaluate assumptions used in determining projected benefit obligations and the fair value of plan assets for our pension and other postretirement benefit plans. In the event we determine that our assumptions should be revised, such as the discount rate or expected return on assets, our future pension and postretirement benefit expenses could increase or decrease. The assumptions we use may differ from actual results, which could have a significant impact on our pension and postretirement liabilities and related costs and funding requirements.

Risks Related to Regulation of Our Company

Compliance with environmental and other public health regulations or changes in such regulations or regulatory enforcement priorities could increase our costs of doing business or limit our ability to market certain products.

Laws and regulations relating to environmental matters affect us in several ways. All pesticide products sold in the United States must comply with FIFRA and most must be registered with the U.S. EPA and similar state agencies. Our inability to obtain or maintain such registrations, or the cancellation of any such registration of our products, could have an adverse effect on our business, the severity of which would depend on a variety of factors, including the product(s) involved, whether another product could be substituted and whether our competitors were similarly affected. We attempt to anticipate regulatory developments and maintain registrations of, and access to, substitute active ingredients, but there can be no assurance that we will be able to avoid these risks. For example, there are indications that federal agencies in the U.S. may take more restrictive positions on pesticides. In addition, several provinces in Canada have adopted regulations that substantially restrict our ability to market and sell certain consumer pesticide products.

Under the Food Quality Protection Act, food-use pesticides are evaluated to determine whether there is reasonable certainty that no harm will result from the cumulative effects of pesticide exposures. Under this Act, the U.S. EPA is evaluating the cumulative and aggregate risks from dietary and non-dietary exposures to pesticides. The pesticides in our products, certain of which may be also used on crops processed into various food products, are manufactured by independent third parties and continue to be evaluated by the U.S. EPA as part of this exposure risk assessment. The U.S. EPA or the third-party registrant may decide that a pesticide we use in our products will be limited or made unavailable to us. We cannot predict the outcome or the severity of the effect of these continuing evaluations.

In addition, the use of certain fertilizer and pesticide products is regulated by various environmental and public health agencies. These regulations may, among other things, limit or ban the use of certain ingredients contained in such products or require (i) that only certified or professional users apply the product, (ii) that certain products be used only on certain types of locations, (iii) users to post notices on properties to which products have been or will be applied and/or (iv) notification to individuals in the vicinity that products will be applied in the future. Even if we are able to comply with all such regulations and obtain all necessary registrations and licenses, we cannot provide assurance that our products, particularly pesticide products, will not cause or be alleged to cause injury to the environment or to people under all circumstances, particularly when used improperly or contrary to instructions. The costs of compliance, remediation or products liability have adversely affected operating results in the past and could adversely affect our financial condition, results of operations and cash flows.

Our products and operations may be subject to increased regulatory and environmental scrutiny in jurisdictions in which we do business. For example, we are subject to regulations relating to our harvesting of peat for our growing media business which has come under increasing regulatory and environmental scrutiny. In the United States, state regulations frequently require us to limit our harvesting and to restore the property to an agreed-upon condition. In some locations, we have been required to create water retention ponds to control the sediment content of discharged water. In Canada, our peat extraction efforts are also the subject of regulation.

In addition to the laws and regulations already described, various governmental agencies regulate the disposal, transport, handling and storage of waste, the remediation of contaminated sites, air and water discharges from our facilities and workplace health and safety. Under certain environmental laws and regulations, we may be liable for the costs of investigation and remediation of the presence of certain regulated materials or damage to natural resources, at various properties, including current and former properties we have owned or operated, as well as offsite waste handling or disposal sites that we have used. Liability may be imposed upon us without regard to whether we knew of or caused the presence of such materials and, under certain circumstances, on a joint and several basis. There can be no assurances that the presence of such regulated materials at any such locations, or locations that we may acquire in the future, will not result in liability to us under such laws or regulations or expose us to third-party actions such as tort suits based on alleged conduct or environmental conditions.

Regulatory agencies around the world have been establishing programs and restrictions relating to preventing the release of PFAS into the air, drinking water systems and food supply and to expand cleanup efforts to remediate the impacts of PFAS pollution. In 2021, the federal government announced a multi-agency plan to address PFAS contamination nationwide. Further, in April 2024, the U.S. EPA designated PFOA and PFOS, including their salts and structural isomers – as hazardous substances under section 102(a) of CERCLA, which could have wide-ranging impact on companies across industries. Further, many states have taken independent action to address PFAS ranging from appropriation bills for funding research to complete bans on any PFAS-containing products. Complicating this patchwork of state regulation is that various jurisdictions define PFAS differently with some definitions being comparatively broad. It is possible, therefore, that some of these actions will have an impact – direct or indirect – on our business.

Packaging has also become subject to increased governmental scrutiny. Several states in the U.S. have enacted legislation to reduce single use plastics and establish extended producer responsibility programs, which are designed to bolster the recycling industry by transferring the cost of packaging disposal to the manufacturers. Extended producer responsibility programs typically include targets and reporting responsibilities for, among other things, post-consumer recycling usage, compostable packaging, material reduction and refill strategies. Similar extended producer responsibility programs are active in several Canadian provinces.

The adequacy of our current non-FIFRA compliance-related environmental accruals and future provisions depends upon our operating in substantial compliance with applicable environmental and public health laws and regulations, as well as the assumptions that we have both identified the significant sites that must be remediated and that there are no significant conditions of potential contamination that are unknown to us. A significant change in the facts and circumstances underlying these assumptions or in current enforcement policies or requirements, or a finding that we are not in substantial compliance with applicable environmental and public health laws and regulations, could have a material adverse effect on future environmental capital expenditures and other environmental expenses, as well as our financial condition, results of operations and cash flows.

Unanticipated changes in our tax provisions, the adoption of new tax legislation or exposure to additional tax liabilities could affect our financial condition, results of operations and cash flows.

We are subject to income and other taxes in the United States federal jurisdiction and various local, state and foreign jurisdictions. Our effective tax rate in the future could be adversely affected by changes to our operating structure, changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets (such as net operating losses and tax credits) and liabilities, changes in tax laws and the discovery of new information in the course of our tax return preparation process. In particular, the carrying value of deferred tax assets, which are predominantly related to our operations in the United States, is dependent on our ability to generate future taxable income of the appropriate character in the relevant jurisdiction.

From time to time, tax proposals are introduced or considered by the U.S. Congress or the legislative bodies in local, state and foreign jurisdictions that could also affect our tax rate, the carrying value of our deferred tax assets or our tax liabilities. Our tax liabilities are also affected by the amounts we charge for inventory, services, licenses, funding and other items in intercompany transactions. We are subject to ongoing tax audits in various jurisdictions. In connection with these audits (or future audits), tax authorities may disagree with our intercompany charges, cross-jurisdictional transfer pricing or other matters and assess additional taxes. We regularly assess the likely outcomes of our audits in order to determine the appropriateness of our tax provision. As a result, the ultimate resolution of our tax audits, changes in tax laws or tax rates and the ability to utilize our deferred tax assets could materially affect our tax provision, net income and cash flows in future periods.

Risks Related to Our Common Shares

The Company's decision to maintain, reduce or discontinue paying cash dividends to our shareholders or repurchasing our Common Shares could cause the market price for our Common Shares to decline.

Our payment of quarterly cash dividends on and repurchase of our Common Shares pursuant to a stock repurchase program are subject to, among other things, our financial position and results of operations, available cash and cash flow, capital requirements, credit facility provisions and other factors. Prior to fiscal 2022, we generally increased the cash dividends on our Common Shares as well as engaged in share repurchase activity. Since fiscal 2022, we have not changed the dividend amount nor have we engaged in share repurchase activity outside of our compensation programs. As of September 30, 2025, we do not have a board authorized share repurchase program.

We may maintain, or increase or decrease (including eliminating) the amount of cash dividends on, and increase or decrease the amount of repurchases of, our Common Shares in the future. Any decision by us regarding the payment of quarterly cash dividends or repurchases of our Common Shares could cause the market price of our Common Shares to decline. A failure to pay dividends, an inability to resume increases of our cash dividends or an inability to begin repurchasing Common Shares at historical levels could result in a lower market valuation of our Common Shares.

Hagedorn Partnership, L.P. beneficially owns approximately 23% of our Common Shares and can significantly influence decisions that require the approval of shareholders.

Hagedorn Partnership, L.P. beneficially owned approximately 23% of our outstanding Common Shares as of November 21, 2025. As a result, it has sufficient voting power to significantly influence the election of directors and the approval of other actions requiring the approval of our shareholders, including entering into certain business combination transactions. In addition, because of the percentage of ownership and voting concentration in Hagedorn Partnership, L.P., elections of our Board of Directors will generally be within the control of Hagedorn Partnership, L.P. While all of our shareholders are entitled to vote on matters submitted to our shareholders for approval, the concentration of our Common Shares and voting control presently lies with Hagedorn Partnership, L.P. As such, it would be difficult for shareholders to propose and have approved proposals not supported by Hagedorn Partnership, L.P. Hagedorn Partnership, L.P.'s interests could differ from, or conflict with, the interests of other shareholders.

ITEM 1B. *UNRESOLVED STAFF COMMENTS*

None.

ITEM 1C. *CYBERSECURITY*

Risk Management and Strategy

Cybersecurity risk was identified as a significant enterprise risk based on the results of our most recent enterprise risk assessment. As a significant enterprise risk, we have worked to identify the underlying drivers of cybersecurity risk, identify the activities in place to manage it and assess its residual risk level. We have developed and implemented comprehensive strategies and processes to assess, identify, manage and mitigate cybersecurity risks, aligning with the National Institute of Standards and Technology Cybersecurity Framework ("NIST CSF"). These processes include:

- implementing security event monitoring, incident response processes, access management controls, vulnerability identification and remediation, third-party risk monitoring and user awareness and training;
- providing regular security training and awareness content for all associates, with mandatory training for new hires;
- maintaining cybersecurity risk insurance to mitigate potential breach-related costs;
- engaging consultants to perform periodic external assessments using industry-recognized frameworks like NIST CSF; and
- monitoring program maturity through periodic reviews against the Capability Maturity Model Integration framework.

Mitigating Risks Posed by Third Parties

Risk Assessments

We identify and categorize existing third-party service providers based on criticality to our operations and prioritize those that pose the highest risks. We leverage a third-party risk management solution to facilitate our risk assessment process for new third parties which includes interviews and questionnaires with internal business contacts and contacts from the third party to perform an inherent risk assessment. We determine applicable security controls based on the inherent risk level to drive the residual risk score to an acceptable level where possible. The goal of the risk assessment process is to evaluate the risks associated with each third party, including operational, financial, legal and reputational risks.

Ongoing Monitoring

Based on the residual risk score of a third party, we conduct assessments on a periodic basis to help ensure that we maintain current information on our vendors. We leverage an external third-party monitoring service to conduct continuous monitoring of our critical vendors to provide additional visibility and response efforts and work directly with vendors to remediate identified vulnerabilities. Finally, we review contracts that outline risk management responsibilities, compliance requirements, data protection and incident management protocols.

Incident Management

We have developed an incident response plan that establishes a process for addressing issues arising from third-party relationships and communication channels for reporting and managing incidents involving third parties.

Documentation and Reporting

We maintain detailed records of our third-party assessments and any information or documentation that is provided during the assessment process. We regularly review and report on third-party risk management activities and any significant issues to senior management and/or our Audit Committee.

External Resources; Associate Training and Awareness

We have developed a comprehensive information security program that relies on support from third-party experts and an internal training and awareness program aligned with industry standards and best practices.

Given the complex and evolving nature of cybersecurity threats, we engage third-party advisors and consultants to assist us in developing and maintaining effective cybersecurity risk management processes. Partnering with these third parties allows us to leverage specialized knowledge and insights, better ensuring our cybersecurity strategies and processes are well-designed and effective. For example, we work with third parties to regularly conduct simulated attack exercises to identify additional needs for training and overall program refinement.

Internally, our training and awareness program creates multi-layered defenses by empowering associates with knowledge and tools to recognize and respond to security risks. Through role-specific and comprehensive training, we seek to maintain a workforce that actively contributes to the achievement of our cybersecurity goals. Key components of our training program include:

- Onboarding Training — All new associates participate in an initial cybersecurity training module at onboarding. This training covers the Company's security policies, data protection standards and foundational security practices helping to ensure that new hires are equipped to meet the Company's expectations pertaining to its security protocols.
- Articles — We publish articles on our intranet site for all associates to easily access. These articles highlight emerging threats, industry trends and actionable tips to help associates enhance their personal and professional security posture. We target critical topics such as ransomware, social engineering, data management and the latest threats and best practices.
- Phishing Simulations — Our phishing awareness program includes continuous phishing simulations conducted on a routine basis. This program helps associates develop the skills to effectively identify and mitigate phishing attempts. Associates who fail a threshold number of simulations during a calendar year are required to undergo additional training.
- Cybersecurity Awareness Month Activities — We have implemented interactive, virtual and on-site awareness activities during Cybersecurity Awareness Month in October. These activities include phishing simulations, articles, lunch and learns and gamification to serve as refreshers on critical security concepts and reinforce our commitment to maintaining a security-conscious culture.

Governance

Our Board of Directors has overall oversight responsibility for our risk management and has delegated oversight of cybersecurity risks to our Audit Committee, including overseeing the actions management has taken to identify, monitor and control such exposure. On a quarterly basis, our Audit Committee reviews the measures implemented by the Company to identify and mitigate data protection and cybersecurity risks. As part of our continued investment in developing our overall enterprise risk management program, our Audit Committee receives reports and presentations from management which address a range of cybersecurity topics including recent developments, evolving standards, vulnerability assessments, third-party and independent reviews, the threat environment and technological trends. Our Chief Information Security Officer ("CISO") and information security management team report to our Audit Committee on a quarterly basis on cybersecurity matters.

At the management level, our CISO leads the team responsible for implementing, monitoring and maintaining information security, including data protection practices across our business. Our CISO receives reports on cybersecurity threats from both our internal personnel and external partners on a regular basis. Our Chief Operating Officer and Chief Financial Officer receive regular reports from our CISO on the information security program and measures implemented by the Company to identify and mitigate cybersecurity risks. Our CISO works closely with our legal team to ensure compliance with legal and regulatory requirements related to cybersecurity. Our CISO has over a decade of cybersecurity and risk management experience and holds CISA, CISM and CISSP certifications as well as a bachelor's degree in Business Information Systems.

Cybersecurity Threats and Incidents

To date, cybersecurity incidents have not materially affected us, including our business strategy, results of operations or financial condition. During fiscal 2025, fiscal 2024 and fiscal 2023, the Company did not experience any cybersecurity threats or incidents that have materially affected or are reasonably likely to materially affect the Company or its business strategy, results of operations and/or financial condition. Despite our efforts, we cannot eliminate all risks from cybersecurity threats or incidents or provide assurances that we have not experienced undetected cybersecurity incidents. For additional details regarding the risks the Company faces from cybersecurity threats, see "ITEM 1A. RISK FACTORS — Risks Related to Our Business — *Our operations, financial condition or reputation may be impaired if our information or operational technology systems fail to perform adequately or if we are the subject of a data breach or cyber attack"* in this Form 10-K.

ITEM 2. *PROPERTIES*

Our corporate headquarters is located in Marysville, Ohio, where we own approximately 729 acres of land. In addition, we own and lease numerous industrial, commercial and office properties located in North America and Asia that support the management, manufacturing, distribution and research and development of our products and services. We believe our properties are suitable and adequate to serve the needs of our business and that our leased properties are subject to appropriate lease agreements.

The following is a summary of owned and leased primary operating properties by country as of September 30, 2025:

Location	Owned	Leased
United States	35[2]	48[3,4]
Canada	11[5]	11
Mexico	—	1
China	—	5
Total	46	65

We own or lease 45 manufacturing properties, 12 distribution properties and 4 research and development properties in the United States. We own or lease 16 manufacturing properties, 1 distribution property and 1 research and development property in Canada and 1 research and development property in China. Most of the manufacturing properties, which include growing media properties and peat harvesting properties, have production lines, warehouses, offices and field processing areas.

[2] Includes one manufacturing location that is not operational.

[3] Includes one manufacturing and one distribution location under development with operations scheduled to begin in fiscal 2026.

[4] Includes five distribution centers that are not operational. Disposition and sublease efforts are underway or in place.

[5] Includes one research and development property that is not operational. Disposition efforts are underway.

ITEM 3. *LEGAL PROCEEDINGS*

As noted in the discussion in "ITEM 1. BUSINESS — Regulatory Considerations — *Regulatory Matters*" of this Form 10-K, we are involved in several pending environmental and regulatory matters. We believe that our assessment of contingencies is reasonable and that the related accruals, in the aggregate, are adequate; however, there can be no assurance that the final resolution of these matters will not have a material effect on our financial condition, results of operations or cash flows.

On June 6, 2024, a purported shareholder filed a lawsuit in the United States District Court for the Southern District of Ohio (Case No. 2:24-cv-03132) on behalf of a proposed class of purchasers of Common Shares between November 3, 2021, and August 1, 2023. On July 26, 2024, another purported shareholder filed a lawsuit in the United States District Court for the Southern District of Ohio (Case No. 2:24-cv-03766) on behalf of a proposed class of purchasers of Common Shares between June 2, 2021, and August 1, 2023. The lawsuits were consolidated by the court as *In re The Scotts Miracle-Gro Company Securities Litigation* (Case No. 2:24-cv-03132). The amended consolidated complaint was filed on May 9, 2025 on behalf of a proposed class of purchasers of Common Shares between May 5, 2021, and August 1, 2023, and asserts claims under Section 10(b), Rule 10b-5 and Section 20(a) of the Exchange Act against the Company and certain of its current and former officers based on alleged misstatements about the Company's inventories, sales and business prospects. The action seeks, among other things, unspecified monetary damages, reasonable costs and expenses and equitable/injunctive or other relief as deemed appropriate by the Court. The Company believes that the claims asserted are without merit and intends to vigorously defend the action.

Beginning in July 2024, purported shareholders filed a series of shareholder derivative lawsuits in state and federal courts in Ohio against certain of the Company's current and former directors and officers. The lawsuits include allegations that generally mirror those asserted in the securities lawsuits described above and assert claims for breach of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement and waste of corporate assets. The federal lawsuits also assert claims under the Exchange Act. The actions seek a judgment in favor of the Company for unspecified damages, disgorgement, interest and costs and expenses, including attorneys' and experts' fees.

The Company has been named as a defendant in a number of cases alleging injuries that the lawsuits claim resulted from exposure to asbestos-containing products, apparently based on the Company's historic use of vermiculite in certain of its products. In many of these cases, the complaints are not specific about the plaintiffs' contacts with the Company or its products. The cases vary, but complaints in these cases generally seek unspecified monetary damages (actual, compensatory, consequential and punitive) from multiple defendants. The Company believes that the claims against it are without merit and is vigorously defending against them. The Company has not recorded any accruals in its consolidated financial statements as the likelihood of a loss from these cases is not probable at this time. The Company does not believe a reasonably possible loss would be material to the Company's financial condition, results of operations or cash flows. In addition, the Company does not believe the ultimate resolution of these cases will have a material adverse effect on the Company's financial condition, results of operations or cash flows. There can be no assurance that future developments related to pending claims or claims filed in the future, whether as a result of adverse outcomes or as a result of significant defense costs, will not have a material effect on the Company's financial condition, results of operations or cash flows.

We are involved in other lawsuits and claims which arise in the normal course of our business relating to advertising claims, securities matters, employment disputes and the enforcement and defense of intellectual property rights. In our opinion, these claims individually and in the aggregate are not expected to have a material adverse effect on our financial condition, results of operations or cash flows.

ITEM 4. *MINE SAFETY DISCLOSURES*

Not applicable.

PART II

SUPPLEMENTAL ITEM. ***EXECUTIVE OFFICERS OF THE REGISTRANT***

The executive officers of Scotts Miracle-Gro, their positions and, as of November 19, 2025, their ages and years with Scotts Miracle-Gro (and its predecessors) are set forth below.

Name	Age	Position(s) Held	Years with Company
James Hagedorn	70	Chairman & Chief Executive Officer	38
Nathan E. Baxter	53	President & Chief Operating Officer	2
Mark J. Scheiwer	50	Executive Vice President, Chief Financial Officer & Chief Accounting Officer	14
Christopher J. Hagedorn	41	Executive Vice President & Chief of Staff	14
Dimiter Todorov	53	Executive Vice President, Chief Legal Officer & Corporate Secretary	17

Executive officers serve at the discretion of the Board of Directors of Scotts Miracle-Gro and pursuant to executive severance agreements or other arrangements. The business experience of each of the individuals listed above during at least the past five years is as follows:

Mr. Hagedorn was named Chairman of the Board of Scotts Miracle-Gro's predecessor in January 2003 and Chief Executive Officer of Scotts Miracle-Gro's predecessor in May 2001. Prior to these appointments, Mr. Hagedorn held several senior leadership positions at the Company including President from October 2023 until November 2024. Mr. Hagedorn serves on Scotts Miracle-Gro's Board of Directors, a position he has held with Scotts Miracle-Gro (or its predecessor) since 1995. Mr. Hagedorn is the brother of Katherine Hagedorn Littlefield, a director of Scotts Miracle-Gro, and is the father of Christopher J. Hagedorn, an executive officer of the Company. Mr. Hagedorn is a general partner of the Hagedorn Partnership, L.P., the largest shareholder of the Company.

Mr. Baxter was named President & Chief Operating Officer of Scotts Miracle-Gro in November 2024. Prior to this appointment, Mr. Baxter served as Executive Vice President & Chief Operating Officer from August 2023 until November 2024 and Executive Vice President, Technology & Operations from April 2023 until August 2023. Previously, Mr. Baxter served as President of Tokyo Electron U.S. Holdings, a semiconductor manufacturing equipment company. Mr. Baxter is a general partner of the Hagedorn Partnership, L.P., the largest shareholder of the Company.

Mr. Scheiwer was named Executive Vice President, Chief Financial Officer & Chief Accounting Officer of Scotts Miracle-Gro in May 2025. Prior to this appointment, Mr. Scheiwer served as Interim Chief Financial Officer & Chief Accounting Officer from January 2025 until May 2025. Previously, Mr. Scheiwer served as Vice President, Corporate Treasurer & Assistant Secretary from October 2023 until January 2025; Vice President and Corporate Treasurer from December 2022 until October 2023; Vice President, Finance Lead, Hawthorne from January 2021 until December 2022; and Vice President, Corporate Controller, from December 2018 until January 2021.

Mr. C. Hagedorn was named Executive Vice President & Chief of Staff of Scotts Miracle-Gro in November 2024. Prior to this appointment, Mr. C. Hagedorn served as Division President from January 2021 until November 2024. Previously, Mr. C. Hagedorn served as Senior Vice President & General Manager, Hawthorne from January 2017 until January 2021. Mr. C. Hagedorn is the son of Mr. Hagedorn, the Chairman & Chief Executive Officer of Scotts Miracle-Gro.

Mr. Todorov was named Executive Vice President, Chief Legal Officer & Corporate Secretary of Scotts Miracle-Gro in November 2024. Prior to this appointment, Mr. Todorov served as Executive Vice President, General Counsel, Corporate Secretary & Chief Ethics and Compliance Officer from October 2024 until November 2024. Previously, Mr. Todorov served as Executive Vice President, General Counsel, Corporate Secretary & Chief Compliance Officer from December 2022 until October 2024 and Vice President, Legal from June 2015 until December 2022.

ITEM 5. *MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES*

The Common Shares trade on the New York Stock Exchange under the symbol "SMG." The payment of future dividends, if any, on the Common Shares will be determined by the Board of Directors in light of conditions then existing, including the Company's earnings, financial condition and capital requirements, restrictions in financing agreements, business conditions and other factors.

The Seventh A&R Credit Agreement allows the Company to make unlimited restricted payments (as defined in the Seventh A&R Credit Agreement), including dividend payments on, and repurchases of, Common Shares, as long as the leverage ratio resulting from the making of such restricted payments is 4.00 or less. Otherwise, the Company is limited to restricted payments in an aggregate amount for each fiscal year not to exceed $225.0 million.

On September 4, 2024, September 13, 2023 and December 14, 2022, Scotts Miracle-Gro issued 286,204, 373,831 and 388,878 Common Shares, respectively, with each issuance having a contractual value of $20.0 million, to a vendor who is an accredited investor as consideration for advertising services. These issuances of Common Shares were exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2). Scotts Miracle-Gro issued the Common Shares in privately negotiated transactions, and such restricted shares were acquired for the recipient's account for investment purposes.

As of November 21, 2025, there were approximately 141,000 shareholders, including holders of record and our estimate of beneficial holders.

The following table shows the purchases of Common Shares made by or on behalf of Scotts Miracle-Gro or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Exchange Act) of Scotts Miracle-Gro for each of the three fiscal months in the quarter ended September 30, 2025:

Period	Total Number of Common Shares Purchased[1]	Average Price Paid per Common Share[2]	Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Programs[3]	Approximate Dollar Value of Common Shares That May Yet Be Purchased Under the Plans or Programs[3]
June 29, 2025 through July 26, 2025	—	$ —	—	N/A
July 27, 2025 through August 23, 2025	1,319	$ 69.42	—	N/A
August 24, 2025 through September 30, 2025	3,076	$ 59.35	—	N/A
Total	4,395	$ 62.37	—	

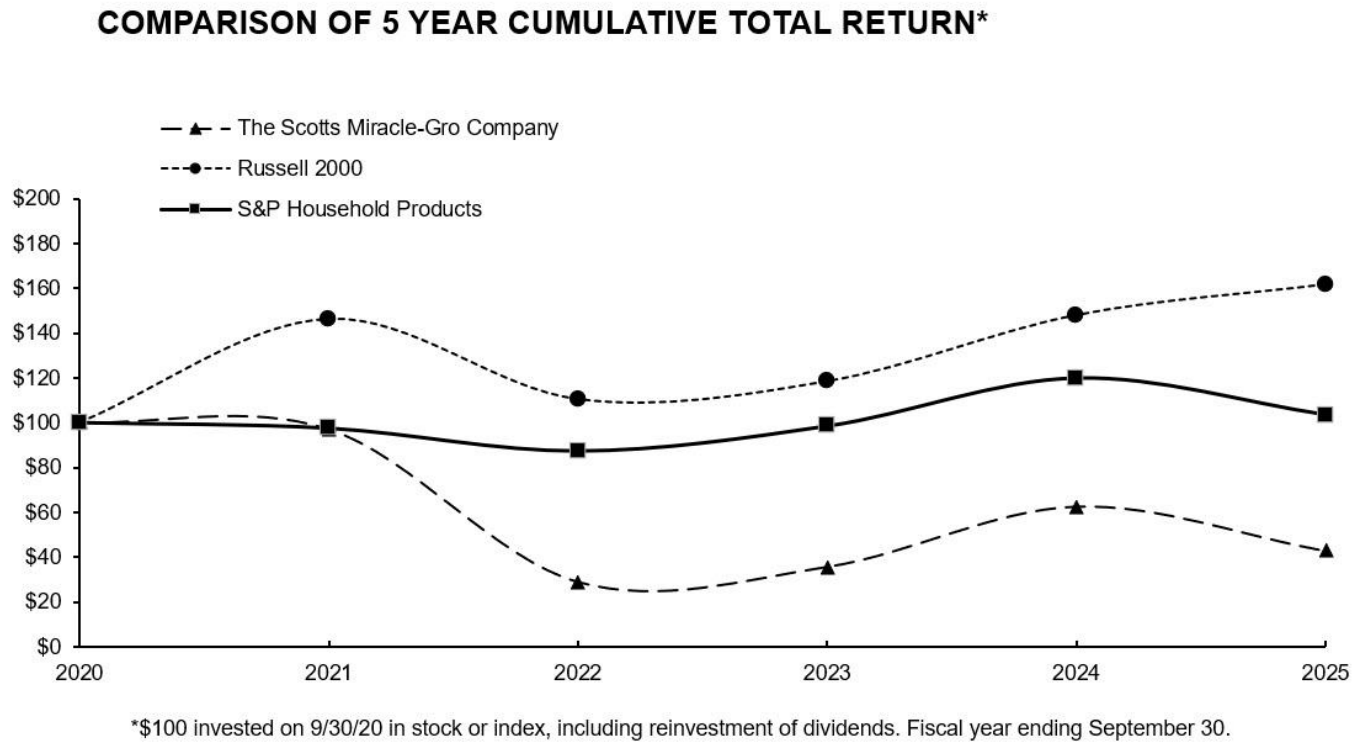
(1) All of the Common Shares purchased during the fourth quarter of fiscal 2025 were purchased in open market transactions. The Common Shares purchased during the quarter consisted of 4,395 Common Shares purchased by the trustee of the rabbi trust established by the Company as permitted pursuant to the terms of The Scotts Company LLC Executive Retirement Plan.

(2) The average price paid per Common Share is calculated on a settlement basis and includes commissions.

(3) The Company does not have an active repurchase program.

Comparison of Cumulative Five-Year Total Return*

The following graph compares the yearly change in the cumulative total stockholder return on our Common Shares for the past five fiscal years with the cumulative total return of the Russell 2000 Index and the S&P 500 Household Products Index.



ITEM 6. *RESERVED*

ITEM 7. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

The purpose of this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is to provide an understanding of our financial condition and results of operations by focusing on changes in certain key measures from year-to-year. This MD&A includes the following sections:

- Executive summary
- Results of operations
- Segment results
- Liquidity and capital resources
- Regulatory matters
- Critical accounting estimates

Executive Summary

U.S. Consumer consists of our consumer lawn and garden business in the United States. Hawthorne consists of our indoor and hydroponic gardening business. Other primarily consists of our consumer lawn and garden business in Canada. Corporate consists of general and administrative expenses and certain other income and expense items not allocated to the operating segments. See "SEGMENT RESULTS" below for additional information regarding our evaluation of segment performance.

Through our U.S. Consumer and Other segments, we are the leading marketer of branded consumer lawn and garden products in North America. Our products are marketed under some of the most recognized brand names in the industry. Our key consumer lawn and garden brands include Scotts® Turf Builder® lawn fertilizer and Scotts® grass seed products; Miracle-Gro® soil, plant food and gardening products; Ortho® herbicide and pesticide products; and Tomcat® rodent control and animal repellent products. We are the exclusive agent of Monsanto for the marketing and distribution of certain of Monsanto's consumer Roundup® branded products within the United States and certain other specified countries. In addition, we have an equity interest in Bonnie Plants, LLC, a joint venture with AFC, focused on planting, growing, developing, distributing, marketing and selling live plants.

Through our Hawthorne segment, we are a leading provider of nutrients, lighting and other materials used for indoor and hydroponic gardening in North America. Our signature brands include General Hydroponics®, Gavita®, Botanicare®, Gro Pro®, Mother Earth®, Grower's Edge®, HydroLogic Purification System® and CYCO®.

As a leading consumer branded lawn and garden company, our product development and marketing efforts are largely focused on providing innovative and differentiated products and continually increasing brand and product awareness to inspire consumers to create retail demand. We have implemented this model for a number of years by focusing on research and development, advertising and consumer activation programs with our customers to support and promote our consumer lawn and garden products and brands. We continually explore new and innovative ways to communicate with consumers. We believe that we receive a significant benefit from these expenditures and we anticipate continued growth in these investments in the future, with the continuing objective of driving category growth and profitably maintaining and/or increasing market share.

Our consumer lawn and garden business in any year is susceptible to weather conditions in the markets in which our products are sold. These climate conditions may adversely impact the sale of certain products or increase demand for other products thereby making the overall impact of abnormal or extreme weather conditions on us difficult to predict. We believe that our diversified product line and our geographic diversification reduce this risk, although to a lesser extent in a year in which unfavorable weather is geographically widespread and extends across a significant portion of the lawn and garden season. We also believe that weather conditions in any one year, positive or negative, do not materially impact longer-term category growth trends.

Due to the seasonal nature of the consumer lawn and garden business, significant portions of our U.S. Consumer and Other segment net sales ship to our retail customers during our second and third fiscal quarters, as noted in the following table. Our annual net sales are further concentrated in the second and third fiscal quarters by retailers who rely on our ability to deliver products closer to when consumers buy our products.

	Percent of Net Sales by Quarter		
	2025	2024	2023
First Quarter	12.2 %	11.6 %	14.8 %
Second Quarter	41.6 %	42.9 %	43.2 %
Third Quarter	34.8 %	33.8 %	31.5 %
Fourth Quarter	11.4 %	11.7 %	10.5 %

Management focuses on a variety of key indicators and operating metrics to monitor the financial condition and performance of the continuing operations of our business. These metrics include consumer purchases (point-of-sale data), market share, category growth, e-commerce penetration, household penetration, net sales (including unit volume, mix, pricing and other drivers), gross margins, advertising to net sales ratios, income (loss) from operations, net income (loss), earnings per share, earnings before interest, taxes, depreciation and amortization ("EBITDA"), leverage ratio, fixed charge coverage ratio and interest coverage ratio. We also focus on measures to optimize cash flow and return on invested capital, including the management of working capital and capital expenditures.

Trends Affecting our Business

During fiscal 2025, our Hawthorne segment continued to experience decreased sales volume. This was partially attributable to an oversupply of cannabis, which has led to a prolonged period of lower cannabis wholesale prices, reduced indoor and outdoor cannabis cultivation and consolidation of retail establishments. The oversupply has been driven by increased licensing activity across the U.S. as well as inconsistent approaches to state regulation and enforcement. We expect that the oversupply of cannabis will continue to adversely impact our Hawthorne segment. If the oversupply of cannabis persists longer, or is more significant than we expect, our results of operations could be materially and adversely impacted for a longer period and to a greater extent than we currently anticipate.

During fiscal 2024, our Hawthorne segment discontinued distribution of other companies' products in order to shift its focus solely to marketing, innovating and supporting its portfolio of signature brands. The discontinuation of sales of other companies' products has resulted in lower sales volume when compared to historical periods, but has enabled continued optimization of Hawthorne's operations and improvement of its profitability.

We continue to monitor the impacts of macroeconomic conditions, including elevated interest rates and the impact of inflationary pressures on input costs and consumer behavior; as well as geopolitical uncertainty, including the duration and resolution of ongoing conflicts, potential escalation of tensions and global supply chain disruptions. We are also continuing to monitor ongoing changes to global trade policies, including the imposition of tariffs. The impact that these events and conditions will have on our operational and financial performance will depend on future developments, which are difficult to predict.

Results of Operations

The following table sets forth the components of earnings as a percentage of net sales:

	Year Ended September 30,					
	2025	% of Net Sales	2024	% of Net Sales	2023	% of Net Sales
Net sales	$ 3,413.1	100.0 %	$ 3,552.7	100.0 %	$ 3,551.3	100.0 %
Cost of sales	2,348.6	68.8	2,618.7	73.7	2,708.3	76.3
Cost of sales—impairment, restructuring and other	20.3	0.6	83.5	2.4	185.7	5.2
Gross margin	1,044.2	30.6	850.5	23.9	657.3	18.5
Operating expenses:						
Selling, general and administrative	603.4	17.7	559.0	15.7	551.3	15.5
Impairment, restructuring and other	63.4	1.9	62.8	1.8	280.5	7.9
Other (income) expense, net	18.8	0.6	19.9	0.6	(0.1)	—
Income (loss) from operations	358.6	10.5	208.8	5.9	(174.4)	(4.9)
Equity in loss of unconsolidated affiliates	2.8	0.1	68.1	1.9	101.1	2.8
Interest expense	128.8	3.8	158.8	4.5	178.1	5.0
Other non-operating (income) expense, net	5.3	0.2	5.5	0.2	(0.3)	—
Income (loss) before income taxes	221.7	6.5	(23.6)	(0.7)	(453.3)	(12.8)
Income tax expense (benefit)	76.5	2.2	11.3	0.3	(73.2)	(2.1)
Net income (loss)	$ 145.2	4.3 %	$ (34.9)	(1.0)%	$ (380.1)	(10.7)%

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

Net Sales

Net sales for fiscal 2025 were $3,413.1, a decrease of 3.9% from net sales of $3,552.7 for fiscal 2024. Net sales for fiscal 2024 were flat to net sales of $3,551.3 for fiscal 2023. Factors contributing to the change in net sales are outlined in the following table:

	Year Ended September 30,	
	2025	2024
Volume and mix	(3.3)%	1.1 %
Pricing	(0.6)	(1.1)
Change in net sales	(3.9)%	— %

The decrease in net sales for fiscal 2025 as compared to fiscal 2024 was primarily driven by:

- decreased net sales of 2.1% included within “volume and mix” related to nonrecurring fiscal 2024 sales of bulk raw materials and AeroGarden® products in our U.S. Consumer segment and the discontinuation of sales of other companies’ products in our Hawthorne segment;
- decreased sales volume of 1.0% comprised of the net impact of lower volume in our Hawthorne segment driven by all product categories, partially offset by higher volume in our U.S. Consumer segment driven by soils, mulch, grass seed and spreader products; and
- decreased pricing, primarily driven by additional investments in consumer activation activities in our U.S. Consumer segment.

Net sales for fiscal 2024 as compared to fiscal 2023 were primarily driven by the offsetting changes below:

- increased sales volume, comprised of the net impact of higher volume in our U.S. Consumer segment driven by mulch, soils and controls products, partially offset by lower volume in our Hawthorne segment driven by the discontinuation of sales of other companies’ products; and
- increased net sales associated with the Roundup® marketing agreement;
- offset by decreased pricing in our U.S. Consumer, Hawthorne and Other segments.

Cost of Sales

The following table shows the major components of cost of sales:

	Year Ended September 30,		
	2025	2024	2023
Materials	$ 1,179.7	$ 1,401.7	$ 1,524.1
Manufacturing labor and overhead	591.1	610.8	545.4
Distribution and warehousing	490.8	515.0	556.3
Costs associated with Roundup® marketing agreement	87.0	91.2	82.5
Cost of sales	2,348.6	2,618.7	2,708.3
Cost of sales—impairment, restructuring and other	20.3	83.5	185.7
	$ 2,368.9	$ 2,702.2	$ 2,894.0

Factors contributing to the change in cost of sales are outlined in the following table:

	Year Ended September 30,	
	2025	2024
Volume, mix and other	$ (197.6)	$ (71.4)
Material cost changes	(64.2)	(26.6)
Costs associated with Roundup® marketing agreement	(4.2)	8.7
Foreign exchange rates	(4.1)	(0.3)
	(270.1)	(89.6)
Impairment, restructuring and other	(63.2)	(102.2)
Change in cost of sales	$ (333.3)	$ (191.8)

The decrease in cost of sales for fiscal 2025 as compared to fiscal 2024 was primarily driven by:

- lower material costs in our U.S. Consumer segment;
- lower sales volume in our Hawthorne segment;
- nonrecurring fiscal 2024 sales of bulk raw materials and AeroGarden® products in our U.S. Consumer segment and the discontinuation of sales of other companies' products in our Hawthorne segment;
- lower warehousing and transportation costs included within "volume, mix and other" in our U.S. Consumer and Hawthorne segments;
- lower manufacturing costs included within "volume, mix and other" in our U.S. Consumer, Hawthorne and Other segments;
- lower inventory write-down charges included within "volume, mix and other" associated with our U.S. Consumer segment; and
- a decrease in impairment, restructuring and other charges;
- partially offset by higher sales volume in our U.S. Consumer segment.

The decrease in cost of sales for fiscal 2024 as compared to fiscal 2023 was primarily driven by:

- lower warehousing and transportation costs included within "volume, mix and other" in our U.S. Consumer and Hawthorne segments;
- lower material costs in our U.S. Consumer segment;
- lower sales volume in our Hawthorne segment; and
- a decrease in impairment, restructuring and other charges;
- partially offset by higher sales volume in our U.S. Consumer segment;
- inventory write-down charges included within "volume, mix and other" associated with our U.S. Consumer segment; and
- an increase in costs associated with the Roundup® marketing agreement.

Gross Margin

As a percentage of net sales, our gross margin rate was 30.6%, 23.9% and 18.5% for fiscal 2025, fiscal 2024 and fiscal 2023, respectively. Factors contributing to the change in gross margin rate are outlined in the following table:

	Year Ended September 30,	
	2025	2024
Volume, mix and other	3.5 %	2.4 %
Material costs	1.9	0.7
Roundup® commissions and reimbursements	0.1	0.3
Pricing	(0.6)	(0.8)
	4.9	2.6
Impairment, restructuring and other	1.8	2.8
Change in gross margin rate	6.7 %	5.4 %

The increase in gross margin rate for fiscal 2025 as compared to fiscal 2024 was primarily driven by:

- lower material costs in our U.S. Consumer segment;
- favorable mix associated with our U.S. Consumer and Hawthorne segments;
- lower warehousing and transportation costs included within “volume, mix and other” in our U.S. Consumer and Hawthorne segments;
- lower manufacturing costs included within “volume, mix and other” in our U.S. Consumer, Hawthorne and Other segments;
- lower inventory write-down charges included within “volume, mix and other” associated with our U.S. Consumer segment; and
- a decrease in impairment, restructuring and other charges;
- partially offset by decreased pricing, primarily driven by additional investments in consumer activation activities in our U.S. Consumer segment; and
- unfavorable leverage of fixed costs, included within “volume, mix and other” driven by lower sales volume in our Hawthorne segment.

The increase in gross margin rate for fiscal 2024 as compared to fiscal 2023 was primarily driven by:

- lower warehousing and transportation costs included within “volume, mix and other” in our U.S. Consumer and Hawthorne segments;
- favorable mix driven by lower sales in our Hawthorne segment relative to our U.S. Consumer segment;
- lower material costs in our U.S. Consumer segment; and
- a decrease in impairment, restructuring and other charges;
- partially offset by decreased pricing in our U.S. Consumer, Hawthorne and Other segments; and
- inventory write-down charges included within “volume, mix and other” associated with our U.S. Consumer segment.

Selling, General and Administrative Expenses

The following table sets forth the components of selling, general and administrative expenses ("SG&A"):

	Year Ended September 30,		
	2025	2024	2023
Advertising	$ 152.3	$ 141.0	$ 123.7
Advertising as a percentage of net sales	4.5 %	4.0 %	3.5 %
Share-based compensation	46.7	57.2	49.7
Research and development	34.8	34.6	35.7
Amortization of intangibles	11.7	13.9	22.6
Other selling, general and administrative	357.9	312.3	319.6
	$ 603.4	$ 559.0	$ 551.3

SG&A increased $44.4, or 7.9%, during fiscal 2025 compared to fiscal 2024. Advertising expense increased $11.3, or 8.0%, in fiscal 2025 due to higher media spending in our U.S. Consumer segment. Share-based compensation expense, which excludes certain advertising expenses paid for in Common Shares, decreased $10.5, or 18.4%, primarily due to lower long-term incentive compensation expense. Other SG&A increased by $45.6, or 14.6%, driven by higher short-term variable cash incentive compensation expense and higher marketing spend.

SG&A increased $7.7, or 1.4%, during fiscal 2024 compared to fiscal 2023. Advertising expense increased $17.3, or 14.0%, in fiscal 2024 driven by increased media spending in our U.S. Consumer segment. Share-based compensation expense, which excludes certain advertising expenses paid for in Common Shares, increased $7.5, or 15.1%, due to a cumulative adjustment recognized during fiscal 2023 for certain performance-based award units to reflect management's assessment of a lower probability of achievement of performance goals. Amortization expense decreased $8.7, or 38.5%, driven by the impairment of certain Hawthorne segment intangible assets during fiscal 2023. Other SG&A decreased by $7.3, or 2.3%, driven by reductions in staffing levels and other cost-reduction initiatives.

Impairment, Restructuring and Other

Activity described herein is classified within the "Cost of sales—impairment, restructuring and other" and "Impairment, restructuring and other" lines in the Consolidated Statements of Operations. The following table details impairment, restructuring and other charges (recoveries) for each of the periods presented:

	Year Ended September 30,		
	2025	2024	2023
Cost of sales—impairment, restructuring and other:			
Restructuring and other charges, net	$ 11.9	$ 72.9	$ 148.5
Right-of-use asset impairments	4.5	5.3	25.8
Property, plant and equipment impairments	3.9	5.3	11.4
Operating expenses—impairment, restructuring and other:			
Restructuring and other charges (recoveries), net	35.2	(4.3)	51.2
Loss on sale of business	17.7	—	—
Loss on exchange of convertible debt investment	7.0	—	—
Goodwill and intangible asset impairments	3.6	2.5	127.9
Convertible debt other-than-temporary impairments	—	64.6	101.3
Total impairment, restructuring and other charges	$ 83.8	$ 146.3	$ 466.1

On September 30, 2025, we completed the divestiture of our Hawthorne professional horticulture business based in the Netherlands for $8.5, which was financed by us in the form of a loan bearing interest at 6.0% with a maturity date of December 31, 2029. The seller financing loan is recorded in the "Other assets" line in the Consolidated Balance Sheets and was classified as an investing activity in the Consolidated Statements of Cash Flows. We incurred a non tax-deductible loss on the sale of $17.7 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025. The loss included a write-off of accumulated foreign currency translation adjustments of $9.5.

During fiscal 2025, we incurred employee and executive severance charges of $25.3. We incurred charges of $6.1 in our U.S. Consumer segment and $1.2 in our Hawthorne segment in the "Cost of sales—impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025. We incurred charges of $2.3 in our U.S. Consumer segment, $3.0 in our Hawthorne segment, $1.1 in our Other segment and $11.6 at Corporate in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025.

During fiscal 2025, we incurred a charge of $7.5 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations associated with a settlement agreement to resolve litigation with the former shareholders of a business that was acquired in fiscal 2021.

During fiscal 2025, we incurred a non-cash loss of $7.0 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations related to the exchange of our convertible debt investment in RIV Capital Inc. ("RIV Capital") for non-voting exchangeable shares of FLUENT Corp. (formerly Cansortium Inc.) ("FLUENT"). Refer to "NOTE 7. INVESTMENT IN UNCONSOLIDATED AFFILIATES" of the Notes to the Consolidated Financial Statements included in this Form 10-K for further details.

During fiscal 2025, we incurred impairment charges of $3.6 associated with Hawthorne finite-lived intangible assets in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations.

During fiscal 2022, we 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, we reduced the size of our supply chain network, reduced staffing levels and implemented other cost-reduction initiatives. We also accelerated the reduction of certain Hawthorne inventory, primarily lighting, growing environments and hardware products, to reduce on hand inventory to align with the reduced network capacity. During fiscal 2025, we incurred costs of $13.0 associated with this restructuring initiative primarily related to facility closure costs and impairment of right-of-use assets and property, plant and equipment. We incurred costs of $4.0 in our U.S. Consumer segment and $9.0 in our Hawthorne segment in the "Cost of sales—impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025. During fiscal 2024, we incurred costs of $89.4 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, intangible assets, property, plant and equipment and software. We incurred costs of $11.3 in our U.S. Consumer segment and $71.8 in our Hawthorne segment in the "Cost of sales—impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2024. We incurred costs of $1.5 in our U.S. Consumer segment, $1.0 in our Hawthorne segment, $1.1 in our Other segment and $2.4 at Corporate in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2024. During fiscal 2023, we incurred costs of $229.0 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. We incurred costs of $16.3 in our U.S. Consumer segment and $168.5 in our Hawthorne segment in the "Cost of sales—impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2023. We incurred costs of $7.7 in our U.S. Consumer segment, $20.7 in our Hawthorne segment, $0.8 in our Other segment and $14.9 at Corporate in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2023. Costs incurred since the inception of this restructuring initiative through September 30, 2025 were $62.4 for our U.S. Consumer segment, $306.2 for our Hawthorne segment, $2.9 for our Other segment and $25.1 at Corporate.

During fiscal 2024 and fiscal 2023, we recorded non-cash, pre-tax other-than-temporary impairment charges related to our convertible debt investments of $64.6 and $101.3, respectively, in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations. Refer to "NOTE 15. FAIR VALUE MEASUREMENTS" of the Notes to the Consolidated Financial Statements included in this Form 10-K for further details.

During fiscal 2024, we recorded a gain of $12.1 in the "Impairment, restructuring and other" line in the 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. This payment was classified as an operating activity in the Consolidated Statements of Cash Flows.

During fiscal 2023, we recorded non-cash, pre-tax goodwill and intangible asset impairment charges of $127.9 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations, comprised of $117.7 of finite-lived intangible asset impairment charges associated with our Hawthorne segment and $10.3 of goodwill impairment charges associated with our Other segment. Refer to "NOTE 4. GOODWILL AND INTANGIBLE ASSETS, NET" of the Notes to the Consolidated Financial Statements included in this Form 10-K for further details.

Other (Income) Expense, net

Other (income) expense is comprised of activities such as the discount on sales of accounts receivable under the Master Receivables Purchase Agreement, royalty income from the licensing of certain of our brand names and foreign exchange transaction gains and losses. Other (income) expense was $18.8, $19.9 and $(0.1) in fiscal 2025, fiscal 2024 and fiscal 2023, respectively. The increase in other expense for fiscal 2025 and fiscal 2024 compared to fiscal 2023 was primarily due to the discount on sales of accounts receivable under the Master Receivables Purchase Agreement.

Income (Loss) from Operations

Income (loss) from operations was $358.6 in fiscal 2025 compared to $208.8 in fiscal 2024. The increase was primarily driven by a higher gross margin rate, partially offset by lower net sales and higher SG&A.

Income (loss) from operations was $208.8 in fiscal 2024 compared to $(174.4) in fiscal 2023. The increase was primarily driven by lower impairment, restructuring and other charges and a higher gross margin rate, partially offset by higher other expense and higher SG&A.

Equity in Loss of Unconsolidated Affiliates

Equity in loss of unconsolidated affiliates was $2.8, $68.1 and $101.1 in fiscal 2025, fiscal 2024 and fiscal 2023, respectively. Equity in (income) loss of unconsolidated affiliates associated with Bonnie Plants, LLC was $(5.4), $68.1 and $101.1 in fiscal 2025, fiscal 2024 and fiscal 2023, respectively. We recorded pre-tax impairment charges associated with our investment in Bonnie Plants, LLC of $61.9 and $94.7 during fiscal 2024 and fiscal 2023, respectively. Equity in loss of unconsolidated affiliates associated with FLUENT was $8.2 in fiscal 2025. Refer to "NOTE 7. INVESTMENT IN UNCONSOLIDATED AFFILIATES" of the Notes to the Consolidated Financial Statements included in this Form 10-K for further details.

Interest Expense

Interest expense was $128.8 in fiscal 2025, a decrease of 18.9% compared to $158.8 in fiscal 2024. The decrease was driven by lower average borrowings of $301.4 and a decrease in our weighted average interest rate, net of the impact of interest rate swaps, of 50 basis points. The decrease in average borrowings was driven by our focus on using available cash flow to reduce our debt. The decrease in our weighted average interest rate was primarily driven by lower borrowing rates under the Sixth A&R Credit Agreement.

Interest expense was $158.8 in fiscal 2024, a decrease of 10.8% compared to $178.1 in fiscal 2023. The decrease was driven by lower average borrowings of $554.8, partially offset by an increase in our weighted average interest rate, net of the impact of interest rate swaps, of 40 basis points. The decrease in average borrowings was driven by our focus on using available cash flow to reduce our debt as well as the impact of the expiration of the Receivables Facility and the execution of the Master Receivables Purchase Agreement. The increase in our weighted average interest rate was primarily driven by higher borrowing rates under the Sixth A&R Credit Agreement.

Income Tax Expense (Benefit)

A reconciliation of the federal corporate income tax rate and the effective tax rate on income (loss) before income taxes is summarized below:

	Year Ended September 30,		
	2025	2024	2023
Statutory income tax rate	21.0 %	21.0 %	21.0 %
Effect of foreign operations	0.3	(2.0)	0.2
State taxes, net of federal benefit	5.5	8.0	3.2
Effect of other permanent differences	2.2	(32.8)	(0.8)
Research and Experimentation and other federal tax credits	(0.3)	2.9	0.2
Effect of tax contingencies	(0.5)	3.7	0.1
Change in valuation allowances	5.4	(57.4)	(8.7)
Other	0.9	8.7	1.0
Effective income tax rate	34.5 %	(47.9)%	16.2 %

During fiscal 2025, we incurred a non tax-deductible loss on the sale of our Hawthorne professional horticulture business of $17.7 and this impact is included in the "Effect of other permanent differences" line in the table above. We also recorded a full valuation allowance during fiscal 2025 against deferred tax assets related to $8.2 of equity in loss of unconsolidated affiliates associated with FLUENT and $7.0 of non-cash loss related to the exchange of our convertible debt investment in RIV Capital, and this impact is included in the "Change in valuation allowances" line in the table above.

For fiscal 2024, the impact on the effective tax rate of the items noted in the table above increased due to the decrease in loss before income taxes for fiscal 2024 as compared to fiscal 2023. Deferred tax assets related to unrealized losses on convertible debt investments were $43.6 and $33.4 at September 30, 2024 and 2023, respectively. A full valuation allowance was recorded against these losses at September 30, 2024 and 2023 as we do not expect to utilize them prior to their expiration, and this impact is included in the "Change in valuation allowances" line in the table above.

Net Income (Loss)

Net income (loss) was $145.2, or $2.47 per diluted share, in fiscal 2025 compared to $(34.9), or $(0.61) per diluted share, in fiscal 2024. The increase was driven by a higher gross margin rate, lower equity in loss of unconsolidated affiliates and lower interest expense, partially offset by lower net sales, higher income tax expense and higher SG&A.

Diluted average common shares used in the diluted net income per common share calculation for fiscal 2025 were 58.7 million, which included dilutive potential common shares of 1.1 million. Diluted average common shares used in the diluted net loss per common share calculation for fiscal 2024 were 56.8 million, which excluded potential common shares of 0.9 million because the effect of their inclusion would be anti-dilutive as we incurred a net loss for fiscal 2024. The increase in diluted average common shares was also driven by the exercise and issuance of share-based compensation awards.

Net income (loss) was $(34.9), or $(0.61) per diluted share, in fiscal 2024 compared to $(380.1), or $(6.79) per diluted share, in fiscal 2023. The decrease was driven by lower impairment, restructuring and other charges, a higher gross margin rate, lower equity in loss of unconsolidated affiliates and lower interest expense, partially offset by higher other expense, higher income tax expense and higher SG&A.

Diluted average common shares used in the diluted net loss per common share calculation for fiscal 2024 and fiscal 2023 were 56.8 million and 56.0 million, respectively, which excluded potential common shares of 0.9 million and 0.4 million, respectively, because the effect of their inclusion would be anti-dilutive as we incurred a net loss for fiscal 2024 and 2023. The increase in diluted average common shares was primarily the result of the exercise and issuance of share-based compensation awards.

Segment Results

We have three operating segments and two reportable segments: U.S. Consumer and Hawthorne. U.S. Consumer consists of our consumer lawn and garden business in the United States. Hawthorne consists of our indoor and hydroponic gardening business. We have chosen to provide separate reportable segment disclosures for Hawthorne notwithstanding the fact that it does not meet any of the quantitative thresholds requiring such disclosure. The Other operating segment primarily consists of our consumer lawn and garden business in Canada and does not meet any of the quantitative thresholds requiring separate reportable segment disclosures.

Segment performance 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. We believe this measure is indicative of performance trends and the overall earnings potential of each segment.

The following table sets forth net sales by segment:

	Year Ended September 30,		
	2025	2024	2023
U.S. Consumer	$ 2,993.7	$ 3,013.7	$ 2,843.7
Hawthorne	165.8	294.7	467.3
Reportable segment total	3,159.5	3,308.4	3,311.0
Other	253.6	244.3	240.3
Consolidated	$ 3,413.1	$ 3,552.7	$ 3,551.3

The following table sets forth Segment Profit (Loss) as well as a reconciliation to income (loss) before income taxes, the most directly comparable measure prepared in accordance with U.S. generally accepted accounting principles ("GAAP"):

	Year Ended September 30,		
	2025	2024	2023
U.S. Consumer	$ 572.6	$ 498.0	$ 454.1
Hawthorne	2.8	(14.2)	(48.1)
Reportable segment total	575.4	483.8	406.0
Other	12.7	4.7	12.4
Corporate	(133.4)	(117.7)	(101.6)
Intangible asset amortization	(12.3)	(15.7)	(25.2)
Impairment, restructuring and other	(83.8)	(146.3)	(466.0)
Equity in loss of unconsolidated affiliates	(2.8)	(68.1)	(101.1)
Interest expense	(128.8)	(158.8)	(178.1)
Other non-operating income (expense), net	(5.3)	(5.5)	0.3
Income (loss) before income taxes (GAAP)	$ 221.7	$ (23.6)	$ (453.3)

U.S. Consumer

U.S. Consumer segment net sales were $2,993.7 in fiscal 2025, a decrease of 0.7% from fiscal 2024 net sales of $3,013.7. The decrease was driven by nonrecurring fiscal 2024 sales of bulk raw materials and AeroGarden® products of 1.4% and decreased pricing of 0.6%, partially offset by higher sales volume of 1.4%. The increase in sales volume for fiscal 2025 was driven by soils, mulch, grass seed and spreader products. Decreased pricing in fiscal 2025 was due to additional investments in consumer activation activities.

U.S. Consumer Segment Profit was $572.6 in fiscal 2025, an increase of 15.0% from fiscal 2024 Segment Profit of $498.0. The increase for fiscal 2025 was primarily due to a higher gross margin rate, partially offset by higher SG&A and lower net sales.

U.S. Consumer segment net sales were $3,013.7 in fiscal 2024, an increase of 6.0% from fiscal 2023 net sales of $2,843.7. The increase was driven by higher sales volume of 7.3%, partially offset by decreased pricing of 1.3%. The increase in sales volume for fiscal 2024 was driven by mulch, soils and controls products as well as increased net sales associated with the Roundup® marketing agreement.

U.S. Consumer Segment Profit was $498.0 in fiscal 2024, an increase of 9.7% from fiscal 2023 Segment Profit of $454.1. The increase for fiscal 2024 was primarily due to higher net sales and a higher gross margin rate, partially offset by higher SG&A driven by advertising expense and higher other expense driven by the discount on sales of accounts receivable.

Hawthorne

Hawthorne segment net sales were $165.8 in fiscal 2025, a decrease of 43.7% from fiscal 2024 net sales of $294.7. The decrease was driven by lower sales volume of 32.8%, the discontinuation of sales of other companies' products of 9.9% and decreased pricing of 1.4%.

Hawthorne Segment Profit was $2.8 in fiscal 2025 compared to fiscal 2024 Segment Loss of $(14.2). The improvement was driven by a higher gross margin rate and lower SG&A, partially offset by lower net sales.

Hawthorne segment net sales were $294.7 in fiscal 2024, a decrease of 36.9% from fiscal 2023 net sales of $467.3. The decrease was driven by lower sales volume of 36.8% and decreased pricing of 0.5%, partially offset by favorable foreign exchange rates of 0.4%. The decrease in sales volume for fiscal 2024 was driven by all product categories and the impact of the discontinuation of sales of other companies' products.

Hawthorne Segment Loss was $14.2 in fiscal 2024 compared to fiscal 2023 Segment Loss of $48.1. The improvement was driven by a higher gross margin rate and lower SG&A, partially offset by lower net sales.

Other

Other segment net sales were $253.6 in fiscal 2025, an increase of 3.8% from fiscal 2024 net sales of $244.3. The increase was driven by higher sales volume of 6.5% and increased pricing of 0.3%, partially offset by unfavorable foreign exchange rates of 2.5%.

Other segment profit was $12.7 in fiscal 2025, an increase of 170.2% from fiscal 2024 segment profit of $4.7. The increase was driven by higher net sales and a higher gross margin rate, partially offset by higher SG&A.

Other segment net sales were $244.3 in fiscal 2024, an increase of 1.7% from fiscal 2023 net sales of $240.3. The increase was driven by higher sales volume of 3.5%, partially offset by decreased pricing of 1.0% and unfavorable foreign exchange rates of 0.8%.

Other segment profit was $4.7 in fiscal 2024, a decrease of 62.1% from fiscal 2023 segment profit of $12.4. The decrease was driven by a lower gross margin rate and higher SG&A, partially offset by higher net sales.

Corporate

Corporate expenses were $133.4 in fiscal 2025, an increase of 13.3% from fiscal 2024 expenses of $117.7. The increase was primarily driven by higher short-term variable incentive compensation expense, partially offset by lower share-based compensation expense.

Corporate expenses were $117.7 in fiscal 2024, an increase of 15.8% from fiscal 2023 expenses of $101.6. The increase was primarily driven by higher share-based compensation expense due to the recognition of a cumulative adjustment in fiscal 2023 for certain performance-based award units to reflect management's assessment of a lower probability of achievement of performance goals, partially offset by reductions in staffing levels and other cost-reduction initiatives.

Liquidity and Capital Resources

The following table summarizes cash activities for the years ended September 30:

	2025	2024	2023
Net cash provided by operating activities	$ 371.3	$ 667.5	$ 531.0
Net cash used in investing activities	(112.1)	(100.4)	(65.7)
Net cash used in financing activities	(294.0)	(527.9)	(520.1)

Operating Activities

Cash provided by operating activities totaled $371.3 for fiscal 2025 compared to $667.5 for fiscal 2024. The decrease was driven by higher inventory production, the timing of accounts receivable sales, higher short-term variable cash incentive compensation payments and higher SG&A, partially offset by higher gross margin and lower interest payments. Accounts receivable sale timing was driven by our entry into the Master Receivable Purchasing Agreement during fiscal 2024.

Cash provided by operating activities totaled $667.5 for fiscal 2024 compared to $531.0 for fiscal 2023. This increase was driven by lower accounts receivable, higher gross margin, accounts payable timing, lower payments associated with restructuring activities and lower interest payments, partially offset by higher inventory production, higher payments to customers related to promotional programs and lower income tax refunds received. Lower accounts receivable is driven by the favorable impact of accounts receivable sold under the Master Receivables Purchase Agreement. Accounts payable timing is driven by the impact of extended payment terms with vendors for payments originally due in the final weeks of fiscal 2022 that were paid in the first quarter of fiscal 2023.

The seasonal nature of our North America consumer lawn and garden business generally requires cash to fund significant increases in inventories during the first half of the fiscal year. Receivables and payables also build substantially in our second quarter of the fiscal year in line with the timing of sales to support our retailers' spring selling season.

Investing Activities

Cash used in investing activities totaled $112.1 for fiscal 2025 compared to $100.4 for fiscal 2024. Cash used for investments in property, plant and equipment during fiscal 2025 and fiscal 2024 was $97.4 and $84.0, respectively, driven by higher spending on capital projects in fiscal 2025. On September 30, 2025, we completed the divestiture of our Hawthorne professional horticulture business based in the Netherlands for $8.5, which was financed by us in the form of an interest bearing loan that was classified as an investing activity in the Consolidated Statements of Cash Flows. We also had other investing cash outflows of $3.7 during fiscal 2025.

Cash used in investing activities totaled $100.4 for fiscal 2024, an increase of $34.7 compared to $65.7 for fiscal 2023. Cash used for investments in property, plant and equipment during fiscal 2024 and fiscal 2023 was $84.0 and $92.8, respectively. We also acquired an additional equity interest in Bonnie Plants, LLC for $21.4 and had other investing cash inflows of $5.0 during fiscal 2024.

For the three fiscal years ended September 30, 2025, we allocated our capital spending as follows: 68% for maintenance of existing productive assets; 22% for cost savings projects, focused primarily on supply chain and information technology; and 10% for innovation and expansion. We expect fiscal 2026 capital expenditures to be approximately $100.0 and we expect to allocate approximately 46% to maintenance of existing productive assets, 28% to cost savings projects and 26% to innovation and expansion projects.

Financing Activities

Cash used in financing activities totaled $294.0 for fiscal 2025 compared to $527.9 for fiscal 2024. During fiscal 2025, we had net debt repayments of $122.1, paid dividends of $154.3 and repurchased Common Shares for $18.4 (which includes cash paid to tax authorities to satisfy statutory income tax withholding obligations related to share-based compensation). In addition, we received cash from the exercise of stock options of $11.9 (which also includes amounts received from employee purchases under the employee stock purchase plan) during fiscal 2025. We also had other financing cash outflows of $11.1 during fiscal 2025 primarily related to prior year collections of previously sold accounts receivable that were submitted to the buyer in the current year.

Cash used in financing activities totaled $527.9 for fiscal 2024 compared to $520.1 for fiscal 2023. During fiscal 2024, we had net debt repayments of $391.0, paid dividends of $151.3 and repurchased Common Shares for $5.1 (which includes cash paid to tax authorities to satisfy statutory income tax withholding obligations related to share-based compensation). We also had other financing cash inflows of $15.7 during fiscal 2024 related to collections of previously sold accounts receivable not yet submitted to the buyer. Higher debt repayment is driven by our focus on using available cash flow to reduce our debt.

Accounts Receivable Sales

On October 27, 2023, we entered into the Master Receivables Purchase Agreement under which we could sell up to $600.0 of available and eligible outstanding customer accounts receivable generated by sales to four specified customers. On September 1, 2024, we amended the Master Receivables Purchase Agreement to permit us to sell up to $750.0 of available and eligible outstanding customer accounts receivable generated by sales to five specified customers. On August 28, 2025, the Master Receivables Purchase Agreement, which is uncommitted, was extended and now expires on September 1, 2026. Transactions under the Master Receivables Purchase Agreement are accounted for as sales of accounts receivable, and the receivables sold are removed from the Consolidated Balance Sheets at the time of the sales transaction. Proceeds received from the sales of accounts receivable are classified as operating cash flows and collections of previously sold accounts receivable not yet submitted to the buyer are classified as financing cash flows in the Consolidated Statements of Cash Flows. We record the discount on sales in the “Other (income) expense, net” line in the Consolidated Statements of Operations. At September 30, 2025 and 2024, net receivables derecognized were $163.3 and $186.6, respectively. During fiscal 2025 and fiscal 2024, proceeds from the sale of receivables under the Master Receivables Purchase Agreement totaled $1,906.1 and $1,938.6, respectively, and the total discount recorded on sales was $20.7 and $24.6, respectively.

Supplier Finance Program

We have an agreement to provide a supplier finance program which facilitates participating suppliers’ ability to finance our payment obligations with a designated third-party financial institution. Participating suppliers may, at their sole discretion, elect to finance our payment obligations prior to their scheduled due dates at a discounted price to the participating financial institution. Our obligations to our suppliers, including amounts due and scheduled payment dates, are not impacted by suppliers’ decisions to finance amounts under this arrangement. The payment terms that we negotiate with our suppliers are consistent, regardless of whether a supplier participates in the program. Our current payment terms with a majority of our suppliers generally range from 30 to 60 days, which we deem to be commercially reasonable. Our outstanding payment obligations under our supplier finance program are recorded within accounts payable in the Consolidated Balance Sheets and the associated payments are classified as operating activities in the Consolidated Statements of Cash Flows.

Cash and Cash Equivalents

Our cash and cash equivalents were held in cash depository accounts with major financial institutions around the world or invested in high quality, short-term liquid investments having original maturities of three months or less. The cash and cash equivalents balances of $36.6 and $71.6 at September 30, 2025 and 2024, respectively, included $4.2 and $15.9, respectively, held by controlled foreign corporations. As of September 30, 2025, we maintain our assertion of indefinite reinvestment of the earnings of all material foreign subsidiaries.

Borrowing Agreements

Credit Facilities

Our primary sources of liquidity are cash generated by operations and borrowings under our credit facilities, which are guaranteed by substantially all of Scotts Miracle-Gro's domestic subsidiaries. On April 8, 2022, we entered into the Sixth A&R Credit Agreement, which provided the Company and certain of its subsidiaries with five-year senior secured loan facilities in the aggregate principal amount of $2,500.0, comprised of a revolving credit facility of $1,500.0 and a term loan in the original principal amount of $1,000.0.

At September 30, 2025, we had letters of credit outstanding in the aggregate principal amount of $83.1, and had $1,166.9 of borrowing availability under the Sixth A&R Credit Agreement. The weighted average interest rates on average borrowings under the credit facilities, excluding the impact of interest rate swaps, were 7.9%, 9.1% and 7.6% for fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

During fiscal 2025 and fiscal 2024, we used available cash on hand to make prepayments on the term loan of the Sixth A&R Credit Agreement in the amount of $75.0 and $250.0, respectively, which was applied to the outstanding principal amount.

The Sixth A&R Credit Agreement, as amended on June 8, 2022 and July 31, 2023, contained, among other obligations, an affirmative covenant regarding our leverage ratio determined as of the end of each of our fiscal quarters. The maximum permitted leverage ratio was 4.75 for the fourth quarter of fiscal 2025. Our leverage ratio was 4.10 at September 30, 2025. The Sixth A&R Credit Agreement also contained an affirmative covenant regarding our fixed charge coverage ratio determined as of the end of each of our fiscal quarters. The minimum required fixed charge coverage ratio was 1.00. Our fixed charge coverage ratio was 1.42 for the twelve months ended September 30, 2025.

On November 21, 2025, we entered into the Seventh A&R Credit Agreement, providing the Company and certain of its subsidiaries with five-year senior secured loan facilities in the aggregate principal amount of $2,000.0, comprised of a revolving credit facility of $1,500.0 and a term loan in the original principal amount of $500.0. The Seventh A&R Credit Agreement also provides us with the right to seek additional committed credit under the agreement in an aggregate amount of up to $500.0 plus an unlimited additional amount, subject to certain specified financial and other conditions. The Seventh A&R Credit Agreement replaces the Sixth A&R Credit Agreement and will terminate on November 21, 2030. The Seventh A&R Credit Agreement will be available for issuance of letters of credit up to $100.0. The terms of the Seventh A&R Credit Agreement include customary representations and warranties, affirmative and negative covenants, financial covenants and events of default.

Borrowings under the Seventh A&R Credit Agreement bear interest at variable rates derived from the prevailing U.S. Prime Rate, Federal Reserve Bank of New York Rate, Secured Overnight Financing Rate, Euro Interbank Offered Rate, Canadian Prime Rate or Canadian Overnight Repo Rate Average (all as defined in the Seventh A&R Credit Agreement), based on our election, plus a spread that depends on our quarterly-tested leverage ratio.

The Seventh A&R Credit Agreement contains, among other obligations, an affirmative covenant regarding our leverage ratio determined as of the end of each of our fiscal quarters, calculated as average total indebtedness, divided by our EBITDA, as adjusted pursuant to the terms of the Seventh A&R Credit Agreement ("Adjusted EBITDA"). The maximum permitted leverage ratio is 5.00 for the first quarter of fiscal 2026 and thereafter. The Seventh A&R Credit Agreement also contains an affirmative covenant regarding our interest coverage ratio determined as of the end of each of our fiscal quarters, calculated as Adjusted EBITDA divided by interest expense, as described in the Seventh A&R Credit Agreement. The minimum required interest coverage ratio is (i) 3.00 for each of the fiscal quarters within fiscal 2026, (ii) 3.25 for each of the fiscal quarters within fiscal 2027 and (iii) 3.50 for fiscal quarters thereafter.

The Seventh A&R Credit Agreement allows us to make unlimited restricted payments (as defined in the Seventh A&R Credit Agreement), including dividend payments on, and repurchases of, Common Shares, as long as the leverage ratio resulting from the making of such restricted payments is 4.00 or less. Otherwise, we are limited to restricted payments in an aggregate amount for each fiscal year not to exceed $225.0.

Senior Notes

On December 15, 2016, Scotts Miracle-Gro issued $250.0 aggregate principal amount of 5.250% Senior Notes due 2026. The 5.250% Senior Notes represent general unsecured senior obligations and rank equal in right of payment with our existing and future unsecured senior debt. The 5.250% Senior Notes have interest payment dates of June 15 and December 15 of each year.

On October 22, 2019, Scotts Miracle-Gro issued $450.0 aggregate principal amount of 4.500% Senior Notes due 2029. The 4.500% Senior Notes represent general unsecured senior obligations and rank equal in right of payment with our existing and future unsecured senior debt. The 4.500% Senior Notes have interest payment dates of April 15 and October 15 of each year.

On March 17, 2021, Scotts Miracle-Gro issued $500.0 aggregate principal amount of 4.000% Senior Notes due 2031. The 4.000% Senior Notes represent general unsecured senior obligations and rank equal in right of payment with our existing and future unsecured senior debt. The 4.000% Senior Notes have interest payment dates of April 1 and October 1 of each year.

On August 13, 2021, Scotts Miracle-Gro issued $400.0 aggregate principal amount of 4.375% Senior Notes due 2032. The 4.375% Senior Notes represent general unsecured senior obligations and rank equal in right of payment with our existing and future unsecured senior debt. The 4.375% Senior Notes have interest payment dates of February 1 and August 1 of each year.

Substantially all of Scotts Miracle-Gro's directly and indirectly owned domestic subsidiaries serve as guarantors of the 5.250% Senior Notes, the 4.500% Senior Notes, the 4.000% Senior Notes and the 4.375% Senior Notes.

The Senior Notes contain an affirmative covenant regarding our interest coverage ratio determined as of the end of each of our fiscal quarters, calculated as Adjusted EBITDA divided by interest expense excluding costs related to refinancings. The minimum required interest coverage ratio is 2.00. Our interest coverage ratio was 4.78 for the twelve months ended September 30, 2025.

Receivables Facility

We also maintained a Master Repurchase Agreement (including the annexes thereto, the "Repurchase Agreement") and a Master Framework Agreement, as amended (the "Framework Agreement" and, together with the Repurchase Agreement, the "Receivables Facility") under which we could sell a portfolio of available and eligible outstanding customer accounts receivable to the purchasers subject to agreeing to repurchase the receivables on a weekly basis. The eligible accounts receivable consisted of accounts receivable generated by sales to three specified customers. The eligible amount of customer accounts receivables which could be sold under the Receivables Facility was $400.0. The Receivables Facility expired on August 18, 2023. The sale of receivables under the Receivables Facility was accounted for as short-term debt and we continued to carry the receivables on our Consolidated Balance Sheets, primarily as a result of our requirement to repurchase receivables sold.

Interest Rate Swap Agreements

We enter into interest rate swap agreements with major financial institutions that effectively convert a portion of our variable-rate debt to a fixed rate. Interest payments made between the effective date and expiration date are hedged by the swap agreements. Swap agreements that were hedging interest payments as of September 30, 2025 and 2024 had a maximum total U.S. dollar equivalent notional amount of $450.0. During fiscal 2024, we terminated an interest rate swap agreement in exchange for a cash payment of $11.0. The notional amount, effective date, expiration date and rate of each of the swap agreements outstanding at September 30, 2025 are shown in the table below:

Notional Amount ($)		Effective Date (a)	Expiration Date	Fixed Rate
150		6/7/2023	4/7/2027	3.37 %
50		6/7/2023	4/7/2027	3.34 %
100	(b)	11/20/2023	3/22/2027	4.74 %
150	(b)	9/20/2024	9/20/2029	4.25 %
100		4/8/2027	4/8/2030	3.40 %

(a) The effective date refers to the date on which interest payments are first hedged by the applicable swap agreement.
(b) Notional amount adjusts in accordance with a specified seasonal schedule. This represents the maximum notional amount at any point in time.

Availability and Use of Cash

We believe that our cash flows from operations and borrowings under our agreements described herein will be sufficient to meet debt service, capital expenditures and working capital needs for the foreseeable future. However, we cannot ensure that our business will generate sufficient cash flow from operations or that future borrowings will be available under our borrowing agreements in amounts sufficient to pay indebtedness or fund other liquidity needs. Actual results of operations will depend on numerous factors, many of which are beyond our control as further discussed in "ITEM 1A. RISK FACTORS — Risks Related to Our M&A, Lending and Financing Activities — *Our indebtedness could limit our flexibility and adversely affect our financial condition*" of this Form 10-K.

Financial Disclosures About Guarantors and Issuers of Guaranteed Securities

The 5.250% Senior Notes, 4.500% Senior Notes, 4.000% Senior Notes and 4.375% Senior Notes were issued by Scotts Miracle-Gro on December 15, 2016, October 22, 2019, March 17, 2021 and August 13, 2021, respectively. The Senior Notes are guaranteed by certain consolidated domestic subsidiaries of Scotts Miracle-Gro (collectively, the "Guarantors") and, therefore, we report summarized financial information in accordance with SEC Regulation S-X, Rule 13-01, "Guarantors and Issuers of Guaranteed Securities Registered or Being Registered."

The guarantees are "full and unconditional," as those terms are used in Regulation S-X, Rule 3-10(b)(3), except that a Guarantor's guarantee will be released in certain circumstances set forth in the indentures governing the Senior Notes, such as: (i) upon any sale or other disposition of all or substantially all of the assets of the Guarantor (including by way of merger or consolidation) to any person other than Scotts Miracle-Gro or any "restricted subsidiary" under the applicable indenture; (ii) if the Guarantor merges with and into Scotts Miracle-Gro, with Scotts Miracle-Gro surviving such merger; (iii) if the Guarantor is designated an "unrestricted subsidiary" in accordance with the applicable indenture or otherwise ceases to be a "restricted subsidiary" (including by way of liquidation or dissolution) in a transaction permitted by such indenture; (iv) upon legal or covenant defeasance; (v) at the election of Scotts Miracle-Gro following the Guarantor's release as a guarantor under the Seventh A&R Credit Agreement, except a release by or as a result of the repayment of the Seventh A&R Credit Agreement; or (vi) if the Guarantor ceases to be a "restricted subsidiary" and the Guarantor is not otherwise required to provide a guarantee of the Senior Notes pursuant to the applicable indenture.

Our foreign subsidiaries and certain of our domestic subsidiaries are not guarantors (collectively, the "Non-Guarantors") of the Senior Notes. Payments on the Senior Notes are only required to be made by Scotts Miracle-Gro and the Guarantors. As a result, no payments are required to be made from the assets of the Non-Guarantors, unless those assets are transferred by dividend or otherwise to Scotts Miracle-Gro or a Guarantor. In the event of a bankruptcy, insolvency, liquidation or reorganization of any of the Non-Guarantors, holders of their indebtedness, including their trade creditors and other obligations, will be entitled to payment of their claims from the assets of the Non-Guarantors before any assets are made available for distribution to Scotts Miracle-Gro or the Guarantors. As a result, the Senior Notes are effectively subordinated to all the liabilities of the Non-Guarantors.

The guarantees may be subject to review under federal bankruptcy laws or relevant state fraudulent conveyance or fraudulent transfer laws. In certain circumstances, the court could void the guarantee, subordinate the amounts owing under the guarantee, or take other actions detrimental to the holders of the Senior Notes.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is satisfied. A court would likely find that a Guarantor did not receive reasonably equivalent value or fair consideration for its guarantee to the extent such Guarantor did not obtain a reasonably equivalent benefit from the issuance of the Senior Notes.

The measure of insolvency varies depending upon the law of the jurisdiction that is being applied. Regardless of the measure being applied, a court could determine that a Guarantor was insolvent on the date the guarantee was issued, so that payments to the holders of the Senior Notes would constitute a preference, fraudulent transfer or conveyances on other grounds. If a guarantee is voided as a fraudulent conveyance or is found to be unenforceable for any other reason, the holders of the Senior Notes will not have a claim against the Guarantor.

Each guarantee contains a provision intended to limit the Guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent conveyance. However, there can be no assurance as to what standard a court will apply in making a determination of the maximum liability of each Guarantor. Moreover, this provision may not be effective to protect the guarantees from being voided under fraudulent conveyance laws. There is a possibility that the entire guarantee may be set aside, in which case the entire liability may be extinguished.

The following tables present summarized financial information on a combined basis for Scotts Miracle-Gro and the Guarantors. Transactions between Scotts Miracle-Gro and the Guarantors have been eliminated and the summarized financial information does not reflect investments of the Scotts Miracle-Gro and the Guarantors in the Non-Guarantor subsidiaries.

	September 30, 2025
Current assets	$ 831.9
Non-current assets [(a)]	1,657.4
Current liabilities	640.9
Non-current liabilities	2,297.4

(a) Includes amounts due from Non-Guarantor subsidiaries of $11.4.

	Year Ended September 30, 2025
Net sales	$ 3,132.7
Gross margin	999.4
Net income [(a)]	173.5

(a) Includes intercompany income from Non-Guarantor subsidiaries of $5.7.

Judicial and Administrative Proceedings

We are party to various pending judicial and administrative proceedings and claims arising in the ordinary course of business relating to, among others, product and general liabilities, workers' compensation, property losses and other liabilities for which we are self-insured or retain a high exposure limit. We have reviewed these pending judicial and administrative proceedings, including the probable outcomes, reasonably anticipated costs and expenses, and the availability and limits of our insurance coverage, and have established what we believe to be appropriate accruals. We believe that our assessment of contingencies is reasonable and related accruals are adequate, both individually and in the aggregate; however, there can be no assurance that final resolution of these matters will not have a material effect on our financial condition, results of operations or cash flows.

Contractual Obligations

The following table summarizes our future cash outflows for contractual obligations as of September 30, 2025:

		Payments Due by Period			
Contractual Cash Obligations	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Debt obligations	$ 2,105.2	$ 55.2	$ 700.0	$ 450.0	$ 900.0
Interest expense on debt obligations	376.2	97.4	141.0	104.3	33.5
Finance lease obligations	17.4	2.6	4.4	3.4	7.0
Operating lease obligations	326.4	87.5	121.4	66.2	51.3
Purchase obligations	747.8	236.6	319.8	116.4	75.0
Other, primarily retirement plan obligations	36.9	4.9	5.2	5.8	21.0
Total contractual cash obligations	$ 3,609.9	$ 484.2	$ 1,291.8	$ 746.1	$ 1,087.8

We had long-term debt obligations and interest payments due primarily under the 5.250% Senior Notes, 4.500% Senior Notes, 4.000% Senior Notes, 4.375% Senior Notes and our credit facilities. Amounts in the table represent scheduled future maturities of debt principal for the periods indicated.

The interest payments for our credit facilities are based on outstanding borrowings as of September 30, 2025. Actual interest expense will likely be higher due to the seasonality of our business and associated higher average borrowings.

Purchase obligations primarily represent commitments for materials used in our manufacturing processes, including urea and packaging, as well as commitments for warehouse services, grass seed, marketing services and information technology services which comprise the unconditional purchase obligations disclosed in "NOTE 17. COMMITMENTS" of the Notes to Consolidated Financial Statements included in this Form 10-K.

Other obligations include actuarially determined retiree benefit payments and pension funding to comply with local funding requirements. Pension funding requirements are based on preliminary estimates using actuarial assumptions determined as of September 30, 2025. These amounts represent expected payments through 2035. Based on the accounting rules for defined benefit pension plans and retirement health care plans, the liabilities reflected in our Consolidated Balance Sheets differ from these expected future payments (see "NOTE 8. RETIREMENT PLANS" and "NOTE 9. ASSOCIATE MEDICAL BENEFITS" of the Notes to Consolidated Financial Statements included in this Form 10-K). The above table excludes liabilities for unrecognized tax benefits and insurance accruals as we are unable to estimate the timing of payments for these items.

Regulatory Matters

We are subject to local, state, federal and foreign environmental protection laws and regulations with respect to our business operations and believe we are operating in substantial compliance, or taking actions aimed at ensuring compliance with, such laws and regulations. We are involved in several legal actions with various governmental agencies related to environmental matters. While it is difficult to quantify the potential financial impact of actions involving these environmental matters, particularly remediation costs at waste disposal sites and future capital expenditures for environmental control equipment, in the opinion of management, the ultimate liability arising from such environmental matters, taking into account established accruals, is not expected to have a material effect on our financial condition, results of operations or cash flows. However, there can be no assurance that the resolution of these matters will not materially affect our future quarterly or annual results of operations, financial condition or cash flows. Additional information on environmental matters affecting us is provided in "ITEM 1. BUSINESS — Regulatory Considerations" and "ITEM 3. LEGAL PROCEEDINGS" of this Form 10-K.

Critical Accounting Estimates

Our audited consolidated financial statements have been prepared in accordance with GAAP. The preparation of financial statements and related disclosures in accordance with GAAP requires management to use judgment and make estimates that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. We evaluate our estimates on an ongoing basis. By their nature, these judgments are subject to uncertainty. We base our estimates on historical experience, current trends and other factors that we believe to be relevant under the circumstances at the time the estimate was made. Certain accounting estimates are particularly significant, including those related to revenue recognition and promotional allowances, income taxes and goodwill and indefinite-lived intangible assets.

We believe that our estimates, assumptions and judgments are reasonable in that they were based on information available when the estimates, assumptions and judgments were made. However, because future events and their effects cannot be determined with certainty, actual results could differ materially from those implied by our assumptions and estimates.

The Audit Committee of the Board of Directors of Scotts Miracle-Gro reviews our critical accounting estimates on an ongoing basis, including those related to revenue recognition and promotional allowances, income taxes and goodwill and indefinite-lived intangible assets.

Revenue Recognition and Promotional Allowances

Our revenue is primarily generated from sales of branded and private label lawn and garden care and indoor and hydroponic gardening finished products. Product sales are recognized at a point in time when control of products transfers to customers and we have no further obligation to provide services related to such products. Sales are typically recognized when products are delivered to or picked up by the customer. We are generally the principal in a transaction and, therefore, primarily record revenue on a gross basis. Revenue for product sales is recorded net of sales returns and allowances. Revenues are measured based on the amount of consideration that we expect to receive as derived from a list price, reduced by estimates for variable consideration. Variable consideration includes the cost of current and continuing promotional programs and expected sales returns.

Our promotional programs primarily include rebates based on sales volumes, in-store promotional allowances, cooperative advertising programs, direct consumer rebate programs and special purchasing incentives. The cost of promotional programs is estimated considering all reasonably available information, including current expectations and historical experience. Promotional costs (including allowances and rebates) incurred during the year are expensed to interim periods in relation to revenues and are recorded as a reduction of net sales. Provisions for estimated returns and allowances are recorded at the time revenue is recognized based on historical rates and are periodically adjusted for known changes in return levels. Shipping and handling costs are accounted for as contract fulfillment costs and included in the "Cost of sales" line in the Consolidated Statements of Operations. We exclude from revenue any amounts collected from customers for sales or other taxes.

Income Taxes

Our annual effective tax rate is established based on our pre-tax income (loss), statutory tax rates and the tax impacts of items treated differently for tax purposes than for financial reporting purposes. We record income tax liabilities utilizing known obligations and estimates of potential obligations. A deferred tax asset or liability is recognized whenever there are future tax effects from existing temporary differences and operating loss and tax credit carryforwards. Valuation allowances are used to reduce deferred tax assets to the balances that are more likely than not to be realized. In determining whether a valuation allowance is warranted, we take into account many factors, including the specific tax jurisdiction, both historical and projected future earnings, carryback and carryforward periods and tax planning strategies. Many of the judgments made in adjusting valuation allowances involve assumptions and estimates that are highly subjective. When we determine that deferred tax assets could be realized in greater or lesser amounts than recorded, the asset balance and Consolidated Statements of Operations reflect the change in the period such determination is made. Due to changes in facts and circumstances and the estimates and judgments involved in determining the proper valuation allowances, differences between actual future events and prior estimates and judgments could result in adjustments to these valuation allowances.

We also establish a liability for tax return positions in which there is uncertainty as to whether or not the position will ultimately be sustained. These uncertain tax positions are adjusted as a result of changes in factors such as tax legislation, interpretations of laws by courts, rulings by tax authorities, new audit developments, changes in estimates and the expiration of the statute of limitations. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled. Many of the judgments made in adjusting uncertain tax positions involve assumptions and estimates regarding audit outcomes and the timing of audit settlements, which are often uncertain and subject to change.

Goodwill and Indefinite-Lived Intangible Assets

We have significant investments in intangible assets and goodwill. We perform our annual goodwill and indefinite-lived intangible asset testing as of the first day of our fiscal fourth quarter or more frequently if circumstances indicate potential impairment. In our evaluation of impairment for goodwill and indefinite-lived intangible assets, we perform either a qualitative or quantitative evaluation for each of our reporting units and indefinite-lived intangible assets. Factors considered in the qualitative test include operating results as well as new events and circumstances impacting the operations or cash flows of the reporting unit or indefinite-lived intangible assets. For the quantitative test, the review for impairment of goodwill and indefinite-lived intangible assets is based on an income-based approach, including the relief-from-royalty method for indefinite-lived trade names. If it is determined that an impairment has occurred, an impairment loss is recognized in earnings for the amount by which the carrying value of the reporting unit or intangible asset exceeds its estimated fair value.

Under the income-based approach, we determine fair value using a discounted cash flow approach that requires significant judgment with respect to revenue and profitability growth rates, based upon annual budgets and longer-range strategic plans, and the selection of an appropriate discount rate. These budgets and plans are used for internal purposes and are also the basis for communication with outside parties about future business trends. Fair value estimates employed in our annual impairment review of indefinite-lived intangible assets and goodwill were determined using models involving several assumptions. Changes in our assumptions could materially impact our fair value estimates. Assumptions critical to our fair value estimates were: (i) discount rates; (ii) royalty rates used in our intangible asset valuations; (iii) projected future revenues and profitability; and (iv) projected long-term growth rates used in the derivation of terminal year values. These and other assumptions are impacted by economic conditions and expectations of management and may change in the future based on period specific facts and circumstances. While we believe the assumptions we used to estimate future cash flows are reasonable, there can be no assurance that the expected future cash flows will be realized. As a result, impairment charges that possibly would have been recognized in earlier periods may not be recognized until later periods if actual results deviate unfavorably from earlier estimates. The use of different assumptions would increase or decrease discounted cash flows or earnings projections and, therefore, could change impairment determinations.

At September 30, 2025, goodwill totaled $243.9, all of which was associated with our U.S. Consumer segment. Based on the results of the annual quantitative evaluation for fiscal 2025, the fair value of our U.S. Consumer segment reporting unit substantially exceeded its carrying value. A 100 basis point change in the discount rate would not have resulted in an impairment for this reporting unit.

At September 30, 2025, indefinite-lived intangible assets consisted of trade names of $168.2 and the Roundup® marketing agreement amendment of $155.7, all of which were associated with our U.S. Consumer segment. Based on the results of the annual quantitative evaluation for fiscal 2025, the fair values of our indefinite-lived intangible assets substantially exceeded their respective carrying values. A 100 basis point change in the discount rate would not have resulted in an impairment of any of our indefinite-lived intangible assets.

Other Significant Accounting Policies

Other significant accounting policies, primarily those with lower levels of uncertainty than those discussed above, are also critical to understanding the consolidated financial statements. The Notes to Consolidated Financial Statements included in this Form 10-K contain additional information related to our accounting policies, including recent accounting pronouncements, and should be read in conjunction with this discussion.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

As part of our ongoing business, we are exposed to certain market risks, including fluctuations in interest rates, foreign currency exchange rates and commodity prices. Financial derivatives and other instruments are used to manage these risks. These instruments are not used for trading or speculative purposes.

Interest Rate Risk

The following table summarizes information about our debt instruments and derivative financial instruments that are sensitive to changes in interest rates as of September 30, 2025 and 2024. For debt instruments, the table presents principal cash flows and related weighted-average interest rates by expected maturity dates. For interest rate swap agreements, the table presents expected cash flows based on notional amounts and weighted-average interest rates by contractual maturity dates. We have outstanding interest rate swap agreements with major financial institutions that effectively convert a portion of the Company's variable-rate debt to a fixed rate. The swap agreements had a maximum total U.S. dollar equivalent notional amount of $450.0 at September 30, 2025 and 2024. Weighted-average variable rates are based on rates in effect at September 30, 2025 and 2024. Assuming average unhedged variable interest rate borrowing levels during fiscal 2025 of $525.0, a change in our variable interest rate of 100 basis points for a full twelve-month period would have an impact of $5.3 on interest expense.

	Expected Maturity Date (Fiscal Year)							
2025	**2026**	**2027**	**2028**	**2029**	**2030**	**After**	**Total**	**Fair Value**
Long-term debt:								
Fixed rate debt	$ —	$ 250.0	$ —	$ —	$ 450.0	$ 900.0	$1,600.0	$ 1,512.9
Average rate	—	5.3 %	—	—	4.5 %	4.2 %	4.4 %	—
Variable rate debt	$ 50.0	$ 450.0	$ —	$ —	$ —	$ —	$ 500.0	$ 500.0
Average rate	6.0 %	6.0 %	—	—	—	—	6.0 %	—
Interest rate derivatives:								
Interest rate swaps	$ (0.8)	$ (1.1)	$ (0.8)	$ (0.8)	$ —	$ —	$ (3.5)	$ (3.5)
Average rate	3.7 %	3.8 %	3.8 %	3.8 %	—	—	3.7 %	—

	Expected Maturity Date (Fiscal Year)							
2024	**2025**	**2026**	**2027**	**2028**	**2029**	**After**	**Total**	**Fair Value**
Long-term debt:								
Fixed rate debt	$ —	$ —	$ 250.0	$ —	$ —	$1,350.0	$1,600.0	$ 1,507.1
Average rate	—	—	5.3 %	—	—	4.3 %	4.4 %	—
Variable rate debt	$ 50.0	$ 50.0	$ 525.0	$ —	$ —	$ —	$ 625.0	$ 625.0
Average rate	7.5 %	7.5 %	7.5 %	—	—	—	7.5 %	—
Interest rate derivatives:								
Interest rate swaps	$ (1.0)	$ (1.0)	$ (1.1)	$ (0.7)	$ (0.6)	$ —	$ (4.4)	$ (4.4)
Average rate	3.7 %	3.7 %	3.9 %	4.2 %	4.2 %	—	3.9 %	—

Excluded from the information provided above are miscellaneous debt instruments of $5.2 and $0.0 and finance lease obligations of $14.5 and $17.8 at September 30, 2025 and 2024, respectively.

Other Market Risks

We are subject to market risk from fluctuations in foreign currency exchange rates and fluctuating prices of certain raw materials, including urea and other fertilizer inputs, resins, diesel, gasoline, natural gas, sphagnum peat, bark and grass seed. Refer to "NOTE 14. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES" of the Notes to Consolidated Financial Statements included in this Form 10-K for discussion of these market risks and the derivatives used to manage these risks.

ITEM 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA*

The financial statements and other information required by this Item are contained in the Consolidated Financial Statements, Notes to Consolidated Financial Statements and Schedules Supporting the Consolidated Financial Statements listed in the "Index to Consolidated Financial Statements and Financial Statement Schedules" on page 57 of this Form 10-K.

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

ITEM 9A. *CONTROLS AND PROCEDURES*

Evaluation of Disclosure Controls and Procedures

With the participation of the principal executive officer and the principal financial officer of The Scotts Miracle-Gro Company (the "Registrant"), the Registrant's management has evaluated the effectiveness of the Registrant's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act), as of the end of the fiscal year covered by this Form 10-K. Based upon that evaluation, the Registrant's principal executive officer and principal financial officer have concluded that the Registrant's disclosure controls and procedures were effective as of the end of the fiscal year covered by this Form 10-K.

Management's Annual Report on Internal Control Over Financial Reporting

The "Annual Report of Management on Internal Control Over Financial Reporting" required by Item 308(a) of SEC Regulation S-K is included on page 58 of this Form 10-K.

Attestation Report of Independent Registered Public Accounting Firm

The "Report of Independent Registered Public Accounting Firm" required by Item 308(b) of SEC Regulation S-K is included on page 59 of this Form 10-K.

Changes in Internal Control Over Financial Reporting

No changes in the Registrant's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the Registrant's fiscal quarter ended September 30, 2025, that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

ITEM 9B. *OTHER INFORMATION*

On September 16, 2025, the Hagedorn Partnership, L.P., on behalf of Katherine Littlefield, a member of our board of directors, adopted a Rule 10b5-1 plan providing for the sale of up to 130,000 Common Shares. Pursuant to this plan, the Hagedorn Partnership, L.P. may sell Common Shares beginning December 18, 2025 and ending December 17, 2026 if certain price targets are met. The trading arrangement is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act.

ITEM 9C. *DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS*

Not applicable.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

Directors, Executive Officers and Persons Nominated or Chosen to Become Directors or Executive Officers

The information required by Item 401 of SEC Regulation S-K concerning the directors of Scotts Miracle-Gro and the nominees for election or re-election as directors of Scotts Miracle-Gro at its Annual Meeting of Shareholders to be held on January 26, 2026 (the "2026 Annual Meeting") is incorporated herein by reference from the disclosure which will be included under the caption "PROPOSAL NUMBER 1 — ELECTION OF DIRECTORS" in Scotts Miracle-Gro's definitive Proxy Statement relating to the 2026 Annual Meeting (the "Proxy Statement"), which will be filed pursuant to SEC Regulation 14A not later than 120 days after the end of Scotts Miracle-Gro's fiscal year ended September 30, 2025.

The information required by Item 401 of SEC Regulation S-K concerning the executive officers of Scotts Miracle-Gro is incorporated herein by reference from the disclosure included under the caption "SUPPLEMENTAL ITEM. EXECUTIVE OFFICERS OF THE REGISTRANT" in Part II of this Form 10-K.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

The information required by Item 405 of SEC Regulation S-K is incorporated herein by reference from the disclosure which will be included under the caption "DELINQUENT SECTION 16(a) REPORTS" in its Proxy Statement.

Procedures for Recommending Director Nominees

Information concerning the procedures by which shareholders of Scotts Miracle-Gro may recommend nominees to Scotts Miracle-Gro's Board of Directors is incorporated herein by reference from the disclosures which will be included under the captions "CORPORATE GOVERNANCE — Nominations of Directors" and "MEETINGS AND COMMITTEES OF THE BOARD — Committees of the Board — Nominating and Governance Committee" in the Proxy Statement. These procedures have not materially changed from those described in Scotts Miracle-Gro's definitive Proxy Statement for the 2025 Annual Meeting of Shareholders held on January 27, 2025.

Audit Committee

The information required by Items 407(d)(4) and 407(d)(5) of SEC Regulation S-K is incorporated herein by reference from the disclosure which will be included under the caption "MEETINGS AND COMMITTEES OF THE BOARD — Committees of the Board" in the Proxy Statement.

Committee Charters; Code of Business Conduct & Ethics; Corporate Governance Guidelines

The Board of Directors of Scotts Miracle-Gro has adopted charters for each of the Audit Committee, the Nominating and Governance Committee, the Compensation and Organization Committee, the Innovation and Technology Committee and the Finance Committee, as well as Corporate Governance Guidelines, as contemplated by the applicable sections of the New York Stock Exchange Listed Company Manual.

In accordance with the requirements of Section 303A.10 of the New York Stock Exchange Listed Company Manual and Item 406 of SEC Regulation S-K, the Board of Directors of Scotts Miracle-Gro has adopted a Code of Business Conduct & Ethics covering the members of Scotts Miracle-Gro's Board of Directors and associates of Scotts Miracle-Gro and its subsidiaries, including, without limitation, Scotts Miracle-Gro's principal executive officer, principal financial officer and principal accounting officer. Scotts Miracle-Gro intends to disclose the following events, if they occur, on its Internet website located at http://investor.scotts.com within four business days following their occurrence: (A) the date and nature of any amendment to a provision of Scotts Miracle-Gro's Code of Business Conduct & Ethics that (i) applies to Scotts Miracle-Gro's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, (ii) relates to any element of the code of ethics definition enumerated in Item 406(b) of SEC Regulation S-K, and (iii) is not a technical, administrative or other non-substantive amendment; and (B) a description of any waiver (including the nature of the waiver, the name of the person to whom the waiver was granted and the date of the waiver), including an implicit waiver, from a provision of the Code of Business Conduct & Ethics granted to Scotts Miracle-Gro's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, that relates to one or more of the elements of the code of ethics definition enumerated in Item 406(b) of SEC Regulation S-K. In addition, Scotts Miracle-Gro will disclose any waivers from the provisions of the Code of Business Conduct & Ethics granted to an executive officer or a director of Scotts Miracle-Gro on Scotts Miracle-Gro's Internet website located at http://investor.scotts.com within four business days of the determination to grant any such waiver.

The text of Scotts Miracle-Gro's Code of Business Conduct & Ethics, Scotts Miracle-Gro's Corporate Governance Guidelines, the Audit Committee charter, the Nominating and Governance Committee charter, the Compensation and Organization Committee charter, the Innovation and Technology Committee charter and the Finance Committee charter are posted under the "Corporate Governance" link on Scotts Miracle-Gro's Internet website located at http://investor.scotts.com. Interested persons and shareholders of Scotts Miracle-Gro may also obtain copies of each of these documents without charge by writing to The Scotts Miracle-Gro Company, Attention: Corporate Secretary, 14111 Scottslawn Road, Marysville, Ohio 43041.

Insider Trading Policy

The information required by Item 408(b) of SEC Regulation S-K is incorporated herein by reference from the disclosure which will be included under the caption "EXECUTIVE COMPENSATION — Other Executive Compensation Policies, Practices and Guidelines — *Insider Trading Policy and Anti-Hedging Policy*" in the Proxy Statement.

ITEM 11. *EXECUTIVE COMPENSATION*

The information required by Item 402 of SEC Regulation S-K is incorporated herein by reference from the disclosures which will be included under the captions "EXECUTIVE COMPENSATION," "NON-EMPLOYEE DIRECTOR COMPENSATION," "EXECUTIVE COMPENSATION TABLES," "SEVERANCE AND CHANGE IN CONTROL (CIC) ARRANGEMENTS," "PAYMENTS ON TERMINATION OF EMPLOYMENT AND/OR CHANGE IN CONTROL," and "CEO PAY RATIO DISCLOSURE" in the Proxy Statement.

The information required by Item 407(e)(4) of SEC Regulation S-K is incorporated herein by reference from the disclosure which will be included under the caption "MEETINGS AND COMMITTEES OF THE BOARD — Compensation and Organization Committee Interlocks and Insider Participation" in the Proxy Statement.

The information required by Item 407(e)(5) of SEC Regulation S-K is incorporated herein by reference from the disclosure which will be included under the caption "COMPENSATION COMMITTEE REPORT" in the Proxy Statement.

ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS*

Ownership of Common Shares of Scotts Miracle-Gro

The information required by Item 403 of SEC Regulation S-K is incorporated herein by reference from the disclosure which will be included under the caption "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" in the Proxy Statement.

Equity Compensation Plan Information

The information required by Item 201(d) of SEC Regulation S-K is incorporated herein by reference from the disclosure which will be included under the caption "EQUITY COMPENSATION PLAN INFORMATION" in the Proxy Statement.

ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE*

Certain Relationships and Related Person Transactions

The information required by Item 404 of SEC Regulation S-K is incorporated herein by reference from the disclosures which will be included under the caption "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS" in the Proxy Statement.

Director Independence

The information required by Item 407(a) of SEC Regulation S-K is incorporated herein by reference from the disclosures which will be included under the captions "CORPORATE GOVERNANCE — Director Independence" and "MEETINGS AND COMMITTEES OF THE BOARD" in the Proxy Statement.

ITEM 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES*

The information required by this Item 14 is incorporated herein by reference from the disclosures which will be included under the captions "AUDIT COMMITTEE MATTERS — Fees of the Independent Registered Public Accounting Firm" and "AUDIT COMMITTEE MATTERS — Pre-Approval of Services Performed by the Independent Registered Public Accounting Firm" in the Proxy Statement.

PART IV

ITEM 15. *EXHIBITS AND FINANCIAL STATEMENT SCHEDULES*

(a) *LIST OF DOCUMENTS FILED AS PART OF THIS REPORT*

1 and 2. Financial Statements and Financial Statement Schedules:

The response to this portion of Item 15 is submitted as a separate section of this Form 10-K. Reference is made to the "Index to Consolidated Financial Statements and Financial Statement Schedules" on page 57 of this Form 10-K.

(b) *EXHIBITS*

The exhibits listed on the "Index to Exhibits" beginning on page 108 of this Form 10-K are filed or furnished with this Form 10-K or incorporated herein by reference as noted in the "Index to Exhibits."

(c) *FINANCIAL STATEMENT SCHEDULES*

The financial statement schedule filed with this Form 10-K is submitted in a separate section hereof. For a description of such financial statement schedules, see "Index to Consolidated Financial Statements and Financial Statement Schedules" on page 57 of this Form 10-K.

ITEM 16. *FORM 10-K SUMMARY*

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE SCOTTS MIRACLE-GRO COMPANY

By: /s/ JAMES HAGEDORN
James Hagedorn, Chairman and Chief Executive Officer

Dated: November 25, 2025

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ MARK J. SCHEIWER Mark J. Scheiwer	Executive Vice President, Chief Financial Officer & Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	November 25, 2025
/s/ JAMES HAGEDORN James Hagedorn	Chairman and Chief Executive Officer (Principal Executive Officer)	November 25, 2025
/s/ EDITH AVILES* Edith Aviles	Director	November 25, 2025
/s/ ROBERTO CANDELINO* Roberto Candelino	Director	November 25, 2025
/s/ DAVID C. EVANS* David C. Evans	Director	November 25, 2025
/s/ ADAM HANFT* Adam Hanft	Director	November 25, 2025
/s/ STEPHEN L. JOHNSON* Stephen L. Johnson	Director	November 25, 2025
/s/ MARK D. KINGDON* Mark D. Kingdon	Director	November 25, 2025
/s/ KATHERINE HAGEDORN LITTLEFIELD* Katherine Hagedorn Littlefield	Director	November 25, 2025
/s/ NICK MIARITIS* Nick Miaritis	Director	November 25, 2025

Signature	Title	Date
/s/ A. SCOTT MILLER* A. Scott Miller	Director	November 25, 2025
/s/ BRIAN E. SANDOVAL* Brian E. Sandoval	Director	November 25, 2025
/s/ PETER E. SHUMLIN* Peter E. Shumlin	Director	November 25, 2025

* The undersigned, by signing his name hereto, does hereby sign this Report on behalf of each of the directors of the Registrant identified above pursuant to Powers of Attorney executed by the directors identified above, which Powers of Attorney are filed with this Report as exhibits.

By: /s/ MARK J. SCHEIWER
Mark J. Scheiwer, Attorney-in-Fact

THE SCOTTS MIRACLE-GRO COMPANY
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All other financial statement schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are omitted because they are not required or are not applicable, or the required information has been presented in the Consolidated Financial Statements or Notes thereto.

ANNUAL REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of The Scotts Miracle-Gro Company and our consolidated subsidiaries; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of The Scotts Miracle-Gro Company and our consolidated subsidiaries are being made only in accordance with authorizations of management and directors of The Scotts Miracle-Gro Company and our consolidated subsidiaries, as appropriate; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the assets of The Scotts Miracle-Gro Company and our consolidated subsidiaries that could have a material effect on our consolidated financial statements.

Management, with the participation of our principal executive officer and principal financial officer, assessed the effectiveness of our internal control over financial reporting as of September 30, 2025, the end of our fiscal year. Management based its assessment on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies and our overall control environment. This assessment is supported by testing and monitoring performed under the direction of management.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, even an effective system of internal control over financial reporting will provide only reasonable assurance with respect to financial statement preparation.

Based on our assessment, management has concluded that our internal control over financial reporting was effective as of September 30, 2025, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America. We reviewed the results of management's assessment with the Audit Committee of the Board of Directors of The Scotts Miracle-Gro Company.

Our independent registered public accounting firm, Deloitte & Touche LLP, independently audited our internal control over financial reporting as of September 30, 2025 and has issued their attestation report which appears herein.

/s/ JAMES HAGEDORN	/s/ MARK J. SCHEIWER
James Hagedorn	Mark J. Scheiwer
Chairman & Chief Executive Officer	Executive Vice President, Chief Financial Officer & Chief Accounting Officer
Dated: November 25, 2025	Dated: November 25, 2025

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of The Scotts Miracle-Gro Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of The Scotts Miracle-Gro Company and subsidiaries (the "Company") as of September 30, 2025 and 2024, the related consolidated statements of operations, comprehensive income (loss), shareholders' equity (deficit), and cash flows, for each of the three years in the period ended September 30, 2025, and the related notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of September 30, 2025, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated November 25, 2025, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Promotional Programs and Allowances — Refer to Note 2 to the financial statements.

Critical Audit Matter Description

The Company offers various promotional programs to customers, which include rebates based on sales volumes, other promotional programs and special purchasing incentives. The cost of promotional programs is estimated considering all reasonably available information, including current expectations and historical experience. Promotional costs (including allowances and rebates) incurred during the year are expensed in relation to revenues and are recorded as a reduction of net sales. Accruals for expected payouts under these programs are included in the "Other current liabilities" line in the Consolidated Balance Sheets.

We identified the promotional programs and allowances as a critical audit matter because of the complexity and volume of the Company's activities related to promotional programs. This required significant audit effort due to the various types of promotional programs and significant data utilized to track and record promotional activities.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to promotional programs and allowances included the following, among others:

- We tested the effectiveness of relevant controls over promotional programs, including automated controls within relevant systems.
- We evaluated the appropriateness of management promotional program processes and methodology by performing a lookback analysis on prior year accrual estimates, comparing management's previously recorded accrual as of September 30, 2024 to actual customer settlements during the year-ended September 30, 2025.
- We selected a sample of customer settlements during the year-ended September 30, 2025 and traced them to promotional programs to validate the completeness and accuracy of the Company's promotional programs.
- We performed a retrospective review of customer settlements after September 30, 2025, and compared them to management's promotional program accrual as of September 30, 2025.
- We developed an expectation of the reduction to net sales associated with promotional programs for the year-ended September 30, 2025 and the related accrual as of September 30, 2025, and compared each to the recorded balances.
- We obtained and evaluated external confirmations from selected customers to independently evaluate the completeness of promotional programs, including assessing the reliability of responses and performing appropriate follow-up and alternative procedures on non-responses.

/s/ DELOITTE & TOUCHE LLP

Columbus, Ohio
November 25, 2025
We have served as the Company's auditor since 2005.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of The Scotts Miracle-Gro Company

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of The Scotts Miracle-Gro Company and subsidiaries (the "Company") as of September 30, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements as of and for the year ended September 30, 2025, of the Company and our report dated November 25, 2025, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Annual Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

Columbus, Ohio
November 25, 2025

THE SCOTTS MIRACLE-GRO COMPANY

Consolidated Statements of Operations
(In millions, except per share data)

	Year Ended September 30,		
	2025	2024	2023
Net sales	$ 3,413.1	$ 3,552.7	$ 3,551.3
Cost of sales	2,348.6	2,618.7	2,708.3
Cost of sales—impairment, restructuring and other	20.3	83.5	185.7
Gross margin	1,044.2	850.5	657.3
Operating expenses:			
Selling, general and administrative	603.4	559.0	551.3
Impairment, restructuring and other	63.4	62.8	280.5
Other (income) expense, net	18.8	19.9	(0.1)
Income (loss) from operations	358.6	208.8	(174.4)
Equity in loss of unconsolidated affiliates	2.8	68.1	101.1
Interest expense	128.8	158.8	178.1
Other non-operating (income) expense, net	5.3	5.5	(0.3)
Income (loss) before income taxes	221.7	(23.6)	(453.3)
Income tax expense (benefit)	76.5	11.3	(73.2)
Net income (loss)	$ 145.2	$ (34.9)	$ (380.1)
Basic net income (loss) per common share	$ 2.52	$ (0.61)	$ (6.79)
Diluted net income (loss) per common share	$ 2.47	$ (0.61)	$ (6.79)

See Notes to Consolidated Financial Statements.

THE SCOTTS MIRACLE-GRO COMPANY

Consolidated Statements of Comprehensive Income (Loss)
(In millions)

	Year Ended September 30,		
	2025	2024	2023
Net income (loss)	$ 145.2	$ (34.9)	$ (380.1)
Other comprehensive income (loss):			
Net foreign currency translation adjustment	9.0	0.6	7.0
Net unrealized gain (loss) on derivative instruments, net of tax	2.9	(7.9)	4.2
Reclassification of net unrealized gain on derivative instruments to net income (loss), net of tax	(7.4)	(7.3)	(17.4)
Net unrealized loss on securities, net of tax	(3.5)	(40.4)	(34.9)
Reclassification of net unrealized loss on securities to net income (loss), net of tax	—	64.6	76.0
Net unrealized loss on pension and other post-retirement benefits, net of tax	(5.0)	(2.1)	(1.8)
Pension and other post-retirement benefit adjustments, net of tax	1.6	(2.0)	(1.3)
Total other comprehensive income (loss)	(2.4)	5.5	31.8
Comprehensive income (loss)	$ 142.8	$ (29.4)	$ (348.3)

See Notes to Consolidated Financial Statements.

THE SCOTTS MIRACLE-GRO COMPANY

Consolidated Statements of Cash Flows
(In millions)

	Year Ended September 30,		
	2025	2024	2023
OPERATING ACTIVITIES			
Net income (loss)	$ 145.2	$ (34.9)	$ (380.1)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Impairment, restructuring and other	21.7	84.3	288.6
Share-based compensation expense	69.0	80.4	68.9
Depreciation	62.7	64.9	67.3
Amortization	12.3	15.7	25.2
Deferred taxes	70.8	9.3	(58.7)
Loss on sale of business	17.7	—	—
Equity in loss of unconsolidated affiliates	2.8	68.1	101.1
Changes in assets and liabilities, net of dispositions:			
Accounts receivable	(16.6)	128.2	77.7
Inventories	(17.9)	293.8	450.5
Prepaid and other current assets	(2.3)	10.2	18.6
Accounts payable	(0.3)	(1.6)	(153.6)
Other current liabilities	16.0	(45.4)	52.0
Other non-current items	(9.2)	(6.2)	(30.7)
Other, net	(0.6)	0.7	4.2
Net cash provided by operating activities	371.3	667.5	531.0
INVESTING ACTIVITIES			
Investments in property, plant and equipment	(97.4)	(84.0)	(92.8)
Investments in loans receivable	(8.5)	—	—
Proceeds from loans receivable	—	—	37.0
Investments in unconsolidated affiliates	—	(21.4)	—
Net cash disposed of on sale of business	(2.5)	—	—
Other investing, net	(3.7)	5.0	(9.9)
Net cash used in investing activities	(112.1)	(100.4)	(65.7)
FINANCING ACTIVITIES			
Borrowings under revolving and bank lines of credit and term loans	702.7	648.5	1,336.2
Repayments under revolving and bank lines of credit and term loans	(824.8)	(1,039.5)	(1,689.8)
Dividends paid	(154.3)	(151.3)	(149.1)
Purchase of Common Shares	(18.4)	(5.1)	(9.3)
Cash received from exercise of stock options	11.9	3.8	2.3
Other financing, net	(11.1)	15.7	(10.4)
Net cash used in financing activities	(294.0)	(527.9)	(520.1)
Effect of exchange rate changes on cash	(0.2)	0.5	(0.1)
Net increase (decrease) in cash and cash equivalents	(35.0)	39.7	(54.9)
Cash and cash equivalents at beginning of year	71.6	31.9	86.8
Cash and cash equivalents at end of year	$ 36.6	$ 71.6	$ 31.9

See Notes to Consolidated Financial Statements.

THE SCOTTS MIRACLE-GRO COMPANY

Consolidated Balance Sheets
(In millions, except per share data)

	September 30, 2025	September 30, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 36.6	$ 71.6
Accounts receivable, less allowances of $12.0 in 2025 and $9.6 in 2024	186.9	176.8
Inventories	592.8	587.5
Prepaid and other current assets	124.0	144.5
Total current assets	940.3	980.4
Investment in unconsolidated affiliates	53.6	45.2
Property, plant and equipment, net	631.6	609.5
Goodwill	243.9	243.9
Intangible assets, net	401.8	418.8
Other assets	470.8	574.1
Total assets	$ 2,742.0	$ 2,871.9
LIABILITIES AND EQUITY (DEFICIT)		
Current liabilities:		
Current portion of debt	$ 57.2	$ 52.6
Accounts payable	229.2	254.7
Other current liabilities	453.3	443.0
Total current liabilities	739.7	750.3
Long-term debt	2,049.2	2,174.2
Other liabilities	310.6	338.0
Total liabilities	3,099.5	3,262.5
Commitments and contingencies (Notes 16, 17 and 18)		
Equity (deficit):		
Common shares and capital in excess of $0.01 stated value per share; shares outstanding of 57.8 and 57.1, respectively	351.6	362.0
Retained earnings	294.7	303.8
Treasury shares, at cost; 10.4 and 11.0 shares, respectively	(894.1)	(949.1)
Accumulated other comprehensive loss	(109.7)	(107.3)
Total equity (deficit)	(357.5)	(390.6)
Total liabilities and equity (deficit)	$ 2,742.0	$ 2,871.9

See Notes to Consolidated Financial Statements.

THE SCOTTS MIRACLE-GRO COMPANY

Consolidated Statements of Shareholders' Equity (Deficit)
(In millions, except per share data)

	Common Shares		Capital in Excess of Stated Value	Retained Earnings	Treasury Shares		Accumulated Other Comprehensive Income (Loss)	Total Equity (Deficit)
	Shares	Amount			Shares	Amount		
Balance at September 30, 2022	68.1	$ 0.3	$ 363.7	$ 1,020.1	12.8	$ (1,091.8)	$ (144.6)	$ 147.7
Net income (loss)	—	—	—	(380.1)	—	—	—	(380.1)
Other comprehensive income (loss)	—	—	—	—	—	—	31.8	31.8
Share-based compensation	—	—	68.1	—	—	—	—	68.1
Dividends declared ($2.64 per share)	—	—	—	(149.1)	—	—	—	(149.1)
Treasury share purchases	—	—	—	—	0.1	(9.3)	—	(9.3)
Treasury share issuances	—	—	(78.9)	—	(1.3)	102.6	—	23.7
Balance at September 30, 2023	68.1	0.3	352.8	490.9	11.6	(998.5)	(112.8)	(267.3)
Net income (loss)	—	—	—	(34.9)	—	—	—	(34.9)
Other comprehensive income (loss)	—	—	—	—	—	—	5.5	5.5
Share-based compensation	—	—	38.9	—	—	—	—	38.9
Dividends declared ($2.64 per share)	—	—	—	(152.2)	—	—	—	(152.2)
Treasury share purchases	—	—	—	—	0.1	(5.1)	—	(5.1)
Treasury share issuances	—	—	(30.0)	—	(0.7)	54.5	—	24.5
Balance at September 30, 2024	68.1	0.3	361.7	303.8	11.0	(949.1)	(107.3)	(390.6)
Net income (loss)	—	—	—	145.2	—	—	—	145.2
Other comprehensive income (loss)	—	—	—	—	—	—	(2.4)	(2.4)
Share-based compensation	—	—	50.6	—	—	—	—	50.6
Dividends declared ($2.64 per share)	—	—	—	(154.3)	—	—	—	(154.3)
Treasury share purchases	—	—	—	—	0.2	(18.4)	—	(18.4)
Treasury share issuances	—	—	(61.0)	—	(0.8)	73.4	—	12.4
Balance at September 30, 2025	68.1	$ 0.3	$ 351.3	$ 294.7	10.4	$ (894.1)	$ (109.7)	$ (357.5)

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

See Notes to Consolidated Financial Statements.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

The Scotts Miracle-Gro Company ("Scotts Miracle-Gro") and its subsidiaries (collectively, with Scotts Miracle-Gro, the "Company") are engaged in the manufacturing, marketing and sale of products for lawn and garden care and indoor and hydroponic gardening. The Company's products are primarily sold in North America. The Company's North America consumer lawn and garden business is highly seasonal, with more than 75% of its annual net sales occurring in the second and third fiscal quarters.

Organization and Basis of Presentation

The Company's consolidated financial statements are presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The consolidated financial statements include the accounts of Scotts Miracle-Gro and its consolidated subsidiaries. All intercompany transactions and accounts have been eliminated in consolidation. The Company consolidates all majority-owned subsidiaries and variable interest entities where the Company has been determined to be the primary beneficiary. The results of businesses acquired or disposed of are included in the consolidated financial statements from the date of each acquisition or up to the date of disposal, respectively.

On March 14, 2025, the Company sold all of the issued and outstanding shares of capital stock of its formerly wholly-owned subsidiary The Hawthorne Collective, Inc. ("THC") to Bad Dog Holdings LLC ("BDH") in exchange for a promissory note with a principal amount of $39.0. BDH is a newly formed legal entity owned and controlled by a strategic partner of the Company that is intended to hold and manage the investments held by THC. THC was created during fiscal 2021 as a vehicle to invest in areas of the cannabis industry that are not pursued by the Company's Hawthorne segment. At the time of the sale, THC held non-voting exchangeable shares of FLUENT (CSE: FNT.U) (OTCQB: CNTMF), a vertically-integrated, multi-state cannabis company, and other minority non-equity investments with a total book value of $39.0. BDH granted the Company a call option that enables the Company, subject to certain restrictions, to reacquire all of the issued and outstanding shares of capital stock of THC in exchange for canceling the principal amount of the promissory note and making an additional payment to BDH equal to 5% of any appreciation in the fair value of THC. The Company may exercise the call option in its sole and absolute discretion, until the earlier of (i) March 14, 2035 and (ii) the date of the consummation of a merger, change in control or consolidation of BDH or a sale, lease, transfer, exclusive license or other disposition of all or substantially all of the assets of BDH. The Company also granted BDH a put option providing BDH with the right to cause the Company to reacquire all the issued and outstanding shares of capital stock of THC in exchange for canceling the principal amount of the promissory note. The Company has determined that it has a variable interest in BDH and that BDH is a variable interest entity. Additionally, based on its assessment of the characteristics of its variable interest in BDH, including the involvement of its de facto agents, the Company has determined it is the primary beneficiary of BDH and, as a result, is required to consolidate BDH in its consolidated financial statements. As of September 30, 2025, BDH had assets of $2.6 and $24.6 recorded in the "Investment in unconsolidated affiliates" and "Other assets" lines in the Consolidated Balance Sheets, respectively, and total liabilities of $39.0 associated with the promissory note due to the Company, which is eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes and related disclosures. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in the future, actual results ultimately may differ from the estimates.

Advertising

Advertising costs incurred during the year are expensed to interim periods in relation to revenues. Advertising costs, except for external production costs, are generally expensed within the fiscal year in which such costs are incurred. External production costs for advertising programs are deferred until the period in which the advertising is first aired, and deferrals of these costs were not material at September 30, 2025 and 2024. On September 4, 2024, the Company issued 0.3 million restricted shares to a vendor in exchange for advertising services that were performed during fiscal 2025. As of September 30, 2025 and 2024, deferred advertising costs associated with the issuance of these restricted shares were $0.0 and $20.0, respectively. Advertising expenses were $152.3, $141.0 and $123.7 for fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

Research and Development

Costs associated with research and development are generally charged to expense as incurred. Expenses for fiscal 2025, fiscal 2024 and fiscal 2023 were $34.8, $34.6 and $35.7, respectively, including product registration costs of $8.9, $9.0 and $12.4, respectively.

Environmental Costs

The Company recognizes environmental liabilities when conditions requiring remediation are probable and the amounts can be reasonably estimated. Expenditures which extend the life of the related property or mitigate or prevent future environmental contamination are capitalized. Environmental liabilities are not discounted or reduced for possible recoveries from insurance carriers.

Earnings per Common Share

Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding each period. Diluted income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding plus all dilutive potential common shares (stock options, restricted stock units, deferred stock units and performance-based award units) outstanding each period.

Share-Based Compensation Awards

Scotts Miracle-Gro grants share-based awards annually to officers and certain other associates and to the non-employee directors of Scotts Miracle-Gro. The share-based awards have consisted of stock options, restricted stock units, deferred stock units and performance-based award units. Performance-based award units are subject to performance and service conditions, and certain awards contain a market condition based on the Company's absolute total shareholder return or total shareholder return relative to a Company selected peer group. All of these share-based awards have been made under plans approved by the shareholders. The fair value of awards is expensed over the requisite service period, which is typically the vesting period, generally three years for awards granted to officers and other associates and one year for awards granted to non-employee directors.

For restricted stock units, deferred stock units and performance-based award units that do not contain a market condition, the fair value of each award is estimated on the grant date based on the current market price of the Common Shares. For performance-based award units that contain a market condition, the fair value of each award is estimated using a Monte Carlo simulation model. Expected market price volatility is based on historical volatility specific to the Common Shares. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant. The grant date fair value of stock option awards is estimated using a binomial model. Expected market price volatility is based on implied volatilities from traded options on Common Shares and historical volatility specific to the Common Shares. Historical data, including demographic factors impacting historical exercise behavior, is used to estimate stock option exercises and employee terminations within the valuation model. The risk-free rate for periods within the contractual life of the stock option is based on the U.S. Treasury yield curve in effect at the time of grant. The expected life of stock options is based on historical experience and expectations for grants outstanding.

Vesting of performance-based award units depends on service and achievement of specified performance targets. Based on the extent to which the targets are achieved, vested shares may range from 0% to 325% of the target award amount. For performance-based award units that do not contain a market condition, the total amount of compensation expense recognized reflects management's assessment of the probability that performance goals will be achieved. A cumulative adjustment is recognized to compensation expense in the current period to reflect any changes in the probability of achievement of performance goals. For performance-based award units that contain a market condition, compensation expense is recognized regardless of the extent to which the targets are achieved.

Restricted stock units, deferred stock units and performance-based award units receive dividend equivalents equal to the cash dividends earned during the vesting period that are only paid out upon vesting. Share-based award units are generally forfeited if a holder terminates employment or service with the Company prior to the vesting date, except in cases where associates are eligible for accelerated vesting based on having satisfied retirement requirements relating to age and years of service. The Company estimates that 15% of its share-based awards will be forfeited based on an analysis of historical trends. The Company evaluates the estimated forfeiture rate on an annual basis and makes adjustments as appropriate. Stock options have exercise prices equal to the market price of the underlying Common Shares on the grant date and a term of 10 years. If available, Scotts Miracle-Gro typically uses treasury shares, or if not available, newly-issued Common Shares, to settle vested share-based awards. The Company classifies share-based compensation expense within cost of sales or selling, general and administrative expenses to correspond with the same line item as cash compensation paid to associates. Cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for share-based awards (excess tax benefits) are classified as operating cash inflows.

Cash and Cash Equivalents

Cash and cash equivalents are held in cash depository accounts with major financial institutions around the world or invested in high quality, short-term liquid investments. The Company considers all highly liquid financial instruments with original maturities of three months or less to be cash equivalents. The Company maintains cash deposits in banks which from time to time exceed the amount of deposit insurance available. Management periodically assesses the financial condition of the Company's banks and believes that the risk of any potential credit loss is minimal.

Accounts Receivable and Allowances

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Allowances for doubtful accounts reflect the Company's estimate of amounts in its existing accounts receivable that may not be collected due to customer claims or customer inability or unwillingness to pay. The allowance is determined based on a combination of factors, including the Company's ongoing risk assessment regarding the credit worthiness of its customers, historical collection experience and length of time the receivables are past due. Account balances are charged off against the allowance when the Company believes it is probable the receivable will not be recovered.

On October 27, 2023, the Company entered into the Master Receivables Purchase Agreement under which the Company could sell up to $600.0 of available and eligible outstanding customer accounts receivable generated by sales to four specified customers. On September 1, 2024, the Company amended the Master Receivables Purchase Agreement to permit the Company to sell up to $750.0 of available and eligible outstanding customer accounts receivable generated by sales to five specified customers. On August 28, 2025, the Master Receivables Purchase Agreement, which is uncommitted, was extended and now expires on September 1, 2026. The receivable sales are non-recourse to the Company, other than with respect to (i) repurchase obligations and indemnification obligations for any violations by the Company of its respective representations or obligations as seller or servicer and (ii) certain repurchase and payment obligations arising from any dilution of, or dispute with respect to, any purchased receivables that arise after the sale of such purchased receivables to the purchaser not contemplated in the applicable purchase price of such purchased receivable. The recourse obligations of the Company that may arise from time to time are supported by standby letters of credit of $75.0. Transactions under the Master Receivables Purchase Agreement are accounted for as sales of accounts receivable, and the receivables sold are removed from the Consolidated Balance Sheets at the time of the sales transaction. Proceeds received from the sales of accounts receivable are classified as operating cash flows and collections of previously sold accounts receivable not yet submitted to the buyer are classified as financing cash flows in the Consolidated Statements of Cash Flows. The Company records the discount on sales in the "Other (income) expense, net" line in the Consolidated Statements of Operations. At September 30, 2025 and 2024, net receivables derecognized were $163.3 and $186.6, respectively. During fiscal 2025 and fiscal 2024, proceeds from the sale of receivables under the Master Receivables Purchase Agreement totaled $1,906.1 and $1,938.6, respectively, and the total discount recorded on sales was $20.7 and $24.6, respectively.

Inventories

Inventories are stated at the lower of cost or net realizable value and include the cost of raw materials, labor, manufacturing overhead and freight and inbound handling costs incurred to pre-position goods in the Company's warehouse network. The Company makes provisions for obsolete or slow-moving inventories as necessary to properly reflect inventory at the lower of cost or net realizable value. Inventories are valued using the first in, first out method.

Investment in Unconsolidated Affiliates

Non-marketable equity investments in which the Company has the ability to exercise significant influence, but does not control, are accounted for using the equity method of accounting, with the Company's proportionate share of the earnings and losses of these entities reflected in the Consolidated Statements of Operations. The Company evaluates its equity method investments for impairment whenever events or changes in circumstances indicate that the carrying amounts of such investments may be impaired. If a decline in the value of an equity method investment is determined to be other than temporary, an impairment loss is recognized in earnings for the amount by which the carrying amount of the investment exceeds its estimated fair value.

Long-Lived Assets

Property, plant and equipment are stated at cost. Interest capitalized in property, plant and equipment amounted to $1.1, $1.1 and $2.1 during fiscal 2025, fiscal 2024 and fiscal 2023, respectively. Expenditures for maintenance and repairs are charged to expense as incurred. When properties are retired or otherwise disposed of, the cost of the asset and the related accumulated depreciation are removed from the accounts with the resulting gain or loss being reflected in income (loss) from operations.

Depreciation of property, plant and equipment is provided on the straight-line method and is based on the estimated useful economic lives of the assets as follows:

Land improvements	10 – 25 years
Buildings	10 – 40 years
Machinery and equipment	3 – 15 years
Furniture and fixtures	6 – 10 years
Software	3 – 8 years

Intangible assets subject to amortization include technology, patents, customer relationships, non-compete agreements and certain trade names. These intangible assets are amortized over their estimated useful economic lives, which typically range from 3 to 25 years. The Company's fixed assets and intangible assets subject to amortization are required to be tested for recoverability whenever events or changes in circumstances indicate that carrying amounts may not be recoverable. If an evaluation of recoverability is required, the estimated undiscounted future cash flows associated with the asset group would be compared to the asset group carrying amount to determine if a write-down is required. If the undiscounted cash flows are less than the carrying amount, an impairment loss is recognized in earnings to the extent that the carrying amount exceeds fair value.

The Company had non-cash investing activities of $8.4, $16.3 and $32.1 during fiscal 2025, fiscal 2024 and fiscal 2023, respectively, representing unpaid liabilities to acquire property, plant and equipment.

Internal Use Software

The Company capitalizes certain qualifying costs incurred in the acquisition and development of software for internal use, including the costs of the software, materials, consultants, interest and payroll and payroll-related costs for associates during the application development stage. Internal and external costs incurred during the preliminary project stage and post implementation-operation stage, mainly training and maintenance costs, are expensed as incurred. Once the application is substantially complete and ready for its intended use, qualifying costs are amortized on a straight-line basis over the software's estimated useful life. Capitalized internal use software is included in the "Property, plant and equipment, net" line in the Consolidated Balance Sheets. Capitalized software as a service is included in the "Prepaid and other current assets" line in the Consolidated Balance Sheets and is amortized using the straight-line method over the term of the hosting arrangement which typically ranges from 3 to 8 years.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill and indefinite-lived intangible assets are not subject to amortization. These assets are reviewed for impairment by applying a fair-value based test on an annual basis as of the first day of the Company's fiscal fourth quarter or more frequently if circumstances indicate impairment may have occurred. With respect to goodwill, the Company performs either a qualitative or quantitative evaluation for each of its reporting units. Factors considered in the qualitative test include reporting unit specific operating results as well as new events and circumstances impacting the operations or cash flows of the reporting units. For the quantitative test, the Company assesses goodwill for impairment by comparing the carrying value of its reporting units to their respective fair values. A reporting unit is defined as an operating segment or one level below an operating segment. The Company determines the fair value of its reporting units using an income-based approach incorporating assumptions it believes market participants would utilize. The income-based approach utilizes discounted cash flows that depend upon internally-developed forecasts based on annual budgets and longer-range strategic plans. The Company uses discount rates that are commensurate with the risks and uncertainties inherent in the respective reporting units and in the internally-developed forecasts. To further substantiate fair value, the Company compares the aggregate fair value of the reporting units to the Company's total market capitalization.

With respect to indefinite-lived intangible assets, the Company performs either a qualitative or quantitative evaluation for each asset. Factors considered in the qualitative test include asset specific operating results as well as new events and circumstances impacting the cash flows of the assets. For the quantitative test, the fair value of the Company's indefinite-lived intangible assets is determined using an income-based approach utilizing discounted cash flows and incorporating assumptions the Company believes market participants would utilize. For trade names, fair value is determined using a relief-from-royalty methodology similar to that employed when the associated businesses were acquired but using updated estimates of sales, cash flow and profitability.

If it is determined that an impairment has occurred, an impairment loss is recognized in earnings for the amount by which the carrying value of the reporting unit or intangible asset exceeds its estimated fair value.

Investments in Securities

Convertible debt investments are classified as "available for sale," are reported at fair value and are presented in the "Other assets" line in the Consolidated Balance Sheets. If the fair value of an available for sale investment is less than its amortized cost basis at the balance sheet date, the impairment is either temporary or other-than-temporary. If a decline in fair value is considered to be temporary at the balance sheet date, unrealized gains and losses are included in accumulated other comprehensive loss ("AOCL") in the Consolidated Balance Sheets. If management intends to sell the security or if it is more likely than not that the Company will have to sell the security, an other-than-temporary impairment is considered to have occurred and an amount equal to the difference between the investment's amortized cost basis and its fair value at the balance sheet date will be charged to earnings. If a decline in fair value is considered to be other-than-temporary at the balance sheet date and management can assert that it does not intend to sell the security and it is not more likely than not that it will have to sell the security before recovering its amortized cost basis (net of allowance), an allowance for credit losses (impairment), including any write-off of accrued interest receivable, is charged to earnings. This impairment allowance is separated into two components: (i) the amount related to credit losses (recorded in earnings) and (ii) the amount related to all other factors (recorded in other comprehensive income / loss). Interest income is recorded on an accrual basis and is classified in the "Other non-operating (income) expense, net" line in the Consolidated Statements of Operations.

Supplier Finance Program

The Company has an agreement to provide a supplier finance program which facilitates participating suppliers' ability to finance payment obligations of the Company with a designated third-party financial institution. Participating suppliers may, at their sole discretion, elect to finance payment obligations of the Company prior to their scheduled due dates at a discounted price to the participating financial institution. The Company's obligations to its suppliers, including amounts due and scheduled payment dates, are not impacted by suppliers' decisions to finance amounts under this arrangement. The payment terms that the Company negotiates with its suppliers are consistent, regardless of whether a supplier participates in the program. The Company's current payment terms with a majority of its suppliers generally range from 30 to 60 days, which the Company deems to be commercially reasonable. The Company's outstanding payment obligations under its supplier finance program are recorded within accounts payable in the Consolidated Balance Sheets and the associated payments are classified as operating activities in the Consolidated Statements of Cash Flows.

The following table summarizes a roll-forward of the supplier finance program for the periods presented:

	Year Ended September 30,	
	2025	2024
Obligations outstanding at beginning of year	$ 12.5	$ 18.3
Invoices	244.5	245.5
Invoices paid	(242.9)	(251.3)
Obligations outstanding at end of year	$ 14.1	$ 12.5

Insurance and Self-Insurance

The Company maintains insurance for certain risks, including property damage, management liability, cargo liability, cyber threats, workers compensation and general liability losses, and is self-insured for employee-related health care benefits up to a specified level for individual claims. The Company accrues for the expected costs associated with these risks by considering historical claims experience, demographic factors, severity factors and other relevant information. Costs are recognized in the period the claim is incurred, and accruals include an actuarially determined estimate of claims incurred but not yet reported.

Income Taxes

The Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective tax bases. Management reviews the Company's deferred tax assets to determine whether their value can be realized based upon available evidence. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in the Company's tax provision in the period of change.

The Company establishes a liability for tax return positions in which there is uncertainty as to whether or not the position will ultimately be sustained. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled. The Company recognizes interest expense and penalties related to these unrecognized tax benefits within income tax expense. GAAP provides that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits of the position. The amount recognized is measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement.

U.S. income tax expense and foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. Where foreign earnings are indefinitely reinvested, no provision for U.S. income or foreign withholding taxes is made. When circumstances change and the Company determines that some or all of the undistributed earnings will be remitted in the foreseeable future, the Company accrues an expense in the current period for U.S. income taxes and foreign withholding taxes attributable to the anticipated remittance.

Translation of Foreign Currencies

The functional currency for each Scotts Miracle-Gro subsidiary is generally its local currency. Assets and liabilities of these subsidiaries are translated at the exchange rate in effect at each fiscal year-end. Income and expense accounts are translated at the average rate of exchange prevailing during the year. Translation gains and losses arising from the use of differing exchange rates from period to period are included in AOCL within shareholders' equity (deficit). Foreign exchange transaction gains and losses are included in the determination of net income and classified as "Other (income) expense, net" in the Consolidated Statements of Operations. The Company recognized foreign exchange transaction (gains) losses of $(0.5), $(0.4) and $1.3 during fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

Derivative Instruments

The Company is exposed to market risks, such as changes in interest rates, currency exchange rates and commodity prices. A variety of financial instruments, including forwards, futures and swap contracts, are used to manage these exposures. These financial instruments are recognized at fair value in the Consolidated Balance Sheets, and all changes in fair value are recognized in net income (loss) or shareholders' equity (deficit) through AOCL. The Company's objective in managing these exposures is to better control these elements of cost and mitigate the earnings and cash flow volatility associated with changes in the applicable rates and prices.

The Company has established policies and procedures that encompass risk-management philosophy and objectives, guidelines for derivative instrument usage, counterparty credit approval and the monitoring and reporting of derivative activity. The Company does not enter into derivative instruments for the purpose of speculation.

The Company formally designates and documents instruments at inception that qualify for hedge accounting of underlying exposures in accordance with GAAP. The Company formally assesses, both at inception and at least quarterly, whether the financial instruments used in hedging transactions are effective at offsetting changes in cash flows of the related underlying exposure. Fluctuations in the value of these instruments generally are offset by changes in the expected cash flows of the underlying exposures being hedged. This offset is driven by the high degree of effectiveness between the exposure being hedged and the hedging instrument. The Company designates certain commodity hedges as cash flow hedges of forecasted purchases of commodities and interest rate swap agreements as cash flow hedges of interest payments on variable rate borrowings. Changes in the fair value of derivative contracts that qualify for hedge accounting are recorded in AOCL. For commodity hedges, realized gains or losses remain as a component of AOCL until the related inventory is sold. Cash flows associated with commodity and interest rate swap hedges are classified as operating activities in the Consolidated Statements of Cash Flows.

Leases

The Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and initial direct costs incurred by the Company and exclude any lease incentives received from the lessor. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. As the Company's leases typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term. The Company considers its credit rating and the current economic environment in determining this collateralized rate. Variable lease payments are the portion of lease payments that are not fixed over the lease term. Variable lease payments are expensed as incurred and include certain non-lease components, such as maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. The Company elected to exclude short-term leases, defined as leases with initial terms of 12 months or less, from its Consolidated Balance Sheets.

Statements of Cash Flows

Supplemental cash flow information was as follows:

	Year Ended September 30,		
	2025	2024	2023
Interest paid	$ 131.4	$ 157.7	$ 173.5
Income taxes paid (refunded), net	12.9	9.4	(18.2)

During fiscal 2024, the Company acquired an additional equity interest in Bonnie Plants, LLC for $21.4, which was classified as an investing activity in the Consolidated Statements of Cash Flows. During fiscal 2023, the Company received proceeds of $37.0 related to the payoff of seller financing that the Company provided in connection with a fiscal 2017 divestiture, which was classified as an investing activity in the Consolidated Statements of Cash Flows. The Company received (paid) cash of $(3.7), $5.0 and $(9.9) during fiscal 2025, fiscal 2024 and fiscal 2023, respectively, primarily associated with currency forward contracts, which was classified as an investing activity in the "Other investing, net" line in the Consolidated Statements of Cash Flows. The "Purchase of Common Shares" line in the Consolidated Statements of Cash Flows includes cash paid to tax authorities to satisfy statutory income tax withholding obligations related to share-based compensation of $18.4, $5.1 and $9.3 for fiscal 2025, fiscal 2024 and fiscal 2023, respectively. Cash flow from operating activities in fiscal 2023 was unfavorably impacted by extended payment terms with vendors for payments originally due in the final weeks of fiscal 2022 that were paid in the first quarter of fiscal 2023.

The Company uses the "cumulative earnings" approach for determining cash flow presentation of distributions from unconsolidated affiliates. Distributions received are included in the Consolidated Statements of Cash Flows as operating activities, unless the cumulative distributions exceed the portion of the cumulative equity in the net earnings of the unconsolidated affiliate, in which case the excess distributions are deemed to be returns of the investment and are classified as investing activities in the Consolidated Statements of Cash Flows.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

In September 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2022-04, "Liabilities — Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations." This ASU requires disclosure of the key terms of outstanding supplier finance programs and a roll-forward of the related obligations. The Company adopted the required disclosure of key terms for the fiscal year ended September 30, 2024 and the required roll-forward information for the fiscal year ended September 30, 2025. The adoption relates to disclosures only and does not have any impact on the Company's consolidated financial position, results of operations or cash flows.

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." This ASU requires enhanced disclosures about significant segment expenses regularly provided to the chief operating decision maker that are included within each reported measure of segment profit or loss, and also requires all annual disclosures currently required by Topic 280 to be included in interim periods. ASU No. 2023-07 is to be applied retrospectively for all periods presented in the financial statements. The Company adopted this guidance for the fiscal year ended September 30, 2025. The adoption relates to disclosures only and does not have any impact on the Company's consolidated financial position, results of operations or cash flows. The additional disclosures required by this guidance are presented within "NOTE 19. SEGMENT INFORMATION."

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." This ASU primarily requires enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. ASU No. 2023-09 is to be applied prospectively, with the option to apply the standard retrospectively, effective for the Company's fiscal year ending September 30, 2026. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

In November 2024, the FASB issued ASU No. 2024-03, "Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses." This ASU requires disaggregated disclosures on an annual and interim basis, in the notes to the financial statements, of certain categories of expenses that are included in expense line items on the face of the statement of operations. ASU No. 2024-03 is to be applied prospectively, with the option to apply the standard retrospectively, effective for the Company's fiscal year ending September 30, 2028 and interim periods within the fiscal year ending September 30, 2029. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

In September 2025, the FASB issued ASU No. 2025-06, "Intangibles — Goodwill and Other — Internal-Use Software: Targeted Improvements to the Accounting for Internal-Use Software." This ASU amends the accounting for and disclosure of software costs. ASU No. 2025-06 is effective for the Company's fiscal year ending September 30, 2029 and interim periods within that fiscal year, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's consolidated financial statements and disclosures.

NOTE 2. REVENUE RECOGNITION

Nature of Goods and Services

The Company's revenue is primarily generated from sales of branded and private label lawn and garden care and indoor and hydroponic gardening finished products to home centers, mass merchandisers, warehouse clubs, large hardware chains, independent hardware stores, nurseries, garden centers, e-commerce platforms, food and drug stores, indoor gardening and hydroponic product distributors, retailers and growers. In addition to product sales, the Company acts as the exclusive agent of Monsanto for the marketing and distribution of certain of Monsanto's consumer Roundup® branded products in the United States and certain other specified countries, and performs certain other services under ancillary agreements with Monsanto. Refer to "NOTE 19. SEGMENT INFORMATION" for disaggregated revenue information and "NOTE 6. MARKETING AGREEMENT" for revenue information related to the Monsanto agreements.

Identification and Satisfaction of Performance Obligations

The Company recognizes product sales at a point in time when it transfers control of products to customers and has no further obligation to provide services related to such products. Control is the ability of customers to direct the "use of" and "obtain" the benefit from the Company's products. In evaluating the timing of the transfer of control of products to customers, the Company considers several control indicators, including significant risks and rewards of products, the Company's right to payment and the legal title of the products. Based on the assessment of control indicators, sales are typically recognized when products are delivered to or picked up by the customer. The Company is generally the principal in a transaction and, therefore, primarily records revenue on a gross basis. When the Company is a principal in a transaction, it has determined that it controls the ability to direct the use of the product prior to transfer to a customer, is primarily responsible for fulfilling the promise to provide the product or service to the customer, has discretion in establishing prices, and ultimately controls the transfer of the product or services provided to the customer.

Under the terms of the Third Restated Agreement, pursuant to which the Company serves as the exclusive agent of Monsanto for the marketing and distribution of certain of Monsanto's consumer Roundup® branded products in the United States and certain other specified countries, the Company is entitled to receive an annual commission from Monsanto as consideration for the performance of the Company's duties as agent. The Third Restated Agreement also requires the Company to make annual payments to Monsanto as a contribution against the overall expenses of its consumer Roundup® business. The gross commission earned under the Third Restated Agreement and the contribution payments to Monsanto are included in the "Net sales" line in the Consolidated Statements of Operations. The Company performs other services, including conversion services, pursuant to ancillary agreements with Monsanto. The actual costs incurred for these activities are charged to and reimbursed by Monsanto. The Company records costs incurred for which the Company is the primary obligor on a gross basis, recognizing such costs in the "Cost of sales" line and the reimbursement of these costs in the "Net sales" line in the Consolidated Statements of Operations, with no effect on gross margin dollars or net income.

Transactional Price and Promotional Allowances

Revenue for product sales is recorded net of sales returns and allowances. Revenues are measured based on the amount of consideration that the Company expects to receive as derived from a list price, reduced by estimates for variable consideration. Variable consideration includes the cost of current and continuing promotional programs and expected sales returns. Commission income related to the Monsanto agreements is recognized over the program year as the services are performed based upon the commission income formula in the agreements.

The Company's promotional programs primarily include rebates based on sales volumes, in-store promotional allowances, cooperative advertising programs, direct consumer rebate programs and special purchasing incentives. The cost of promotional programs is estimated considering all reasonably available information, including current expectations and historical experience. Promotional costs (including allowances and rebates) incurred during the year are expensed to interim periods in relation to revenues and are recorded as a reduction of net sales. Accruals for expected payouts under these programs are included in the "Other current liabilities" line in the Consolidated Balance Sheets. Provisions for estimated returns and allowances are recorded at the time revenue is recognized based on historical rates and are periodically adjusted for known changes in return levels. Shipping and handling costs are accounted for as contract fulfillment costs and included in the "Cost of sales" line in the Consolidated Statements of Operations. The Company excludes from revenue any amounts collected from customers for sales or other taxes.

NOTE 3. IMPAIRMENT, RESTRUCTURING AND OTHER

Activity described herein is classified within the "Cost of sales—impairment, restructuring and other" and "Impairment, restructuring and other" lines in the Consolidated Statements of Operations. The following table details impairment, restructuring and other charges (recoveries) for each of the periods presented:

	Year Ended September 30,		
	2025	2024	2023
Cost of sales—impairment, restructuring and other:			
Restructuring and other charges, net	$ 11.9	$ 72.9	$ 148.5
Right-of-use asset impairments	4.5	5.3	25.8
Property, plant and equipment impairments	3.9	5.3	11.4
Operating expenses—impairment, restructuring and other:			
Restructuring and other charges (recoveries), net	35.2	(4.3)	51.2
Loss on sale of business	17.7	—	—
Loss on exchange of convertible debt investment	7.0	—	—
Goodwill and intangible asset impairments	3.6	2.5	127.9
Convertible debt other-than-temporary impairments	—	64.6	101.3
Total impairment, restructuring and other charges	$ 83.8	$ 146.3	$ 466.1

The following table summarizes the activity related to liabilities associated with restructuring activities for each of the periods presented:

	Year Ended September 30,		
	2025	2024	2023
Amounts accrued at beginning of year	$ 18.9	$ 40.5	$ 31.5
Restructuring charges	36.2	11.8	55.6
Payments	(36.0)	(33.4)	(46.6)
Amounts accrued at end of year	$ 19.1	$ 18.9	$ 40.5

As of September 30, 2025, restructuring accruals include $4.5 that is classified as long-term.

On September 30, 2025, the Company completed the divestiture of its Hawthorne professional horticulture business based in the Netherlands for $8.5, which was financed by the Company in the form of a loan bearing interest at 6.0% with a maturity date of December 31, 2029. The seller financing loan is recorded in the "Other assets" line in the Consolidated Balance Sheets and was classified as an investing activity in the Consolidated Statements of Cash Flows. The Company incurred a non tax-deductible loss on the sale of $17.7 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025. The loss included a write-off of accumulated foreign currency translation adjustments of $9.5.

During fiscal 2025, the Company incurred employee and executive severance charges of $25.3. The Company incurred charges of $6.1 in its U.S. Consumer segment and $1.2 in its Hawthorne segment in the "Cost of sales—impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025. The Company incurred charges of $2.3 in its U.S. Consumer segment, $3.0 in its Hawthorne segment, $1.1 in its Other segment and $11.6 at Corporate in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025.

During fiscal 2025, the Company incurred a charge of $7.5 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations associated with a settlement agreement to resolve litigation with the former shareholders of a business that was acquired in fiscal 2021.

During fiscal 2025, the Company incurred a non-cash loss of $7.0 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations related to the exchange of its convertible debt investment in RIV Capital for non-voting exchangeable shares of FLUENT. Refer to "NOTE 7. INVESTMENT IN UNCONSOLIDATED AFFILIATES" for further details.

During fiscal 2025, the Company incurred impairment charges of $3.6 associated with Hawthorne finite-lived intangible assets in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations.

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 its supply chain network, reduced staffing levels and implemented other cost-reduction initiatives. The Company also accelerated the reduction of certain Hawthorne inventory, primarily lighting, growing environments and hardware products, to reduce on hand inventory to align with the reduced network capacity. During fiscal 2025, the Company incurred costs of $13.0 associated with this restructuring initiative primarily related to facility closure costs and impairment of right-of-use assets and property, plant and equipment. The Company incurred costs of $4.0 in its U.S. Consumer segment and $9.0 in its Hawthorne segment in the "Cost of sales—impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025. During fiscal 2024, the Company incurred costs of $89.4 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, intangible assets, property, plant and equipment and software. The Company incurred costs of $11.3 in its U.S. Consumer segment and $71.8 in its Hawthorne segment in the "Cost of sales—impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2024. The Company incurred costs of $1.5 in its U.S. Consumer segment, $1.0 in its Hawthorne segment, $1.1 in its Other segment and $2.4 at Corporate in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2024. During fiscal 2023, the Company incurred costs of $229.0 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. The Company incurred costs of $16.3 in its U.S. Consumer segment and $168.5 in its Hawthorne segment in the "Cost of sales —impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2023. The Company incurred costs of $7.7 in its U.S. Consumer segment, $20.7 in its Hawthorne segment, $0.8 in its Other segment and $14.9 at Corporate in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2023. Costs incurred since the inception of this restructuring initiative through September 30, 2025 were $62.4 for the U.S. Consumer segment, $306.2 for the Hawthorne segment, $2.9 for the Other segment and $25.1 at Corporate.

During fiscal 2024 and fiscal 2023, the Company recorded non-cash, pre-tax other-than-temporary impairment charges related to its convertible debt investments of $64.6 and $101.3, respectively, in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations. Refer to "NOTE 15. FAIR VALUE MEASUREMENTS" for further details.

During fiscal 2024, the Company recorded a gain of $12.1 in the "Impairment, restructuring and other" line in the 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. This payment was classified as an operating activity in the Consolidated Statements of Cash Flows.

During fiscal 2023, the Company recorded non-cash, pre-tax goodwill and intangible asset impairment charges of $127.9 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations, comprised of $117.7 of finite-lived intangible asset impairment charges associated with the Hawthorne segment and $10.3 of goodwill impairment charges associated with the Other segment. Refer to "NOTE 4. GOODWILL AND INTANGIBLE ASSETS, NET" for further details.

NOTE 4. GOODWILL AND INTANGIBLE ASSETS, NET

The following table displays a rollforward of the carrying amount of goodwill by reportable segment:

	U.S. Consumer	Hawthorne	Reportable Segment Total
Goodwill	$ 245.7	$ 617.0	$ 862.7
Accumulated impairment losses	(1.8)	(617.0)	(618.8)
Balance at September 30, 2023	243.9	—	243.9
Goodwill	245.7	617.0	862.7
Accumulated impairment losses	(1.8)	(617.0)	(618.8)
Balance at September 30, 2024	243.9	—	243.9
Goodwill	245.7	617.0	862.7
Accumulated impairment losses	(1.8)	(617.0)	(618.8)
Balance at September 30, 2025	$ 243.9	$ —	$ 243.9

The following table presents intangible assets, net of accumulated amortization and impairment charges:

	September 30, 2025			September 30, 2024		
	Gross Carrying Amount	Accumulated Amortization/ Impairment Charges	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization/ Impairment Charges	Net Carrying Amount
Finite-lived intangible assets:						
Trade names	$ 320.5	$ (275.7)	$ 44.8	$ 325.8	$ (272.8)	$ 53.0
Customer relationships	246.3	(223.8)	22.5	253.1	(223.9)	29.2
Technology	50.1	(46.4)	3.7	50.2	(45.5)	4.7
Other	34.5	(27.6)	6.9	35.0	(27.0)	8.0
Total finite-lived intangible assets, net			77.9			94.9
Indefinite-lived intangible assets:						
Indefinite-lived trade names			168.2			168.2
Roundup® marketing agreement amendment			155.7			155.7
Total indefinite-lived intangible assets			323.9			323.9
Total intangible assets, net			$ 401.8			$ 418.8

As a result of the annual impairment testing for fiscal 2025 and 2024, the Company determined that no goodwill impairment charges were required. Refer to “NOTE 3. IMPAIRMENT, RESTRUCTURING AND OTHER” for further details of intangible asset impairment charges recorded during fiscal 2025 and 2024.

During fiscal 2023, the Company identified circumstances that indicated the carrying amounts of Hawthorne’s long-lived assets, including trade names and customer relationships, may not be recoverable. Accordingly, the Company performed a recoverability test for long-lived assets during the fourth quarter of fiscal 2023. The Company concluded that the carrying value of these long-lived assets exceeded their estimated fair value and recorded non-cash, pre-tax impairment charges of $72.0 related to trade names and $45.7 related to customer relationships during the fourth quarter of fiscal 2023 in the “Impairment, restructuring and other” line in the Consolidated Statements of Operations. The fair values of long-lived assets were determined using income-based approaches, including the relief-from-royalty method for trade names, that include market participant expectations of cash flows that the assets will generate over the remaining useful life discounted to present value using an appropriate discount rate. These fair value estimates utilize significant unobservable inputs and thus represent Level 3 fair value measurements.

During fiscal 2023, the annual goodwill impairment testing resulted in a non-cash, pre-tax goodwill impairment charge of $10.3 related to the Other segment, which was recorded during the fourth quarter of fiscal 2023 in the “Impairment, restructuring and other” line in the Consolidated Statements of Operations. The carrying value of goodwill of the Other segment reporting unit after recognizing the impairment is zero. The estimated fair value of the Other segment reporting unit was based upon an equal weighting of the income-based and market-based approaches, utilizing estimated cash flows and a terminal value, discounted at a rate of return that reflects the relative risk of the cash flows, as well as valuation multiples derived from comparable publicly traded companies that are applied to the operating performance of the reporting unit. The fair value estimate utilizes significant unobservable inputs and thus represents a Level 3 fair value measurement.

Total amortization expense was $12.3, $15.7 and $25.2 for fiscal 2025, fiscal 2024 and fiscal 2023, respectively. Amortization expense is estimated to be as follows for the years ending September 30:

2026	$ 10.7
2027	10.1
2028	8.6
2029	6.4
2030	6.2

NOTE 5. DETAIL OF CERTAIN FINANCIAL STATEMENT ACCOUNTS

The following presents detail regarding certain financial statement accounts:

	September 30, 2025	September 30, 2024
INVENTORIES:		
Finished goods	$ 291.6	$ 246.6
Raw materials	222.3	256.8
Work-in-progress	78.9	84.1
	$ 592.8	$ 587.5
PROPERTY, PLANT AND EQUIPMENT, NET:		
Machinery and equipment	$ 697.3	$ 683.6
Buildings	312.7	305.8
Land and improvements	158.0	152.9
Software	106.7	107.2
Construction in progress	101.0	78.7
Furniture and fixtures	75.5	62.6
Finance leases	21.9	24.1
	1,473.1	1,414.9
Less: accumulated depreciation	(841.5)	(805.4)
	$ 631.6	$ 609.5
OTHER ASSETS:		
Operating lease right-of-use assets	$ 256.3	$ 265.4
Net deferred tax assets	121.1	191.3
Accrued pension, postretirement and executive retirement assets	56.3	62.7
Convertible debt investments	24.6	45.8
Other	12.5	8.9
	$ 470.8	$ 574.1

	September 30, 2025	September 30, 2024
OTHER CURRENT LIABILITIES:		
Advertising and promotional accruals	$ 130.1	$ 131.2
Payroll and other compensation accruals	93.5	72.0
Current operating lease liabilities	71.6	75.3
Accrued interest	27.8	29.4
Accrued taxes	16.6	16.7
Other	113.7	118.4
	$ 453.3	$ 443.0
OTHER NON-CURRENT LIABILITIES:		
Non-current operating lease liabilities	$ 202.2	$ 215.8
Accrued pension, postretirement and executive retirement liabilities	64.3	73.0
Net deferred tax liabilities	7.6	7.0
Other	36.5	42.2
	$ 310.6	$ 338.0

NOTE 6. MARKETING AGREEMENT

The Scotts Company LLC is the exclusive agent of Monsanto for the marketing and distribution of certain of Monsanto's consumer Roundup® branded products in the United States and certain other specified countries. The annual commission payable under the Third Restated Agreement is equal to 50% of the actual earnings before interest and income taxes of Monsanto's consumer Roundup® business for each program year in the markets covered by the Third Restated Agreement ("Program EBIT"). The Third Restated Agreement also requires the Company to make annual payments of $18.0 to Monsanto as a contribution against the overall expenses of its consumer Roundup® business, subject to reduction pursuant to the Third Restated Agreement for any program year in which the Program EBIT does not equal or exceed $36.0.

Unless Monsanto terminates the Third Restated Agreement due to an event of default by the Company, termination rights under the Third Restated Agreement include the following:

- The Company may terminate the Third Restated Agreement upon the insolvency or bankruptcy of Monsanto;
- Monsanto may terminate the Third Restated Agreement in the event that Monsanto decides to decommission the permits, licenses and registrations needed for, and the trademarks, trade names, packages, copyrights and designs used in, the sale of the Roundup® products in the lawn and garden market (a "Brand Decommissioning Termination"); and
- Each party may terminate the Third Restated Agreement if Program EBIT falls below $50.0 and, in such case, no termination fee would be payable to either party.

The termination fee structure requires Monsanto to pay a termination fee to the Company in an amount equal to (i) $375.0 upon a Brand Decommissioning Termination, and (ii) the greater of $175.0 or four times an amount equal to the average of the Program EBIT for the three program years before the year of termination, minus $186.4, if Monsanto or its successor terminates the Third Restated Agreement as a result of a Roundup Sale or Change of Control of Monsanto (each, as defined in the Third Restated Agreement).

The elements of the net commission and reimbursements earned under the Third Restated Agreement and included in the "Net sales" line in the Consolidated Statements of Operations are as follows:

	Year Ended September 30		
	2025	2024	2023
Gross commission	$ 91.8	$ 90.8	$ 75.7
Contribution expenses	(18.0)	(18.0)	(18.0)
Net commission	73.8	72.8	57.7
Reimbursements associated with Roundup® marketing agreement	87.0	91.2	82.5
Total net sales associated with Roundup® marketing agreement	$ 160.8	$ 164.0	$ 140.2

NOTE 7. INVESTMENT IN UNCONSOLIDATED AFFILIATES

Bonnie Plants

The Company holds a 50% equity interest in Bonnie Plants, LLC, a joint venture with AFC focused on planting, growing, developing, distributing, marketing and selling live plants. During the three months ended December 31, 2022, the Company and AFC amended the joint venture agreement to allow AFC to make an additional equity contribution to Bonnie Plants, LLC, and, as a result of this contribution by AFC, the Company's equity interest in Bonnie Plants, LLC was reduced to 45%. On November 7, 2023, the Company purchased an additional 5% equity interest in Bonnie Plants, LLC from AFC for $21.4, which restored its total equity interest back to 50%. The Company's interest is accounted for using the equity method of accounting, with the Company's proportionate share of Bonnie Plants, LLC earnings reflected in the Consolidated Statements of Operations.

During fiscal 2025, fiscal 2024 and fiscal 2023, the Company recorded equity in (income) loss of unconsolidated affiliates associated with Bonnie Plants, LLC of $(5.4), $68.1 and $101.1, respectively. The Company recorded pre-tax impairment charges of $61.9 and $94.7 during fiscal 2024 and fiscal 2023, respectively, associated with its investment in Bonnie Plants, LLC in the "Equity in loss of unconsolidated affiliates" line in the Consolidated Statements of Operations. The impairment charges were driven by revisions to the Company's internal forecasts for Bonnie Plants, LLC. The estimated fair value of Bonnie Plants, LLC for purposes of the impairment assessment was based upon an equal weighting of the income-based and market-based approaches, utilizing estimated cash flows and a terminal value, discounted at a rate of return that reflects the relative risk of the cash flows, as well as valuation multiples derived from comparable publicly traded companies that are applied to the operating performance of the investment. The fair value estimates utilize significant unobservable inputs and thus represent Level 3 fair value measurements.

As a result of the impairment charges recorded by the Company during fiscal 2024 and fiscal 2023, the carrying value of the Company's equity method investment is lower than its interest in Bonnie Plants, LLC's underlying net assets as of September 30, 2025. Of this basis difference, the majority relates to goodwill and indefinite-lived intangible assets recorded by Bonnie Plants, LLC, which are not amortized. The remaining amount relates to long-lived assets, including finite-lived intangible assets, and will be amortized over the remaining useful life of the long-lived assets.

FLUENT

On December 19, 2024, FLUENT acquired all of the issued and outstanding common shares of RIV Capital in exchange for FLUENT shares (the "Transaction"). In connection with the Transaction, FLUENT and THC entered into an exchange and protection agreement on December 18, 2024, pursuant to which THC exchanged its existing convertible debt investment in RIV Capital for 153.1 million non-voting exchangeable shares of FLUENT. On July, 18, 2025, THC, which was acquired by BDH in March 2025, converted its non-voting exchangeable shares into 153.1 million common shares of FLUENT, which represents approximately 25% of FLUENT's total outstanding common shares as of September 30, 2025. THC and FLUENT are also parties to an investor rights agreement which allows THC to nominate up to two members to the FLUENT board of directors, and provides THC with certain participation rights in order to maintain its pro rata investment position in FLUENT in connection with any offering of FLUENT shares.

THC's convertible debt investment in RIV Capital, which was previously recorded in the "Other assets" line in the Consolidated Balance Sheets, had a carrying value of $17.7 on December 18, 2024. The exchange of the RIV Capital convertible debt investment for non-voting exchangeable shares of FLUENT, a non-cash investing and financing activity, resulted in a loss of $7.0 that was recorded in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations during fiscal 2025.

THC's interest in FLUENT had an initial fair value of $10.7 and is recorded in the "Investment in unconsolidated affiliates" line in the Consolidated Balance Sheets. The estimated fair value of the non-voting exchangeable shares of FLUENT was determined based upon the quoted market price of FLUENT common shares as of the date of the exchange and represents a Level 2 nonrecurring fair value measurement. This investment is accounted for using the equity method of accounting, with THC's proportionate share of FLUENT earnings subsequent to December 18, 2024 reflected in the Consolidated Statements of Operations on a one quarter lag. During fiscal 2025, the Company recorded equity in loss of unconsolidated affiliates associated with FLUENT of $8.2.

Refer to "NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES" for further details related to the Company's sale of THC to BDH on March 14, 2025. BDH is a variable interest entity that is consolidated by the Company.

NOTE 8. RETIREMENT PLANS

The Company sponsors a defined contribution 401(k) plan for substantially all U.S. associates. The Company matches 200% of associates' initial 3% contribution and 50% of their remaining contribution up to 6%. The Company may make additional discretionary profit sharing matching contributions to eligible associates on their initial 4% contribution. The Company recorded expenses of $24.5, $23.7 and $24.1 associated with the plan in fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

The Company sponsors two defined benefit pension plans for certain U.S. associates and three defined benefit pension plans associated with the former businesses in the United Kingdom and Germany. Benefits under these plans have been frozen and closed to new associates since 1997 for the U.S. plans, 2010 for the United Kingdom plans and 2017 for the Germany plan. The benefits under the plans are based on years of service and compensation levels. The Company's funding policy for the defined benefit pension plans, consistent with statutory requirements and tax considerations, is based on actuarial computations using the Projected Unit Credit method.

During fiscal 2023 and 2021, the defined benefit pension plans associated with the former business in the United Kingdom entered into buy-in insurance policies in exchange for premium payments of $76.3 and $67.7, respectively, which are subject to adjustment as a result of subsequent data cleansing activities. Under the terms of these buy-in insurance policies, the respective insurers are liable to pay the benefits to the plans, but the plans still retain full legal responsibility to pay benefits to plan participants using the insurance payments. The buy-in policies will be treated as assets of the plans going forward until such time as the buy-in policies are converted to buy-out policies, which is when individual insurance policies will be assigned to each plan participant and the plans will no longer have legal responsibility to pay the benefits to the plan participants.

The following tables present information about benefit obligations, plan assets, annual expense, assumptions and other information about the Company's defined benefit pension plans. The defined benefit pension plans are valued using a September 30 measurement date.

	U.S. Defined Benefit Pension Plans		International Defined Benefit Pension Plans	
	2025	2024	2025	2024
Change in projected benefit obligation:				
Benefit obligation at beginning of year	$ 74.2	$ 71.8	$ 123.2	$ 108.5
Interest cost	3.1	3.7	5.5	5.9
Actuarial (gain) loss	(1.7)	5.5	(7.7)	5.1
Benefits paid	(6.7)	(6.8)	(7.1)	(6.6)
Foreign currency translation	—	—	0.9	10.3
Projected benefit obligation ("PBO") at end of year	$ 68.9	$ 74.2	$ 114.8	$ 123.2
Accumulated benefit obligation ("ABO") at end of year	$ 68.9	$ 74.2	$ 114.8	$ 123.2
Change in plan assets:				
Fair value of plan assets at beginning of year	$ 57.3	$ 54.1	$ 141.4	$ 124.8
Actual return on plan assets	0.6	7.1	(8.5)	10.0
Employer contribution	8.2	2.9	0.9	0.9
Benefits paid	(6.7)	(6.8)	(7.1)	(6.6)
Foreign currency translation	—	—	0.3	12.3
Fair value of plan assets at end of year	$ 59.4	$ 57.3	$ 127.0	$ 141.4
Overfunded (underfunded) status at end of year	$ (9.5)	$ (16.9)	$ 12.2	$ 18.2

	U.S. Defined Benefit Pension Plans		International Defined Benefit Pension Plans	
	2025	2024	2025	2024
Information for pension plans with an ABO in excess of plan assets:				
Accumulated benefit obligation	$ 68.9	$ 74.2	$ 11.5	$ 12.0
Fair value of plan assets	59.4	57.3	—	—
Information for pension plans with a PBO in excess of plan assets:				
Projected benefit obligation	$ 68.9	$ 74.2	$ 11.5	$ 12.0
Fair value of plan assets	59.4	57.3	—	—
Amounts recognized in the Consolidated Balance Sheets consist of:				
Non-current assets	$ —	$ —	$ 23.8	$ 30.2
Current liabilities	(0.2)	(0.2)	(1.0)	(0.9)
Non-current liabilities	(9.3)	(16.7)	(10.6)	(11.1)
Total amount accrued	$ (9.5)	$ (16.9)	$ 12.2	$ 18.2
Amounts recognized in AOCL consist of:				
Actuarial loss	$ 32.4	$ 34.1	$ 68.8	$ 64.1
Prior service cost	—	—	2.2	2.3
Total amount recognized	$ 32.4	$ 34.1	$ 71.0	$ 66.4

	U.S. Defined Benefit Pension Plans		International Defined Benefit Pension Plans	
	2025	2024	2025	2024
Total change in other comprehensive loss attributable to:				
Net loss during the period	$ —	$ (0.5)	$ (6.5)	$ (0.7)
Reclassification to net earnings	1.7	1.7	2.5	2.3
Foreign currency translation	—	—	(0.6)	(5.9)
Total change in other comprehensive loss	$ 1.7	$ 1.2	$ (4.6)	$ (4.3)
Weighted average assumptions used in development of projected benefit obligation:				
Discount rate	4.94 %	4.62 %	5.50 %	4.86 %

	U.S. Defined Benefit Pension Plans			International Defined Benefit Pension Plans		
	2025	2024	2023	2025	2024	2023
Components of net periodic benefit cost:						
Interest cost	$ 3.1	$ 3.7	$ 3.6	$ 5.5	$ 5.9	$ 6.2
Expected return on plan assets	(2.3)	(2.2)	(2.5)	(5.8)	(5.7)	(5.5)
Net amortization	1.7	1.7	1.8	2.5	2.3	2.0
Net periodic benefit cost	$ 2.5	$ 3.2	$ 2.9	$ 2.2	$ 2.5	$ 2.7
Weighted average assumptions used in development of net periodic benefit cost:						
Weighted average discount rate - interest cost	4.37 %	5.46 %	4.87 %	4.70 %	5.38 %	5.29 %
Expected return on plan assets	4.25 %	4.25 %	4.50 %	4.25 %	4.42 %	3.91 %

Investment Strategy

Target allocation percentages among various asset classes are maintained based on an individual investment policy established for each of the various pension plans. Asset allocations are designed to achieve long-term objectives of return while mitigating against downside risk considering expected cash requirements necessary to fund benefit payments. However, the Company cannot predict future investment returns and therefore cannot determine whether future pension plan funding requirements could materially and adversely affect its financial condition, results of operations or cash flows.

Basis for Long-Term Rate of Return on Asset Assumptions

The Company's expected long-term rate of return on asset assumptions are derived from studies conducted by third parties. The studies include a review of anticipated future long-term performance of individual asset classes and consideration of the appropriate asset allocation strategy given the anticipated requirements of the plans to determine the average rate of earnings expected. While the studies give appropriate consideration to recent fund performance and historical returns, the assumptions primarily represent expectations about future rates of return over the long term.

	U.S. Defined Benefit Pension Plans	International Defined Benefit Pension Plans
Other information:		
Plan asset allocations:		
Target for September 30, 2026:		
Equity securities	17 %	— %
Debt securities	78 %	— %
Real estate securities	3 %	— %
Cash and cash equivalents	2 %	15 %
Insurance contracts	— %	85 %
September 30, 2025		
Equity securities	17 %	— %
Debt securities	69 %	— %
Real estate securities	3 %	— %
Cash and cash equivalents	11 %	15 %
Insurance contracts	— %	85 %
September 30, 2024		
Equity securities	19 %	— %
Debt securities	74 %	— %
Real estate securities	2 %	— %
Cash and cash equivalents	5 %	15 %
Insurance contracts	— %	85 %
Expected company contributions in fiscal 2026	$ 2.6	$ 1.0
Expected future benefit payments:		
2026	$ 7.3	$ 7.6
2027	6.8	7.6
2028	6.6	7.7
2029	6.4	8.0
2030	6.2	8.2
2031 – 2035	27.0	41.1

The following tables set forth the fair value of the Company's pension plan assets, segregated by level within the fair value hierarchy:

	Fair Value Hierarchy Level	U.S. Defined Benefit Pension Plans		International Defined Benefit Pension Plans	
		2025	2024	2025	2024
Cash and cash equivalents	Level 1	$ 6.5	$ 2.6	$ 19.0	$ 21.9
Insurance contracts	Level 3	—	—	108.0	119.5
Total assets in the fair value hierarchy		$ 6.5	$ 2.6	$ 127.0	$ 141.4
Common collective trusts measured at net asset value					
Real estate		$ 1.6	$ 1.4	$ —	$ —
Equities		10.1	10.9	—	—
Fixed income		41.2	42.4	—	—
Total common collective trusts measured at net asset value		52.9	54.7	—	—
Total assets at fair value		$ 59.4	$ 57.3	$ 127.0	$ 141.4

The carrying value of cash equivalents approximated their aggregate fair value as of September 30, 2025 and 2024. The valuation of the buy-in insurance policies was calculated on an insurer pricing basis updated for changes in market implied insurance pricing, market rates and inflation, and was estimated using unobservable inputs. Common collective trusts are not publicly traded and were valued at a net asset value unit price determined by the portfolio's sponsor based on the fair value of underlying assets held by the common collective trust on September 30, 2025 and 2024. The common collective trusts hold underlying investments that have prices derived from quoted prices in active markets. The underlying assets are principally marketable equity and fixed income securities.

NOTE 9. ASSOCIATE MEDICAL BENEFITS

The Company provides comprehensive major medical benefits to its associates. The Company is self-insured for certain health benefits up to $1.0 per occurrence per individual. The cost of such benefits is recognized as expense in the period the claim is incurred and was $45.4, $42.5 and $40.1 in fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

The Company also provides comprehensive major medical benefits to certain retired associates and their dependents. Substantially all of the Company's domestic associates who were hired before January 1, 1998 become eligible for these benefits if they retire at age 55 or older with more than ten years of service. The retiree medical plan requires certain minimum contributions from retired associates and includes provisions to limit the overall cost increases the Company is required to cover. The Company funds its portion of retiree medical benefits as claims are paid.

The following tables set forth information about the retiree medical plan for domestic associates. The retiree medical plan is valued using a September 30 measurement date.

	2025	2024
Change in Accumulated Plan Benefit Obligation ("APBO"):		
Benefit obligation at beginning of year	$ 13.8	$ 13.3
Service cost	0.1	0.1
Interest cost	0.5	0.8
Plan participants' contributions	0.2	0.3
Actuarial loss	0.1	1.5
Benefits paid	(1.9)	(2.2)
Benefit obligation at end of year	$ 12.8	$ 13.8
Change in plan assets:		
Fair value of plan assets at beginning of year	$ —	$ —
Employer contribution	1.7	1.9
Plan participants' contributions	0.2	0.3
Gross benefits paid	(1.9)	(2.2)
Fair value of plan assets at end of year	$ —	$ —
Unfunded status at end of year	$ (12.8)	$ (13.8)

	2025	2024
Amounts recognized in the Consolidated Balance Sheets consist of:		
Current liabilities	$ (1.3)	$ (1.3)
Non-current liabilities	(11.5)	(12.5)
Total amount accrued	$ (12.8)	$ (13.8)
Amounts recognized in accumulated other comprehensive (income) loss consist of:		
Actuarial gain	$ (1.2)	$ (1.3)
Total accumulated other comprehensive income	$ (1.2)	$ (1.3)
Total change in other comprehensive income attributable to:		
Loss during the period	$ (0.1)	$ (1.5)
Reclassification to net earnings	—	(0.6)
Total change in other comprehensive income	$ (0.1)	$ (2.1)
Discount rate used in development of APBO	5.04 %	4.86 %

Net periodic benefit cost was $0.7, $0.3 and $0.7 during fiscal 2025, fiscal 2024 and fiscal 2023, respectively. For measurement as of September 30, 2025, management has assumed that health care costs will increase at an annual rate of 7.50%, and thereafter decrease to an ultimate trend rate of 4.50% in 2032.

The following benefit payments under the plan are expected to be paid by the Company and the retirees for the fiscal years indicated:

	Gross Benefit Payments	Retiree Contributions	Net Company Payments
2026	$ 1.6	$ (0.3)	$ 1.3
2027	1.7	(0.4)	1.3
2028	1.8	(0.5)	1.3
2029	1.9	(0.6)	1.3
2030	1.9	(0.6)	1.3
2031 – 2035	8.6	(3.2)	5.4

NOTE 10. DEBT

The components of debt are as follows:

	September 30, 2025	September 30, 2024
Credit Facilities:		
Term loans	$ 500.0	$ 625.0
Senior Notes due 2031 – 4.000%	500.0	500.0
Senior Notes due 2032 – 4.375%	400.0	400.0
Senior Notes due 2029 – 4.500%	450.0	450.0
Senior Notes due 2026 – 5.250%	250.0	250.0
Finance lease obligations	14.5	17.8
Other	5.2	—
Total debt	2,119.7	2,242.8
Less current portions	57.2	52.6
Less unamortized debt issuance costs	13.3	16.0
Long-term debt	$ 2,049.2	$ 2,174.2

As of September 30, 2025, the Company's aggregate scheduled maturities of debt by fiscal year, excluding finance lease obligations, are as follows:

2026	$ 55.2
2027	700.0
2028	—
2029	—
2030	450.0
Thereafter	900.0
	$ 2,105.2

Credit Facilities

On April 8, 2022, the Company entered into the Sixth A&R Credit Agreement, which provided the Company and certain of its subsidiaries with five-year senior secured loan facilities in the aggregate principal amount of $2,500.0, comprised of a revolving credit facility of $1,500.0 and a term loan in the original principal amount of $1,000.0.

At September 30, 2025, the Company had letters of credit outstanding in the aggregate principal amount of $83.1, and had $1,166.9 of borrowing availability under the Sixth A&R Credit Agreement. The weighted average interest rates on average borrowings under the credit facilities, excluding the impact of interest rate swaps, were 7.9%, 9.1% and 7.6% for fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

During fiscal 2025 and fiscal 2024, the Company used available cash on hand to make prepayments on the term loan of the Sixth A&R Credit Agreement in the amount of $75.0 and $250.0, respectively, which was applied to the outstanding principal amount.

The Sixth A&R Credit Agreement, as amended on June 8, 2022 and July 31, 2023, contained, among other obligations, an affirmative covenant regarding the Company's leverage ratio determined as of the end of each of its fiscal quarters. The maximum permitted leverage ratio was 4.75 for the fourth quarter of fiscal 2025. The Company's leverage ratio was 4.10 at September 30, 2025. The Sixth A&R Credit Agreement also contained an affirmative covenant regarding the Company's fixed charge coverage ratio determined as of the end of each of its fiscal quarters. The minimum required fixed charge coverage ratio was 1.00. The Company's fixed charge coverage ratio was 1.42 for the twelve months ended September 30, 2025.

On November 21, 2025, the Company entered into the Seventh A&R Credit Agreement, providing the Company and certain of its subsidiaries with five-year senior secured loan facilities in the aggregate principal amount of $2,000.0, comprised of a revolving credit facility of $1,500.0 and a term loan in the original principal amount of $500.0. The Seventh A&R Credit Agreement also provides the Company with the right to seek additional committed credit under the agreement in an aggregate amount of up to $500.0 plus an unlimited additional amount, subject to certain specified financial and other conditions. The Seventh A&R Credit Agreement replaces the Sixth A&R Credit Agreement and will terminate on November 21, 2030. The Seventh A&R Credit Agreement will be available for issuance of letters of credit up to $100.0. The terms of the Seventh A&R Credit Agreement include customary representations and warranties, affirmative and negative covenants, financial covenants and events of default.

Borrowings under the Seventh A&R Credit Agreement bear interest at variable rates derived from the prevailing U.S. Prime Rate, Federal Reserve Bank of New York Rate, Secured Overnight Financing Rate, Euro Interbank Offered Rate, Canadian Prime Rate or Canadian Overnight Repo Rate Average (all as defined in the Seventh A&R Credit Agreement), based on the Company's election, plus a spread that depends on the Company's quarterly-tested leverage ratio.

The Seventh A&R Credit Agreement contains, among other obligations, an affirmative covenant regarding the Company's leverage ratio determined as of the end of each of its fiscal quarters, calculated as average total indebtedness, divided by the Company's Adjusted EBITDA. The maximum permitted leverage ratio is 5.00 for the first quarter of fiscal 2026 and thereafter. The Seventh A&R Credit Agreement also contains an affirmative covenant regarding the Company's interest coverage ratio determined as of the end of each of its fiscal quarters, calculated as Adjusted EBITDA divided by interest expense, as described in the Seventh A&R Credit Agreement. The minimum required interest coverage ratio is (i) 3.00 for each of the fiscal quarters within fiscal 2026, (ii) 3.25 for each of the fiscal quarters within fiscal 2027 and (iii) 3.50 for fiscal quarters thereafter.

The Seventh A&R Credit Agreement allows the Company to make unlimited restricted payments (as defined in the Seventh A&R Credit Agreement), including dividend payments on, and repurchases of, Common Shares, as long as the leverage ratio resulting from the making of such restricted payments is 4.00 or less. Otherwise, the Company is limited to restricted payments in an aggregate amount for each fiscal year not to exceed $225.0.

Senior Notes

On December 15, 2016, Scotts Miracle-Gro issued $250.0 aggregate principal amount of 5.250% Senior Notes due 2026. The 5.250% Senior Notes represent general unsecured senior obligations and rank equal in right of payment with the Company's existing and future unsecured senior debt. The 5.250% Senior Notes have interest payment dates of June 15 and December 15 of each year.

On October 22, 2019, Scotts Miracle-Gro issued $450.0 aggregate principal amount of 4.500% Senior Notes due 2029. The 4.500% Senior Notes represent general unsecured senior obligations and rank equal in right of payment with the Company's existing and future unsecured senior debt. The 4.500% Senior Notes have interest payment dates of April 15 and October 15 of each year.

On March 17, 2021, Scotts Miracle-Gro issued $500.0 aggregate principal amount of 4.000% Senior Notes due 2031. The 4.000% Senior Notes represent general unsecured senior obligations and rank equal in right of payment with the Company's existing and future unsecured senior debt. The 4.000% Senior Notes have interest payment dates of April 1 and October 1 of each year.

On August 13, 2021, Scotts Miracle-Gro issued $400.0 aggregate principal amount of 4.375% Senior Notes due 2032. The 4.375% Senior Notes represent general unsecured senior obligations and rank equal in right of payment with the Company's existing and future unsecured senior debt. The 4.375% Senior Notes have interest payment dates of February 1 and August 1 of each year.

Substantially all of Scotts Miracle-Gro's directly and indirectly owned domestic subsidiaries serve as guarantors of the 5.250% Senior Notes, the 4.500% Senior Notes, the 4.000% Senior Notes and the 4.375% Senior Notes.

The Senior Notes contain an affirmative covenant regarding the Company's interest coverage ratio determined as of the end of each of its fiscal quarters, calculated as Adjusted EBITDA divided by interest expense excluding costs related to refinancings. The minimum required interest coverage ratio is 2.00. The Company's interest coverage ratio was 4.78 for the twelve months ended September 30, 2025.

Receivables Facility

On April 7, 2017, the Company entered into the Receivables Facility, under which the Company could sell a portfolio of available and eligible outstanding customer accounts receivable to the purchasers subject to agreeing to repurchase the receivables on a weekly basis. The eligible accounts receivable consisted of accounts receivable generated by sales to three specified customers. The eligible amount of customer accounts receivables which could be sold under the Receivables Facility was $400.0. The Receivables Facility expired on August 18, 2023. The sale of receivables under the Receivables Facility was accounted for as short-term debt and the Company continued to carry the receivables on its Consolidated Balance Sheets, primarily as a result of its requirement to repurchase receivables sold.

Interest Rate Swap Agreements

The Company enters into interest rate swap agreements with major financial institutions that effectively convert a portion of the Company's variable-rate debt to a fixed rate. Interest payments made between the effective date and expiration date are hedged by the swap agreements. Swap agreements that were hedging interest payments as of September 30, 2025 and 2024 had a maximum total U.S. dollar equivalent notional amount of $450.0. During fiscal 2024, the Company terminated an interest rate swap agreement in exchange for a cash payment of $11.0. The notional amount, effective date, expiration date and rate of each of the swap agreements outstanding at September 30, 2025 are shown in the table below:

Notional Amount ($)		Effective Date (a)	Expiration Date	Fixed Rate
150		6/7/2023	4/7/2027	3.37 %
50		6/7/2023	4/7/2027	3.34 %
100	(b)	11/20/2023	3/22/2027	4.74 %
150	(b)	9/20/2024	9/20/2029	4.25 %
100		4/8/2027	4/8/2030	3.40 %

(a) The effective date refers to the date on which interest payments are first hedged by the applicable swap agreement.
(b) Notional amount adjusts in accordance with a specified seasonal schedule. This represents the maximum notional amount at any point in time.

Weighted Average Interest Rate

The weighted average interest rates on the Company's debt, including the impact of interest rate swaps, were 5.3%, 5.8% and 5.4% for fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

NOTE 11. EQUITY (DEFICIT)

Authorized and issued shares consisted of the following (in millions):

	September 30,	
	2025	2024
Preferred shares, no par value:		
Authorized	0.2 shares	0.2 shares
Issued	0.0 shares	0.0 shares
Common shares, no par value, $0.01 stated value per share:		
Authorized	100.0 shares	100.0 shares
Issued	68.1 shares	68.1 shares

In fiscal 1995, The Scotts Company merged with Stern's Miracle-Gro Products, Inc. ("Miracle-Gro"). At September 30, 2025, the former shareholders of Miracle-Gro, including the Hagedorn Partnership, L.P., owned approximately 23% of Scotts Miracle-Gro's outstanding Common Shares and, therefore, have the ability to significantly influence the election of directors and other actions requiring the approval of Scotts Miracle-Gro's shareholders.

Under the terms of the merger agreement with Miracle-Gro, the former shareholders of Miracle-Gro may not collectively acquire, directly or indirectly, beneficial ownership of Voting Stock (as that term is defined in the Miracle-Gro merger agreement) representing more than 49% of the total voting power of the outstanding Voting Stock, except pursuant to a tender offer for 100% of that total voting power, which tender offer is made at a price per share which is not less than the market price per share on the last trading day before the announcement of the tender offer and is conditioned upon the receipt of at least 50% of the Voting Stock beneficially owned by shareholders of Scotts Miracle-Gro other than the former shareholders of Miracle-Gro and their affiliates and associates.

Accumulated Other Comprehensive Loss

Changes in AOCL by component were as follows for the fiscal years ended September 30:

	Foreign Currency Translation Adjustments	Net Unrealized Gain (Loss) On Derivative Instruments	Net Unrealized Loss On Securities	Pension and Other Post-Retirement Benefit Adjustments	Accumulated Other Comprehensive Income (Loss)
Balance at September 30, 2022	$ (28.9)	$ 33.3	$ (79.7)	$ (69.3)	$ (144.6)
Other comprehensive income (loss) before reclassifications	7.0	5.6	(34.9)	(2.5)	(24.8)
Amounts reclassified from accumulated other comprehensive net income (loss)	—	(23.3)	101.3	(1.6)	76.4
Income tax benefit (expense)	—	4.5	(25.3)	1.0	(19.8)
Net current period other comprehensive income (loss)	7.0	(13.2)	41.1	(3.1)	31.8
Balance at September 30, 2023	(21.9)	20.1	(38.6)	(72.4)	(112.8)
Other comprehensive income (loss) before reclassifications	0.6	(10.6)	(40.4)	(2.8)	(53.2)
Amounts reclassified from accumulated other comprehensive net income (loss)	—	(9.7)	64.6	(2.7)	52.2
Income tax benefit (expense)	—	5.1	—	1.4	6.5
Net current period other comprehensive income (loss)	0.6	(15.2)	24.2	(4.1)	5.5
Balance at September 30, 2024	(21.3)	4.9	(14.4)	(76.5)	(107.3)
Other comprehensive income (loss) before reclassifications	(0.5)	3.9	(3.5)	(6.5)	(6.6)
Amounts reclassified from accumulated other comprehensive net income (loss)	9.5	(9.9)	—	2.1	1.7
Income tax benefit (expense)	—	1.5	—	1.1	2.6
Net current period other comprehensive income (loss)	9.0	(4.5)	(3.5)	(3.4)	(2.4)
Balance at September 30, 2025	$ (12.2)	$ 0.3	$ (17.9)	$ (79.9)	$ (109.7)

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

Share-Based Awards

In January 2024, the shareholders of Scotts Miracle-Gro approved an amendment and restatement of The Scotts Miracle-Gro Company Long-Term Incentive Plan. The Company is authorized under this plan to grant up to approximately 7.9 million Common Shares, which includes an estimate of the number of Common Shares subject to outstanding awards under the plan that terminate, expire or are cancelled, forfeited, exchanged or surrendered without having been exercised, vested or paid. At September 30, 2025, approximately 2.9 million Common Shares were not subject to outstanding awards and were available to underlie the grant of new share-based awards. Common Shares held in treasury totaling 0.6 million, 0.3 million and 0.4 million were reissued in support of share-based compensation awards under this plan and employee purchases under the employee stock purchase plan during fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

Total share-based compensation was as follows for each of the periods indicated:

	Year Ended September 30,		
	2025	2024	2023
Share-based compensation	$ 70.5	$ 79.8	$ 68.1
Related tax benefit recognized	13.3	14.8	15.6

Stock Options

Stock option activity was as follows:

	No. of Options	Wtd. Avg. Exercise Price	Wtd. Avg. Remaining Life	Aggregate Intrinsic Value
Awards outstanding at September 30, 2024	2,377,672	$ 65.03	7.5 years	
Granted	498,810	71.60		
Exercised	(173,943)	58.96		
Forfeited	(174,871)	70.20		
Awards outstanding at September 30, 2025	2,527,668	66.43	7.3 years	$ 7.7
Exercisable	491,392	107.44	4.3 years	0.4

The weighted average fair value per share of each option granted during fiscal 2025, fiscal 2024 and fiscal 2023 was $21.95, $15.25 and $14.25, respectively. The total intrinsic value of options exercised during fiscal 2025 and fiscal 2024 was $2.1 and $0.6, respectively. There were no options exercised during fiscal 2023. As of September 30, 2025, there was $7.8 of total unrecognized pre-tax compensation cost, net of estimated forfeitures, related to nonvested stock options that is expected to be recognized over a weighted-average period of 1.6 years. Cash received from the exercise of stock options, including amounts received from employee purchases under the employee stock purchase plan, was $11.9, $3.8 and $2.3 for fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

The weighted average assumptions used in the estimation of fair value for option awards granted during fiscal 2025 are as follows:

Expected volatility	39.6 %
Risk-free interest rate	4.2 %
Expected dividend yield	3.3 %
Expected life	6.1 years

Restricted share-based awards

Restricted share-based award activity (including restricted stock units and deferred stock units) was as follows:

	No. of Units	Wtd. Avg. Grant Date Fair Value per Unit
Awards outstanding at September 30, 2024	766,384	$ 68.54
Granted	392,164	70.39
Vested	(662,478)	74.83
Forfeited	(17,146)	70.44
Awards outstanding at September 30, 2025	478,924	61.28

The weighted-average grant-date fair value of restricted share-based awards granted during fiscal 2025, fiscal 2024 and fiscal 2023 was $70.39, $55.12 and $59.48 per share, respectively. As of September 30, 2025, there was $7.1 of total unrecognized pre-tax compensation cost, net of estimated forfeitures, related to nonvested restricted share-based awards that is expected to be recognized over a weighted-average period of 1.4 years. The total fair value of restricted share-based awards vested during fiscal 2025, fiscal 2024 and fiscal 2023 was $53.1, $4.6 and $11.2, respectively.

For fiscal 2025, the Company granted short-term equity incentive compensation awards to certain associates in the form of restricted share-based award units in lieu of cash-based annual incentive awards. Subsequent to September 30, 2025, awards representing 0.3 million Common Shares were granted and vested on the incentive payout date. The number of restricted share-based award units that the Company ultimately issued to participating associates was based on the incentive payout amount determined for each employee that was then converted into a variable number of restricted share-based award units based on the fair value of the Common Shares on the grant date. The awards were classified as liability awards and, as of September 30, 2025, the Company had accrued $20.2 in the "Other current liabilities" line in the Consolidated Balance Sheets and there was $0.0 unrecognized pre-tax compensation cost associated with these awards. The units associated with these awards are excluded from the table above.

Performance-based awards

Performance-based award activity was as follows (based on target award amounts):

	No. of Units	Wtd. Avg. Grant Date Fair Value per Unit
Awards outstanding at September 30, 2024	409,430	$ 86.61
Granted	147,787	71.35
Forfeited	(112,469)	113.50
Awards outstanding at September 30, 2025	444,748	75.38

The weighted-average grant-date fair value of performance-based award units granted during fiscal 2025, fiscal 2024 and fiscal 2023 was $71.35, $74.57 and $66.00 per share, respectively. As of September 30, 2025, there was $6.7 of total unrecognized pre-tax compensation cost, net of estimated forfeitures, related to nonvested performance-based award units that is expected to be recognized over a weighted-average period of 1.9 years. The total fair value of performance-based award units vested during fiscal 2024 and fiscal 2023 was $10.6 and $17.4, respectively.

During fiscal 2025, the Company granted performance-based award units with a three-year vesting period that include a performance target based on the Company's absolute total shareholder return, among other financial targets. Details of the assumptions used in the estimation of fair value for these awards are as follows:

Expected volatility	38.6 %
Risk-free interest rate	4.2 %

Restricted shares issued to vendor

During fiscal 2024 and fiscal 2023, the Company issued 0.3 million and 0.8 million restricted shares, respectively, with a weighted-average grant date fair value of $69.88 and $52.44 per share, respectively, out of its treasury shares to a vendor in exchange for advertising services. As of September 30, 2025, there was $0.0 of total unrecognized pre-tax compensation cost related to these restricted shares.

NOTE 12. EARNINGS PER COMMON SHARE

The following table presents information necessary to calculate basic and diluted net income (loss) per common share for the periods indicated:

	Year Ended September 30,		
	2025	2024	2023
Net income (loss)	$ 145.2	$ (34.9)	$ (380.1)
Basic net income (loss) per common share:			
Weighted-average common shares outstanding during the period	57.6	56.8	56.0
Basic net income (loss) per common share	$ 2.52	$ (0.61)	$ (6.79)
Diluted net income (loss) per common share:			
Weighted-average common shares outstanding during the period	57.6	56.8	56.0
Dilutive potential common shares	1.1	—	—
Weighted-average number of common shares outstanding and dilutive potential common shares	58.7	56.8	56.0
Diluted net income (loss) per common share	$ 2.47	$ (0.61)	$ (6.79)
Antidilutive stock options outstanding	0.5	0.4	0.4

Diluted average common shares used in the diluted net income per common share calculation for fiscal 2025 were 58.7 million, which included dilutive potential common shares of 1.1 million. Diluted average common shares used in the diluted net loss per common share calculation for fiscal 2024 and fiscal 2023 were 56.8 million and 56.0 million, respectively, which excluded potential common shares of 0.9 million and 0.4 million, respectively, because the effect of their inclusion would be anti-dilutive as the Company incurred a net loss for fiscal 2024 and 2023.

NOTE 13. INCOME TAXES

The provision (benefit) for income taxes consisted of the following:

	Year Ended September 30,		
	2025	2024	2023
Current:			
Federal	$ (5.4)	$ 2.4	$ 3.7
State	2.5	2.5	0.6
Foreign	2.6	(5.3)	1.6
Total current	(0.3)	(0.4)	5.9
Deferred:			
Federal	60.3	11.6	(62.1)
State	10.1	(3.8)	(5.2)
Foreign	6.4	3.9	(11.8)
Total deferred	76.8	11.7	(79.1)
Income tax expense (benefit)	$ 76.5	$ 11.3	$ (73.2)

The domestic and foreign components of income (loss) before income taxes were as follows:

	Year Ended September 30,		
	2025	2024	2023
Domestic	$ 249.1	$ (10.8)	$ (376.2)
Foreign	(27.4)	(12.8)	(77.1)
Income (loss) before income taxes	$ 221.7	$ (23.6)	$ (453.3)

A reconciliation of the federal corporate income tax rate and the effective tax rate on income (loss) before income taxes is summarized below:

	Year Ended September 30,		
	2025	2024	2023
Statutory income tax rate	21.0 %	21.0 %	21.0 %
Effect of foreign operations	0.3	(2.0)	0.2
State taxes, net of federal benefit	5.5	8.0	3.2
Effect of other permanent differences	2.2	(32.8)	(0.8)
Research and Experimentation and other federal tax credits	(0.3)	2.9	0.2
Effect of tax contingencies	(0.5)	3.7	0.1
Change in valuation allowances	5.4	(57.4)	(8.7)
Other	0.9	8.7	1.0
Effective income tax rate	34.5 %	(47.9)%	16.2 %

Deferred income taxes arise from temporary differences between financial reporting and tax reporting bases of assets and liabilities, and operating loss and tax credit carryforwards for tax purposes. The components of the deferred income tax assets and liabilities were as follows:

	September 30,	
	2025	2024
DEFERRED TAX ASSETS		
Lease liabilities	$ 69.4	$ 67.6
Outside basis difference in equity investments	62.7	23.1
Interest limitation carryforward	59.6	55.9
Accrued liabilities	43.8	43.2
Net operating loss carryovers	39.6	56.4
Foreign tax credit carryovers	13.7	15.2
Intangible assets	13.6	62.2
Inventories	13.4	16.1
Convertible debt investments	4.7	43.6
Other	22.2	22.4
Gross deferred tax assets	342.7	405.7
Valuation allowance	(96.8)	(96.5)
Total deferred tax assets	245.9	309.2
DEFERRED TAX LIABILITIES		
Lease right-of-use assets	(65.0)	(62.0)
Property, plant and equipment	(62.3)	(58.5)
Other	(5.1)	(4.4)
Total deferred tax liabilities	(132.4)	(124.9)
Net deferred tax asset	$ 113.5	$ 184.3

At September 30, 2025 and 2024, after netting by taxing jurisdiction, net deferred tax assets of $121.1 and $191.3, respectively, were recorded in the "Other assets" line in the Consolidated Balance Sheets, and net deferred tax liabilities of $7.6 and $7.0, respectively, were recorded in the "Other liabilities" line in the Consolidated Balance Sheets.

GAAP requires that a valuation allowance be recorded against a deferred tax asset if it is more likely than not that the tax benefit associated with the asset will not be realized in the future. As shown in the table above, valuation allowances were recorded against $96.8 and $96.5 of deferred tax assets as of September 30, 2025 and 2024, respectively. Most of these valuation allowances relate to outside basis differences in equity investments, tax credits and net operating losses ("NOLs"), as explained further below.

Deferred tax assets related to unrealized losses on convertible debt investments were $4.7 and $43.6 at September 30, 2025 and 2024, respectively. A full valuation allowance was recorded against these losses at September 30, 2025 and 2024 as the Company does not expect to utilize them prior to their expiration. The decrease was due to the Company's exchange of its RIV Capital convertible debt investment for non-voting exchangeable shares of FLUENT during fiscal 2025. As a result of this exchange, the deferred tax assets that were previously associated with unrealized losses on the RIV Capital convertible debt investment are now associated with outside basis differences in the FLUENT equity investment. Deferred tax assets related to outside basis differences in equity investments were $62.7 and $23.1 at September 30, 2025 and 2024, respectively. A valuation allowance in the amount of $42.3 and $0.0 was recorded against outside basis differences the Company does not expect to utilize at September 30, 2025 and 2024, respectively.

Deferred tax assets related to foreign tax credits were $13.7 and $15.2 at September 30, 2025 and 2024, respectively. A full valuation allowance was recorded against these credits as of September 30, 2025 and 2024 as the Company does not expect to utilize them prior to their expiration. Tax benefits associated with state tax credits will also expire if not utilized and amounted to $1.0 and $1.0 at September 30, 2025 and 2024, respectively. A valuation allowance in the amount of $0.8 and $0.8 was recorded at September 30, 2025 and 2024, respectively, related to state credits the Company does not expect to utilize.

Deferred tax assets related to certain federal NOLs subject to limitation under IRC §382 from current and prior ownership changes were $8.6 and $9.9 at September 30, 2025 and 2024, respectively. These NOLs will be subject to expiration gradually from fiscal year end 2025 through fiscal year end 2032. The Company determined that a portion of these deferred tax assets will expire unutilized due to the closing of statutes of limitation and has recorded a valuation allowance of $8.4 and $9.7 at September 30, 2025 and 2024, respectively. The Company had deferred tax assets related to federal NOLs not subject to limitation of $10.8 at September 30, 2025, which can be utilized to reduce future years' tax liabilities.

Deferred tax assets related to foreign NOLs of certain controlled foreign corporations were $2.9 and $6.8 as of September 30, 2025 and 2024, respectively. Due to a history of losses, a valuation allowance of $2.9 and $4.6 has been recorded against these deferred tax assets as of September 30, 2025 and 2024, respectively. A valuation allowance has also been recorded against deferred tax assets related to other foreign items of $13.4 and $13.0 at September 30, 2025 and 2024, respectively.

Deferred tax assets related to state NOLs were $17.3 and $19.1 as of September 30, 2025 and 2024, respectively, with carryforward periods ranging from 5 to unlimited years. Any losses not utilized within a specific state's carryforward period will expire. A valuation allowance was recorded against $7.7 and $7.0 of these deferred tax assets as of September 30, 2025 and 2024, respectively, for state NOLs that the Company does not expect to realize within their respective carryforward periods. A valuation allowance has also been recorded against deferred tax assets related to other state items of $2.9 and $2.6 at September 30, 2025 and 2024, respectively.

As of September 30, 2025, the Company maintains its assertions of indefinite reinvestment of the earnings of all material foreign subsidiaries.

The Company had $22.8, $25.7 and $34.6 of gross unrecognized tax benefits related to uncertain tax positions at September 30, 2025, 2024 and 2023, respectively. Included in the September 30, 2025, 2024 and 2023 balances were $21.4, $23.1 and $31.1, respectively, of unrecognized tax benefits that, if recognized, would have an impact on the effective tax rate.

A reconciliation of the unrecognized tax benefits is as follows:

	Year Ended September 30,		
	2025	2024	2023
Balance at beginning of year	$ 25.7	$ 34.6	$ 35.8
Additions for tax positions of the current year	0.2	0.2	0.2
Additions for tax positions of prior years	—	0.1	3.8
Reductions for tax positions of prior years	—	(3.7)	(0.2)
Settlements with tax authorities	—	(0.7)	(0.1)
Expiration of statutes of limitation	(3.1)	(4.8)	(4.9)
Balance at end of year	$ 22.8	$ 25.7	$ 34.6

The Company continues to recognize accrued interest and penalties related to unrecognized tax benefits as a component of the provision for income taxes. As of September 30, 2025, 2024 and 2023, the Company had $6.7, $5.8 and $3.9, respectively, accrued for the payment of interest that, if recognized, would impact the effective tax rate. The Company had $1.1, $1.1 and $1.3 accrued for the payment of penalties as of September 30, 2025, 2024 and 2023, respectively.

Scotts Miracle-Gro or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various state, local and foreign jurisdictions. Subject to the following exceptions, the Company is no longer subject to examination by these tax authorities for fiscal years prior to 2022. There are currently no ongoing audits with respect to the U.S. federal jurisdiction. With respect to foreign jurisdictions, a Canadian audit covering fiscal years 2020 through 2021 and a United Kingdom audit covering fiscal year 2023 are in process. The Company is currently under examination by certain U.S. state and local tax authorities covering various periods from fiscal years 2018 through 2023. In addition to the aforementioned audits, certain other tax deficiency notices and refund claims for previous years remain unresolved.

The Company currently anticipates that few of its open and active audits will be resolved within the next twelve months. The Company is unable to make a reasonably reliable estimate as to when or if cash settlements with taxing authorities may occur. Although the outcomes of such examinations and the timing of any payments required upon the conclusion of such examinations are subject to significant uncertainty, the Company does not anticipate that the resolution of these tax matters or any events related thereto will result in a material change to its consolidated financial position, results of operations or cash flows.

On July 4, 2025, President Trump signed into law the One Big Beautiful Bill Act ("OBBBA"). The OBBBA makes permanent key elements of the Tax Cuts and Jobs Act, including 100% bonus depreciation, domestic research cost expensing and the business interest expense limitations. The legislation has multiple effective dates, with certain provisions effective in fiscal year 2025 and others implemented through fiscal year 2027. The corporate tax changes included in OBBBA did not have a material impact on the effective tax rate during fiscal 2025 and the Company does not anticipate a material impact on the effective tax rate in future periods.

NOTE 14. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company is exposed to market risks, such as changes in interest rates, currency exchange rates and commodity prices. To manage a portion of the volatility related to these exposures, the Company enters into various financial transactions. The utilization of these financial transactions is governed by policies covering acceptable counterparty exposure, instrument types and other hedging practices. The Company does not hold or issue derivative financial instruments for speculative trading purposes.

Exchange Rate Risk Management

The Company uses currency forward contracts to manage the exchange rate risk associated with intercompany loans and certain other balances denominated in foreign currencies. Currency forward contracts are valued using observable forward rates in commonly quoted intervals for the full term of the contracts. The notional amount of outstanding currency forward contracts was $100.4 and $148.4 at September 30, 2025 and 2024, respectively. Contracts outstanding at September 30, 2025 will mature over the next fiscal quarter.

Interest Rate Risk Management

The Company enters into interest rate swap agreements as a means to hedge its variable interest rate risk on debt instruments. Net amounts to be received or paid under the swap agreements are reflected as adjustments to interest expense. The Company has outstanding interest rate swap agreements with major financial institutions that effectively convert a portion of the Company's variable-rate debt to a fixed rate. Interest rate swap agreements are valued based on the present value of the estimated future net cash flows using implied rates in the applicable yield curve as of the valuation date. Swap agreements that were hedging interest payments as of September 30, 2025 and 2024 had a maximum total U.S. dollar equivalent notional amount of $450.0. Refer to "NOTE 10. DEBT" for the terms of the swap agreements outstanding at September 30, 2025. Included in the AOCL balance at September 30, 2025 was a gain of $2.7 related to interest rate swap agreements that is expected to be reclassified to earnings during the next twelve months, consistent with the timing of the underlying hedged transactions.

Commodity Price Risk Management

The Company enters into hedging arrangements designed to fix the price of a portion of its projected future urea and diesel requirements. Commodity contracts are valued using observable commodity exchange prices in active markets. Included in the AOCL balance at September 30, 2025 was a gain of $0.3 related to commodity hedges that is expected to be reclassified to earnings during the next twelve months, consistent with the timing of the underlying hedged transactions.

The Company had the following outstanding commodity contracts that were entered into to hedge forecasted purchases:

	September 30,	
	2025	2024
Commodity		
Urea	49,500 tons	51,000 tons
Diesel	2,478,000 gallons	1,092,000 gallons
Heating Oil	1,050,000 gallons	42,000 gallons

Fair Values of Derivative Instruments

The fair values of the Company's derivative instruments, which represent Level 2 fair value measurements, were as follows:

		Assets / (Liabilities)	
		2025	2024
Derivatives Designated as Hedging Instruments	**Balance Sheet Location**	**Fair Value**	
Interest rate swap agreements	Prepaid and other current assets	$ 0.5	$ 0.9
	Other current liabilities	(0.8)	(0.2)
	Other liabilities	(3.2)	(5.1)
Commodity hedging instruments	Prepaid and other current assets	—	0.8
	Other current liabilities	(1.1)	—
Total derivatives designated as hedging instruments		$ (4.6)	$ (3.6)
Derivatives Not Designated as Hedging Instruments	**Balance Sheet Location**		
Currency forward contracts	Prepaid and other current assets	$ —	$ 0.1
	Other current liabilities	(0.3)	(4.0)
Commodity hedging instruments	Other current liabilities	(0.1)	—
Total derivatives not designated as hedging instruments		(0.4)	(3.9)
Total derivatives		$ (5.0)	$ (7.5)

The effect of derivative instruments on AOCL, net of tax, and the Consolidated Statements of Operations for the years ended September 30 was as follows:

Derivatives in Cash Flow Hedging Relationships	Amount of Gain / (Loss) Recognized in AOCL 2025	2024
Interest rate swap agreements	$ 2.3	$ (7.1)
Commodity hedging instruments	0.6	(0.8)
Total	$ 2.9	$ (7.9)

Derivatives in Cash Flow Hedging Relationships	Reclassified from AOCL into Statement of Operations	Amount of Gain / (Loss) 2025	2024
Interest rate swap agreements	Interest expense	$ 5.9	$ 11.7
Commodity hedging instruments	Cost of sales	1.5	(4.4)
Total		$ 7.4	$ 7.3

Derivatives Not Designated as Hedging Instruments	Recognized in Statement of Operations	Amount of Gain / (Loss) 2025	2024
Currency forward contracts	Other income / expense, net	$ (0.3)	$ (9.6)
Commodity hedging instruments	Cost of sales	(0.2)	(2.0)
Total		$ (0.5)	$ (11.6)

NOTE 15. FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or the most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

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

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The following describes the valuation methodologies used for financial assets and liabilities measured or disclosed at fair value on a recurring basis, as well as the general classification within the valuation hierarchy.

Cash Equivalents

Cash equivalents consist of highly liquid financial instruments with original maturities of three months or less. The carrying value of these cash equivalents approximates fair value due to their short-term maturities.

Other

Investment securities in non-qualified retirement plan assets are valued using observable market prices in active markets.

The fair values of convertible debt investments are determined using scenario-based internally developed valuation models that consider a probability-weighted assessment of possible future cash flows related to the debt component and the conversion component of the instruments, discounted to present value using an appropriate discount rate. The valuation models and related assumptions require significant judgment. The assumptions are impacted by economic conditions and expectations of management and may change in the future based on period specific facts and circumstances.

Debt Instruments

Debt instruments are recorded at cost. The interest rate on borrowings under the Sixth A&R Credit Agreement fluctuates in accordance with the terms of the Sixth A&R Credit Agreement and thus the carrying value is a reasonable estimate of fair value. The fair values of the Senior Notes are determined based on quoted market prices.

The following table summarizes the fair value of the Company's assets and liabilities for which disclosure of fair value is required:

		2025		2024	
	Fair Value Hierarchy Level	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets					
Cash equivalents	Level 1	$ 25.3	$ 25.3	$ 51.2	$ 51.2
Other					
Investment securities in non-qualified retirement plan assets	Level 1	32.6	32.6	32.4	32.4
Convertible debt investments	Level 3	24.6	24.6	45.8	45.8
Liabilities					
Debt instruments					
Credit facilities – term loans	Level 2	500.0	500.0	625.0	625.0
Senior Notes due 2031 – 4.000%	Level 2	500.0	459.4	500.0	456.3
Senior Notes due 2032 – 4.375%	Level 2	400.0	367.0	400.0	370.0
Senior Notes due 2029 – 4.500%	Level 2	450.0	437.1	450.0	432.0
Senior Notes due 2026 – 5.250%	Level 2	250.0	249.4	250.0	248.8
Other debt	Level 2	5.2	5.2	—	—

Changes in the balance of Level 3 convertible debt investments carried at fair value are presented below. There were no transfers into or out of Level 3.

	Year Ended September 30,	
	2025	2024
Fair value at beginning of year	$ 45.8	$ 85.8
Total realized / unrealized gains (losses) included in net earnings	(7.0)	(64.2)
Total realized / unrealized gains / losses included in / reclassified from OCI	(3.5)	24.2
Exchange for non-voting exchangeable shares of FLUENT	(10.7)	—
Fair value at end of year	$ 24.6	$ 45.8

On December 18, 2024, the Company exchanged its convertible debt investment in RIV Capital for non-voting exchangeable shares of FLUENT. Refer to "NOTE 7. INVESTMENT IN UNCONSOLIDATED AFFILIATES" for further details.

During fiscal 2024, the Company concluded it had the intent to exchange its RIV Capital convertible debt investment for non-voting exchangeable shares of FLUENT, and remeasured the investment at the fair value of the non-voting exchangeable shares that the Company expected to receive. This resulted in the recognition of a non-cash, pre-tax other-than-temporary impairment charge of $64.6 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations. In addition, the previously recorded allowance for credit losses associated with the RIV Capital convertible debt investment of $99.4 was written off and the amortized cost basis was written down to the investment's fair value.

During fiscal 2023, the Company recognized a non-cash, pre-tax other-than-temporary impairment charge related to its convertible debt investments of $101.3 in the "Impairment, restructuring and other" line in the Consolidated Statements of Operations. This charge was driven by revisions to the Company's internal forecasts of cash flows expected to be collected from its convertible debt investments resulting from the accumulation of adverse conditions impacting the cannabis market, including both federal and state level regulatory considerations and persistent industry oversupply conditions.

The amortized cost basis of convertible debt investments was $44.4 and $62.1 at September 30, 2025 and 2024, respectively. At September 30, 2025 and 2024, gross unrealized losses on convertible debt investments were $19.8 and $16.4, respectively, and there were no gross unrealized gains. These investments have been in a continuous unrealized loss position for greater than 12 months as of September 30, 2025. The allowance for expected credit losses was $1.9 at September 30, 2025 and 2024. At September 30, 2025, the weighted-average period until scheduled maturity of the Company's convertible debt investments was 4.0 years.

Credit losses on convertible debt investments are measured based on the present value of expected future cash flows compared to amortized cost. Impairment losses are recognized through an allowance and recoveries of previously impaired amounts are recorded as an immediate reversal of all or a portion of the allowance. In addition, the allowance for expected credit losses cannot cause the amortized cost net of the allowance to be below fair value. A progression of the allowance for expected credit losses on convertible debt investments is shown below:

	Year Ended September 30,	
	2025	2024
Balance at beginning of year	$ 1.9	$ 101.3
Reductions for securities sold / exchanged	—	(99.4)
Balance at end of year	$ 1.9	$ 1.9

NOTE 16. LEASES

The Company leases certain property and equipment from third parties under various non-cancelable lease agreements, including industrial, commercial and office properties and equipment that support the management, manufacturing, distribution and research and development of products marketed and sold by the Company. The lease agreements generally require that the Company pay taxes, insurance and maintenance expenses related to the leased assets. At September 30, 2025, the Company had entered into operating leases that were yet to commence with a combined total expected lease liability of $69.3. From time to time, the Company will sublease portions of its facilities, resulting in sublease income. Sublease income and the related cash flows were not material to the consolidated financial statements for fiscal 2025.

The Company leases certain vehicles (primarily cars and light trucks) under agreements that are cancellable after the first year, but typically continue on a month-to-month basis until canceled by the Company. The vehicle leases and certain other non-cancelable operating leases contain residual value guarantees that create a contingent obligation on the part of the Company to compensate the lessor if the leased asset cannot be sold for an amount in excess of a specified minimum value at the conclusion of the lease term. If all such vehicle leases had been canceled as of September 30, 2025, the Company's residual value guarantee would have approximated $4.1.

Supplemental balance sheet information related to the Company's leases was as follows:

	Balance Sheet Location	September 30, 2025	September 30, 2024
Operating leases:			
Right-of-use assets	Other assets	$ 256.3	$ 265.4
Current lease liabilities	Other current liabilities	71.6	75.3
Non-current lease liabilities	Other liabilities	202.2	215.8
Total operating lease liabilities		$ 273.8	$ 291.1
Finance leases:			
Right-of-use assets	Property, plant and equipment, net	$ 11.7	$ 15.2
Current lease liabilities	Current portion of debt	2.0	2.6
Non-current lease liabilities	Long-term debt	12.5	15.2
Total finance lease liabilities		$ 14.5	$ 17.8

Components of lease cost were as follows:

	Year Ended September 30,		
	2025	2024	2023
Operating lease cost [(a)]	$ 86.8	$ 85.8	$ 92.3
Variable lease cost	27.0	30.3	28.6
Finance lease cost			
Amortization of right-of-use assets	2.6	2.6	3.0
Interest on lease liabilities	0.7	0.8	0.8
Total finance lease cost	$ 3.3	$ 3.4	$ 3.8

(a) Operating lease cost includes amortization of right-of-use assets of $69.6, $70.4 and $81.0 for fiscal 2025, fiscal 2024 and fiscal 2023, respectively. Short-term lease expense is excluded from operating lease cost and was $4.5, $6.1 and $6.6 for fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

Supplemental cash flow information and non-cash activity related to the Company's leases were as follows:

	Year Ended September 30,		
	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases, net	$ 96.5	$ 99.2	$ 93.0
Operating cash flows from finance leases	0.7	0.8	0.8
Financing cash flows from finance leases	2.3	2.3	2.7
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	$ 61.9	$ 77.0	$ 90.4
Finance leases	0.4	3.4	—

Weighted-average remaining lease term and discount rate for the Company's leases were as follows:

	September 30, 2025	September 30, 2024
Weighted-average remaining lease term (in years):		
Operating leases	5.0	5.2
Finance leases	7.8	8.1
Weighted-average discount rate:		
Operating leases	7.0 %	5.9 %
Finance leases	4.6 %	4.7 %

Maturities of lease liabilities by fiscal year for the Company's leases as of September 30, 2025 were as follows:

Year	Operating Leases	Finance Leases
2026	$ 87.5	$ 2.6
2027	65.8	2.4
2028	55.6	2.0
2029	40.6	1.7
2030	25.6	1.7
Thereafter	51.3	7.0
Total lease payments	326.4	17.4
Less: Imputed interest	(52.6)	(2.9)
Total lease liabilities	$ 273.8	$ 14.5

NOTE 17. COMMITMENTS

At September 30, 2025, the Company had the following unconditional purchase obligations by purchase date that have not been recognized in the Consolidated Balance Sheet:

2026	$ 236.6
2027	194.6
2028	125.2
2029	97.9
2030	18.5
Thereafter	75.0
	$ 747.8

The Company is a party to certain purchase obligations, which are defined as purchase agreements that are enforceable and legally binding and that contain specified or determinable significant terms, including quantity, price and the approximate timing of the transaction. For purchase obligations subject to variable price and/or quantity provisions, an estimate of the price and/or quantity must be made. Examples of the Company's purchase obligations include commitments for materials used in the Company's manufacturing processes, including urea and packaging, as well as commitments for warehouse services, grass seed, marketing services and information technology services.

NOTE 18. CONTINGENCIES

Management regularly evaluates the Company's contingencies, including various judicial and administrative proceedings and claims arising in the ordinary course of business relating to, among other things, product and general liabilities, workers' compensation, property losses and other liabilities for which the Company is self-insured or retains a high exposure limit. Self-insurance accruals are established based on actuarial loss estimates for specific individual claims plus actuarially estimated amounts for incurred but not reported claims and adverse development factors applied to existing claims. Legal costs incurred in connection with the resolution of claims, lawsuits and other contingencies generally are expensed as incurred. In the opinion of management, the assessment of contingencies is reasonable and related accruals are adequate, both individually and in the aggregate; however, there can be no assurance that final resolution of these matters will not have a material effect on the Company's financial condition, results of operations or cash flows.

Regulatory Matters

At September 30, 2025, the Company had recorded liabilities of $3.1 for environmental actions, the majority of which are for site remediation. The Company believes that the amounts accrued are adequate to cover such known environmental exposures based on current facts and estimates of likely outcomes. Although it is reasonably possible that the costs to resolve such known environmental exposures will exceed the amounts accrued, any variation from accrued amounts is not expected to be material.

Other

The Company has been named as a defendant in a number of cases alleging injuries that the lawsuits claim resulted from exposure to asbestos-containing products, apparently based on the Company's historic use of vermiculite in certain of its products. In many of these cases, the complaints are not specific about the plaintiffs' contacts with the Company or its products. The cases vary, but complaints in these cases generally seek unspecified monetary damages (actual, compensatory, consequential and punitive) from multiple defendants. The Company believes that the claims against it are without merit and is vigorously defending against them. The Company has not recorded any accruals in its consolidated financial statements as the likelihood of a loss from these cases is not probable at this time. The Company does not believe a reasonably possible loss would be material to the Company's financial condition, results of operations or cash flows. In addition, the Company does not believe the ultimate resolution of these cases will have a material adverse effect on the Company's financial condition, results of operations or cash flows. There can be no assurance that future developments related to pending claims or claims filed in the future, whether as a result of adverse outcomes or as a result of significant defense costs, will not have a material effect on the Company's financial condition, results of operations or cash flows.

On June 6, 2024, a purported shareholder filed a lawsuit in the United States District Court for the Southern District of Ohio (Case No. 2:24-cv-03132) on behalf of a proposed class of purchasers of Common Shares between November 3, 2021, and August 1, 2023. On July 26, 2024, another purported shareholder filed a lawsuit in the United States District Court for the Southern District of Ohio (Case No. 2:24-cv-03766) on behalf of a proposed class of purchasers of Common Shares between June 2, 2021, and August 1, 2023. The lawsuits were consolidated by the court as *In re The Scotts Miracle-Gro Company Securities Litigation* (Case No. 2:24-cv-03132). The amended consolidated complaint was filed on May 9, 2025 on behalf of a proposed class of purchasers of Common Shares between May 5, 2021, and August 1, 2023, and asserts claims under Section 10(b), Rule 10b-5 and Section 20(a) of the Exchange Act against the Company and certain of its current and former officers based on alleged misstatements about the Company's inventories, sales and business prospects. The action seeks, among other things, unspecified monetary damages, reasonable costs and expenses and equitable/injunctive or other relief as deemed appropriate by the Court. The Company believes that the claims asserted are without merit and intends to vigorously defend the action.

Beginning in July 2024, purported shareholders filed a series of shareholder derivative lawsuits in state and federal courts in Ohio against certain of the Company's current and former directors and officers. The lawsuits include allegations that generally mirror those asserted in the securities lawsuits described above and assert claims for breach of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement and waste of corporate assets. The federal lawsuits also assert claims under the Exchange Act. The actions seek a judgment in favor of the Company for unspecified damages, disgorgement, interest and costs and expenses, including attorneys' and experts' fees.

The Company is involved in other lawsuits and claims which arise in the normal course of business relating to advertising claims, securities matters, employment disputes and the enforcement and defense of intellectual property rights. These claims individually and in the aggregate are not expected to have a material effect on the Company's financial condition, results of operations or cash flows.

NOTE 19. SEGMENT INFORMATION

The Company has three operating segments and two reportable segments: U.S. Consumer and Hawthorne. Management has chosen to organize the entity around differences in product categories and geographic areas. 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. Management has chosen to provide separate reportable segment disclosures for Hawthorne notwithstanding the fact that it does not meet any of the quantitative thresholds requiring such disclosure. The Company's Other operating segment primarily consists of the Company's consumer lawn and garden business in Canada and does not meet any of the quantitative thresholds requiring separate reportable segment disclosures. This identification of operating segments is consistent with how the segments are managed by the Chairman of the Board & Chief Executive Officer, who has been determined to be the chief operating decision maker ("CODM") of the Company. In addition, Corporate consists of general and administrative expenses and certain other income and expense items not allocated to the Company's operating segments. The accounting policies of the segments are the same as those described in the Company's summary of significant accounting policies.

The CODM uses Segment Profit (Loss), which is defined as income (loss) before income taxes, amortization, impairment, restructuring and other charges ("Segment Profit (Loss)"), to evaluate segment performance, monitor actual results as compared to plan and inform resource allocation decisions. The Company believes this measure is indicative of performance trends and the overall earnings potential of each segment. Asset information and capital expenditures by segment are not provided to the CODM and they are not utilized for the purposes of assessing performance or allocating resources, and therefore such information has not been presented.

The following table presents net sales by segment and a reconciliation to the Company's consolidated net sales for the periods indicated:

	Year Ended September 30,		
	2025	2024	2023
U.S. Consumer	$ 2,993.7	$ 3,013.7	$ 2,843.7
Hawthorne	165.8	294.7	467.3
Reportable segment total	3,159.5	3,308.4	3,311.0
Other non-reportable operating segment	253.6	244.3	240.3
Consolidated	$ 3,413.1	$ 3,552.7	$ 3,551.3

The following tables present Segment Profit (Loss), including the significant segment expenses provided to the CODM, and a reconciliation to income (loss) before income taxes for the periods indicated:

	Year Ended September 30, 2025		
	U.S. Consumer	Hawthorne	Total
Net sales	$ 2,993.7	$ 165.8	
Adjusted cost of sales [a]	2,008.4	129.6	
Adjusted selling, general and administrative [b]	392.1	34.0	
Other segment items [c]	20.6	(0.6)	
Segment Profit	$ 572.6	$ 2.8	$ 575.4
Other non-reportable operating segment profit			12.7
Corporate			(133.4)
Intangible asset amortization			(12.3)
Total impairment, restructuring and other [d]			(83.8)
Equity in loss of unconsolidated affiliates			(2.8)
Interest expense			(128.8)
Other non-operating expense, net			(5.3)
Income before income taxes			$ 221.7

	Year Ended September 30, 2024		
	U.S. Consumer	Hawthorne	Total
Net sales	$ 3,013.7	$ 294.7	
Adjusted cost of sales [a]	2,147.8	258.6	
Adjusted selling, general and administrative [b]	347.8	51.8	
Other segment items [c]	20.1	(1.5)	
Segment Profit (Loss)	$ 498.0	$ (14.2)	$ 483.8
Other non-reportable operating segment profit			4.7
Corporate			(117.7)
Intangible asset amortization			(15.7)
Total impairment, restructuring and other [d]			(146.3)
Equity in loss of unconsolidated affiliates			(68.1)
Interest expense			(158.8)
Other non-operating expense, net			(5.5)
Loss before income taxes			$ (23.6)

	Year Ended September 30, 2023		
	U.S. Consumer	Hawthorne	Total
Net sales	$ 2,843.7	$ 467.3	
Adjusted cost of sales [a]	2,056.6	446.7	
Adjusted selling, general and administrative [b]	334.3	67.3	
Other segment items [c]	(1.3)	1.4	
Segment Profit (Loss)	$ 454.1	$ (48.1)	$ 406.0
Other non-reportable operating segment profit			12.4
Corporate			(101.6)
Intangible asset amortization			(25.2)
Total impairment, restructuring and other [d]			(466.0)
Equity in loss of unconsolidated affiliates			(101.1)
Interest expense			(178.1)
Other non-operating income, net			0.3
Loss before income taxes			$ (453.3)

(a) "Adjusted cost of sales" is defined as cost of sales excluding intangible asset amortization, and does not include activity classified as impairment, restructuring and other.

(b) "Adjusted selling, general and administrative" is defined as selling, general and administrative expenses excluding intangible asset amortization, and does not include activity classified as impairment, restructuring and other.

(c) Other segment items is comprised of activities such as the discount on sales of accounts receivable under the Master Receivables Purchase Agreement, royalty income from the licensing of certain of the Company's brand names and foreign exchange transaction gains and losses.

(d) Total impairment, restructuring and other is comprised of the activity classified within the "Cost of sales—impairment, restructuring and other" and "Impairment, restructuring and other" lines in the Consolidated Statements of Operations. Refer to "NOTE 3. IMPAIRMENT, RESTRUCTURING AND OTHER" for further details.

The following tables present certain other segment disclosures for the periods indicated:

	Year Ended September 30,		
	2025	2024	2023
Depreciation and amortization:			
U.S. Consumer	$ 54.5	$ 56.2	$ 58.2
Hawthorne	13.0	16.7	25.8
Reportable segment total	$ 67.5	$ 72.9	$ 84.0
Share-based compensation:			
U.S. Consumer [a]	$ 38.1	$ 37.1	$ 35.3
Hawthorne	2.6	5.3	6.2
Reportable segment total	$ 40.7	$ 42.4	$ 41.5

(a) Includes certain advertising expenses paid for in Common Shares.

The following table presents net sales by product category for the periods indicated:

	Year Ended September 30,		
	2025	2024	2023
U.S. Consumer:			
Growing media and mulch	$ 1,364.6	$ 1,310.6	$ 1,223.7
Lawn care	909.5	929.6	897.4
Controls	392.5	414.6	362.9
Roundup® marketing agreement	159.0	162.4	138.7
Other, primarily gardening	168.1	196.5	221.0
Hawthorne:			
Nutrients	66.4	87.2	105.3
Lighting	55.9	108.2	165.9
Growing media	19.4	37.3	67.5
Other, primarily hardware and growing environment	24.1	62.0	128.6
Other:			
Growing media	96.9	91.3	93.0
Lawn care	79.1	80.2	75.8
Other, primarily gardening and controls	77.6	72.8	71.5
Total net sales	$ 3,413.1	$ 3,552.7	$ 3,551.3

The Company's two largest customers accounted for the following percentages of net sales for the fiscal years ended September 30:

	Percentage of Net Sales		
	2025	2024	2023
The Home Depot	34 %	30 %	29 %
Lowe's	18 %	18 %	18 %

Accounts receivable for these two largest customers as a percentage of consolidated accounts receivable were 25% and 18% as of September 30, 2025 and 2024, respectively.

The following table presents net sales by geographic area for the periods indicated:

	Year Ended September 30,		
	2025	2024	2023
Net sales:			
United States	$ 3,134.5	$ 3,247.8	$ 3,209.5
International	278.6	304.9	341.8
	$ 3,413.1	$ 3,552.7	$ 3,551.3

Other than the United States, no other country accounted for more than 10% of the Company's net sales for any period presented above.

The following table presents property, plant and equipment by geographic area:

	September 30,	
	2025	2024
Property, plant and equipment:		
United States	$ 572.5	$ 549.4
International	59.1	60.1
	$ 631.6	$ 609.5

Schedule II—Valuation and Qualifying Accounts
for the fiscal year ended September 30, 2025

Column A	Column B	Column C	Column D	Column E	Column F
Classification	Balance at Beginning of Period	Additions Other	Additions Charged to Expense	Deductions Credited and Write-Offs	Balance at End of Period
			(In millions)		
Valuation and qualifying accounts deducted from the assets to which they apply:					
Allowance for expected credit losses	$ 11.5	$ —	$ 9.0	$ (4.5)	$ 16.0
Income tax valuation allowance	96.5	0.5	12.0	(12.2)	96.8

Schedule II—Valuation and Qualifying Accounts
for the fiscal year ended September 30, 2024

Column A	Column B	Column C	Column D	Column E	Column F
Classification	Balance at Beginning of Period	Additions Other	Additions Charged to Expense	Deductions Credited and Write-Offs	Balance at End of Period
			(In millions)		
Valuation and qualifying accounts deducted from the assets to which they apply:					
Allowance for expected credit losses	$ 116.4	$ —	$ 3.7	$ (108.6)	$ 11.5
Income tax valuation allowance	87.7	3.6	13.7	(8.5)	96.5

Schedule II—Valuation and Qualifying Accounts
for the fiscal year ended September 30, 2023

Column A	Column B	Column C	Column D	Column E	Column F
Classification	Balance at Beginning of Period	Additions Other	Additions Charged to Expense	Deductions Credited and Write-Offs	Balance at End of Period
			(In millions)		
Valuation and qualifying accounts deducted from the assets to which they apply:					
Allowance for expected credit losses	$ 14.4	$ —	$ 109.6	$ (7.6)	$ 116.4
Income tax valuation allowance	40.7	9.5	37.8	(0.3)	87.7

The Scotts Miracle-Gro Company

Index to Exhibits

Exhibit No.	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
3.1(a)	Initial Articles of Incorporation of The Scotts Miracle-Gro Company filed on November 22, 2004	8-K	3.1	March 24, 2005	
3.1(b)	Certificate of Amendment by Shareholders to Articles of Incorporation of The Scotts Miracle-Gro Company filed on March 18, 2005	8-K	3.2	March 24, 2005	
3.2	Code of Regulations of The Scotts Miracle-Gro Company	8-K	3.3	March 24, 2005	
4.1(a)	Indenture, dated as of December 15, 2016, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	8-K	4.1	December 16, 2016	
4.1(b)	First Supplemental Indenture, dated July 17, 2018, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	10-Q	10.4	August 8, 2018	
4.1(c)	Second Supplemental Indenture, dated March 24, 2020, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	10-Q	4.2	May 6, 2020	
4.1(d)	Third Supplemental Indenture, dated March 29, 2021, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	10-Q	4.2	May 12, 2021	
4.1(e)	Fourth Supplemental Indenture, dated June 24, 2021, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	10-Q	4.1	August 11, 2021	
4.1(f)	Form of 5.250% Senior Notes due 2026 (included in Exhibit 4.1)	8-K	4.2	December 16, 2016	
4.2(a)	Indenture, dated as of October 22, 2019, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	8-K	4.1	October 28, 2019	
4.2(b)	First Supplemental Indenture, dated March 24, 2020, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	10-Q	4.1	May 6, 2020	
4.2(c)	Second Supplemental Indenture, dated March 29, 2021, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	10-Q	4.3	May 12, 2021	
4.2(d)	Third Supplemental Indenture, dated June 24, 2021, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	10-Q	4.2	August 11, 2021	
4.2(e)	Form of 4.500% Senior Notes due 2029 (included in Exhibit 4.1)	8-K	4.2	October 28, 2019	
4.3(a)	Indenture, dated as of March 17, 2021, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	8-K	4.1	March 17, 2021	
4.3(b)	First Supplemental Indenture, dated as of June 24, 2021, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	10-Q	4.3	August 11, 2021	
4.3(c)	Form of 4.000% Senior Notes due 2031 (included in Exhibit 4.1)	8-K	4.2	March 17, 2021	
4.4(a)	Indenture, dated as of August 13, 2021, by and among The Scotts Miracle-Gro Company, the Guarantors (as defined therein) and U.S. Bank National Association, as trustee	8-K	4.1	August 13, 2021	
4.4(b)	Form of 4.375% Senior Notes due 2032 (included in Exhibit 4.1)	8-K	4.2	August 13, 2021	

Exhibit No.	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
4.5	Agreement to furnish copies of instruments and agreements defining rights of holders of long-term debt				X
4.6	Description of Capital Stock				X
10.1(a)	Seventh Amended and Restated Credit Agreement, dated as of November 21, 2025, by and among The Scotts Miracle-Gro Company, as a Borrower; the Subsidiary Borrowers (as defined therein); JPMorgan Chase Bank, N.A., as Administrative Agent; Bank of America, N.A., Mizuho Bank, LTD., Wells Fargo Bank, National Association, Truist Bank, PNC Bank, National Association and Capital One, N.A, as Co-Syndication Agents, Farm Credit Canada, TD Bank, N.A., Coöperatieve Rabobank U.A., New York Branch, U.S. Bank National Association and Citizens Bank, N.A., as Co-Documentation Agents; and the several other banks and other financial institutions from time to time parties thereto	8-K	10.1	November 24, 2025	
10.1(b)	Seventh Amended and Restated Guarantee and Collateral Agreement, dated as of November 21, 2025, made by The Scotts Miracle-Gro Company, each domestic Subsidiary Borrower under the Seventh Amended and Restated Credit Agreement, and certain of its and their domestic subsidiaries, in favor of JPMorgan Chase Bank, N.A., as Administrative Agent	8-K	10.2	November 24, 2025	
10.2(a)†	The Scotts Miracle-Gro Company Long-Term Incentive Plan (reflects amendment and restatement of plan formerly known as The Scotts Miracle-Gro Company 2006 Long-Term Incentive Plan) [January 17, 2013 through January 26, 2017]	8-K	10.1	January 24, 2013	
10.2(b)†	Form of Standard Nonqualified Stock Option Award Agreement for Employees used to evidence grants made under The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 17, 2013 through January 26, 2017]	10-Q	10.7	May 7, 2015	
10.3(a)†	The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 27, 2017 through January 23, 2022]	8-K	10.1	January 30, 2017	
10.3(b)†	Form of Standard Nonqualified Stock Option Award Agreement for Employees used to evidence grants which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 27, 2017 through January 23, 2022]	10-K	10.3(c)	November 22, 2023	
10.4(a)†	The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 24, 2022 through January 22, 2023]	8-K	10.1	January 27, 2022	
10.4(b)†	Form of Standard Nonqualified Stock Option Award Agreement for Employees used to evidence grants which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 24, 2022 through January 22, 2023]	10-K	10.4(d)	November 22, 2023	
10.5(a)†	The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 23, 2023 through January 21, 2024]	8-K	10.1	January 27, 2023	
10.5(b)†	Form of Special Restricted Stock Unit Award Agreement for Non-Employee Directors (with Related Dividend Equivalents) used to evidence grants which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 23, 2023 through January 21, 2024]	8-K	10.2	January 27, 2023	
10.5(c)†	Form of Standard Restricted Stock Unit Award Agreement for Non-Employee Directors (with Related Dividend Equivalents) used to evidence grants which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 23, 2023 through January 21, 2024]	10-K	10.5(c)	November 22, 2023	

Exhibit No.	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
10.5(d)†	Form of Standard Performance Unit Award Agreement for Employees used to evidence grants which may be made under The Scotts Miracle-Gro Long-Term Incentive Plan [January 23, 2023 through January 21, 2024]	8-K	10.1	February 1, 2023	
10.5(e)†	Form of Standard Nonqualified Stock Option Award Agreement for Employees used to evidence grants which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan [January 23, 2023 through January 21, 2024]	10-K	10.5(e)	November 22, 2023	
10.6(a)†	The Scotts Miracle-Gro Company Long-Term Incentive Plan (effective as of January 22, 2024)	8-K	10.1	January 24, 2024	
10.6(b)†	Form of Standard Restricted Stock Unit Award Agreement for Non-Employee Directors (with Related Dividend Equivalents) which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan	8-K	10.2	January 24, 2024	
10.6(c)†	Form of Deferred Stock Unit Award Agreement for Non-Employee Directors (with Related Dividend Equivalents) which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan	8-K	10.3	January 24, 2024	
10.6(d)†	Form of Standard Nonqualified Stock Option Award Agreement for Employees used to evidence grants which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan	10-Q	10.8	February 7, 2024	
10.6(e)†	Form of Fiscal Year Incentive RSU Award Notice	8-K	10.1	November 12, 2025	
10.6(f)†	Form of Performance Unit Award Agreement which may be made under The Scotts Miracle-Gro Long-Term Incentive Plan	10-Q	10.10	February 7, 2024	
10.6(g)†	Form of Performance Unit / Cash Unit Award Agreement for Employees which may be made under The Scotts Miracle-Gro Long-Term Incentive Plan	8-K	10.1	February 15, 2024	
10.7(a)†	The Scotts Company LLC Amended and Restated Executive Incentive Plan (effective as of October 1, 2019)	10-Q	10	August 5, 2020	
10.7(b)†	Form of Employee Confidentiality, Noncompetition, Nonsolicitation Agreement for employees participating in The Scotts Company LLC Executive/Management Incentive Plan (now known as The Scotts Company LLC Amended and Restated Executive Incentive Plan)				X
10.8†	The Scotts Company LLC Executive Retirement Plan, as Amended and Restated as of January 1, 2023				X
10.9(a)†	Employee Confidentiality, Noncompetition, Nonsolicitation Agreement, dated as of December 12, 2013, by and between The Scotts Company LLC, all companies controlled by, controlling or under common control with The Scotts Company LLC, and James Hagedorn	8-K	10.2	December 17, 2013	
10.9(b)†	Executive Severance Agreement, dated as of December 11, 2013, by and between The Scotts Company LLC and James Hagedorn	8-K	10.1	December 17, 2013	
10.10†	Summary of Compensation for Nonemployee Directors of The Scotts Miracle-Gro Company (effective as of January 27, 2025)				X
10.11(a)†	The Scotts Company LLC Executive Severance Plan, adopted on April 25, 2017	10-Q	10.9	May 10, 2017	
10.11(b)†	Form of Tier 1 Participation Agreement under The Scotts Company LLC Executive Severance Plan	10-Q	10.10	May 10, 2017	
10.12	Third Amended and Restated Exclusive Agency and Marketing Agreement, entered into on July 29, 2019 and effective as of August 1, 2019, between Monsanto Company and The Scotts Company LLC	8-K	10.2	July 31, 2019	

Exhibit No.	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
10.13†	Form of Aircraft Time Sharing Agreement for Executive Officers	10-Q	10.4	May 11, 2016	
10.14(a)(i)	Master Receivables Purchase Agreement, dated October 27, 2023, by and among The Scotts Company LLC, The Scotts Miracle-Gro Company and JPMorgan Chase Bank, N.A.	8-K	10.1	November 1, 2023	
10.14(a)(ii)	Performance Undertaking, dated October 27, 2023, by The Scotts Miracle-Gro Company in favor of JP Morgan Chase Bank, N.A.	8-K	10.2	November 1, 2023	
10.14(b)(i)	First Amendment to Master Receivables Purchase Agreement, dated September 1, 2024, by and between The Scotts Miracle-Gro Company to JPMorgan Chase Bank, N.A.	8-K	10.2	September 4, 2024	
10.14(b)(ii)	Facility Extension Request Letter, dated September 1, 2024, from The Scotts Miracle-Gro Company to JPMorgan Chase Bank, N.A.	8-K	10.1	September 4, 2024	
10.14(b)(iii)	Second Amendment to Master Receivables Purchase Agreement, dated August 28, 2025, by and between The Scotts Miracle-Gro Company to JPMorgan Chase Bank, N.A.	8-K	10.1	September 3, 2025	
10.15	Separation Agreement and Release of All Claims by and between The Scotts Company LLC and Matthew E. Garth	10-Q	10.2	February 5, 2025	
10.16	Consulting Agreement, dated February 4, 2025, between The Scotts Company LLC and Hanft Ideas LLC	10-Q	10	May 7, 2025	
19	Insider Trading Policy of The Scotts Miracle-Gro Company & Subsidiaries				X
21	Subsidiaries of The Scotts Miracle-Gro Company				X
22	Guarantor Subsidiaries				X
23	Consent of Independent Registered Public Accounting Firm — Deloitte & Touche LLP				X
24	Powers of Attorney of Executive Officers and Directors of The Scotts Miracle-Gro Company				X
31.1	Rule 13a-14(a)/15d-14(a) Certifications (Principal Executive Officer)				X
31.2	Rule 13a-14(a)/15d-14(a) Certifications (Principal Financial Officer)				X
32	Section 1350 Certifications (Principal Executive Officer and Principal Financial Officer)				X
97	Executive Officer Clawback Policy	10-K	97	November 26, 2024	
101.SCH	XBRL Taxonomy Extension Schema				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase				X
101.LAB	XBRL Taxonomy Extension Label Linkbase				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase				X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				X

† Management contract, compensatory plan or arrangement.

THE Scotts Miracle-Gro COMPANY

Exhibit 4.5

November 25, 2025

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: The Scotts Miracle-Gro Company – Annual Report on Form 10-K for the fiscal year ended September 30, 2025

Ladies and Gentlemen:

The Scotts Miracle-Gro Company, an Ohio corporation ("Scotts Miracle-Gro"), is today filing its Annual Report on Form 10-K for the fiscal year ended September 30, 2025 (the "Form 10-K").

Neither Scotts Miracle-Gro nor any of its consolidated subsidiaries has outstanding any instrument or agreement with respect to its long-term debt, other than those filed or incorporated by reference as an exhibit to the Form 10-K, under which the total amount of long-term debt authorized exceeds ten percent (10%) of the total assets of Scotts Miracle-Gro and its subsidiaries on a consolidated basis. In accordance with the provisions of Item 601(b)(4)(iii) of SEC Regulation S-K, Scotts Miracle-Gro hereby agrees to furnish to the SEC, upon request, a copy of each such instrument or agreement defining the rights of holders of long-term debt of Scotts Miracle-Gro or the rights of holders of long-term debt of one of Scotts Miracle-Gro's consolidated subsidiaries, in each case which is not being filed or incorporated by reference as an exhibit to the Form 10-K.

Very truly yours,

THE SCOTTS MIRACLE-GRO COMPANY

/s/ MARK J. SCHEIWER

Mark J. Scheiwer
Executive Vice President, Chief Financial Officer &
Chief Accounting Officer

Exhibit 4.6

DESCRIPTION OF CAPITAL STOCK

As of September 30, 2025, The Scotts Miracle-Gro Company ("Scotts," the "Company," "we," "us" or "our") had one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: our common shares, without par value (our "common shares").

The following summary describes the material features of our common shares and our preferred shares, without par value (our "preferred shares"). This summary does not describe every aspect of our common shares or preferred shares and is subject to, and qualified in its entirety by reference to, all the provisions of our amended articles of incorporation and code of regulations, each of which is filed as an exhibit to this Annual Report on Form 10-K, and the applicable provisions of Ohio law.

Authorized Capital Stock

Under our amended articles of incorporation, we have the authority to issue up to an aggregate amount of 100,000,000 common shares and 195,000 preferred shares. As of September 30, 2025, there were 57,755,728 common shares issued and outstanding and no preferred shares issued and outstanding.

Common Shares

Holders of our common shares are entitled to:

- one vote for each share held;
- receive dividends when and if declared by our board of directors from funds legally available therefor, subject to the rights of holders of our preferred shares, if any, and any restrictions contained in our long-term indebtedness; and
- share ratably in our net assets, legally available to our shareholders in the event of our liquidation, dissolution or winding up, after provision for distribution to the holders of any preferred shares and to the payment in full of all amounts required to be paid to creditors or provision for such payment.

Holders of our common shares have no preemptive, subscription, redemption, conversion or cumulative voting rights. All of our outstanding common shares are fully paid and non-assessable. Our amended articles of incorporation contain no restrictions on the alienability of our common shares.

Our common shares are listed on the New York Stock Exchange ("NYSE") under the symbol "SMG."

Preferred Shares

Under our amended articles of incorporation, our board of directors is authorized to issue, without any further vote or action by our shareholders, subject to certain limitations prescribed by Ohio law and the rules and regulations of the NYSE, up to an aggregate of 195,000 preferred shares in one or more series. Our board of directors is also authorized to fix or change the rights, preferences and limitations of each series, including the division of such shares into series and the designation and authorized number of each series, dividend and distribution rights, liquidation rights, preferences and price, redemption rights and price, sinking fund requirements, voting rights, preemptive rights, conversion rights and restrictions on issuance of shares. Absent a determination by the board of directors to establish different voting rights, holders of preferred shares are entitled to one vote per share on matters to be voted upon by the holders of common shares and preferred shares voting together as a single class. Ohio law also entitles the holders of preferred shares to exercise a class vote on certain matters.

Our board of directors may authorize the issuance of preferred shares with voting or conversion rights that could adversely affect the voting power or other rights of the holders of our common shares. The issuance of preferred shares could have the effect of decreasing the market price of our common shares. The issuance of preferred shares also could have the effect of delaying, deterring or preventing a change in control of us without further action by our shareholders.

Anti-Takeover Effects of Amended Articles of Incorporation, Code of Regulations and Ohio Law

Certain provisions in our amended articles of incorporation and code of regulations and the Ohio Revised Code could discourage potential takeover attempts and make attempts by shareholders to change management more difficult. These provisions could adversely affect the market price of our shares. A description of these provisions is set forth below.

Classified Board of Directors

Our board of directors is divided into three classes, with three-year staggered terms. This classification system increases the difficulty of replacing a majority of the directors at any one time and may tend to discourage a third party from making a tender offer or otherwise attempting to gain control of us. It also may maintain the incumbency of our board of directors. Under the Ohio General Corporation Law, our shareholders may not remove any directors on our classified board of directors without cause.

Supermajority Voting Provisions

Under the Ohio General Corporation Law, in the case of most mergers, sales of all or substantially all the assets of a corporation and amendments to a corporation's articles of incorporation, the affirmative vote of two-thirds of the voting power of the corporation is required unless the corporation's articles of incorporation provide for a lower amount not less than a majority. Our amended articles of incorporation change the default voting requirement provided by the Ohio General Corporation Law to a majority of the voting power, except that the affirmative vote of two-thirds of our voting power is required with respect to any of the following:

- proposed amendments to the supermajority voting provision in our amended articles of incorporation;
- an agreement of merger or consolidation providing for the proposed merger or consolidation of us with or into one or more other corporations and requiring shareholder approval;
- a proposed combination or majority share acquisition involving the issuance of our shares and requiring shareholder approval;
- a proposal to sell, exchange, transfer or otherwise dispose of all, or substantially all, of our assets, with or without goodwill; and
- a proposed dissolution of us.

Limited Shareholder Action by Written Consent

The Ohio General Corporation Law requires that an action by written consent of the shareholders in lieu of a meeting be unanimous, except that the code of regulations may be amended by an action by written consent of holders of shares entitling them to exercise two-thirds of the voting power of the corporation or, if the articles of incorporation or code of regulations otherwise provide, such greater or lesser amount, but not less than a majority. This provision may have the effect of delaying, deferring or preventing a tender offer or takeover attempt that a shareholder might consider to be in its best interest.

Control Share Acquisition Act

The Ohio General Corporation Law provides that certain notice and informational filings, and special shareholder meeting and voting procedures, must occur prior to any person's acquisition of an issuer's shares that would entitle the acquirer to exercise or direct the voting power of the issuer in the election of directors within any of the following ranges:

- one-fifth or more but less than one-third of such voting power;
- one-third or more but less than a majority of such voting power; and
- a majority or more of such voting power.

This provision, which is known as the Control Share Acquisition Act, does not apply to a corporation if its articles of incorporation or code of regulations so provide. We have not opted out of the application of the Control Share Acquisition Act.

Merger Moratorium Statute

Chapter 1704 of the Ohio Revised Code, known as the Merger Moratorium Statute, prohibits specified business combinations and other transactions (including mergers, consolidations, asset sales, loans, disproportionate distributions of property and disproportionate issuances or transfers of shares or rights to acquire shares) between an Ohio corporation and an "Interested Shareholder" (as such term is defined in Section 1704.01 of the Ohio Revised Code) for a period of three years after a person becomes an Interested Shareholder, unless, prior to such date, the directors approved either the business combination or other transaction or approved the acquisition that caused the person to become an Interested Shareholder. Under the Merger Moratorium Statute, an Interested Shareholder generally includes any beneficial owner of shares of an Ohio corporation who, alone or with others, may exercise or direct the exercise of at least 10% of the voting power of the corporation in the election of directors.

Following the three-year moratorium period, the corporation may engage in the covered transaction with the Interested Shareholder only if:

- the transaction receives the approval of the holders of shares entitling them to exercise at least two-thirds of the voting power of the corporation in the election of directors (or a different proportion specified in the corporation's articles of incorporation), including at least a majority of the voting shares held by persons other than an Interested Shareholder; or

- the remaining shareholders receive an amount for their shares equal to the higher of the highest amount paid in the past by the Interested Shareholder for the corporation's shares or the amount that would be due to the shareholders if the corporation were to dissolve.

The Merger Moratorium Statute does not apply to a corporation if its articles of incorporation or code of regulations so provide. We have not opted out of the application of the Merger Moratorium Statute.

Exhibit 10.7(b)

[LOGO]

EMPLOYEE CONFIDENTIALITY, NONCOMPETITION, NONSOLICITATION AGREEMENT

This Employee Confidentiality, Noncompetition, Nonsolicitation Agreement ("Agreement"), is by and between The Scotts Company LLC, and all companies controlled by, controlling or under common control with the Scotts Company LLC (collectively, the "Company"), and the person designated on the signature page hereof as "Employee." This Agreement is effective as of the date signed by Employee below (the "Effective Date").

WHEREAS, the Company desires to employ (or to continue to employ) Employee, and Employee desires to be employed by (or to continue to be employed by) the Company, in a position with respect to which Employee will have access to certain confidential and proprietary information of the Company;

WHEREAS, the Company desires to have Employee participate (or continue to participate) and Employee has reviewed and desires to participate (or continue to participate) in The Scotts Company LLC Executive/Management Incentive Plan (the "Plan"); and,

WHEREAS, the Company believes, and Employee hereby acknowledges, that the confidential and proprietary information of the Company is extremely important to the success of the Company, and Employee understands and agrees that the Company is willing to provide Employee access or continued access to such information, subject to and in consideration of the agreements of Employee set forth herein regarding confidentiality, noncompetition, nonsolicitation and related matters;

NOW, THEREFORE, in consideration for employment or continued employment, participation in the Plan, access to or continued access to Confidential Information (defined below), training, compensation and benefits, as well as other good and valuable consideration provided by the Company to Employee, the receipt and sufficiency of which are hereby acknowledged, Employee freely enters this Agreement according to the following terms and conditions:

1. Confidential Information. As used in this Agreement the term "Confidential Information" shall mean any and all financial, commercial, technical, engineering or other information in written, oral, visual, or electronic form concerning the business and affairs of the Company including, without limitation, (i) information derived from reports, investigations, experiments, research and work in progress, (ii) methods of operation, (iii) market data, (iv) proprietary computer programs and codes, (v) drawings, designs, plans and proposals, (vi) marketing and sales programs, (vii) client and supplier lists and any other information about the Company's relationships with others, (viii) financial information and financial projections, (ix) network and system architecture, (x) all other concepts, ideas, materials and information prepared or performed for or by the Company and (xi) all information related to the business plan, strategies, business, products, purchases or sales of the Company or any of its suppliers and customers. The term "Confidential Information" does not include information that: (a) was or is made available to the public without restriction by the Company or by a third party who has the right to disclose such information; (b) was previously known to the Employee independent of the Company or, subject to the terms of Section 4 of this Agreement, independently developed or derived by Employee without the aid, application or use of any Confidential Information, as evidenced by corroborating, dated documentation; or (c) is disclosed to Employee on a non-confidential basis by a third party who has the right to disclose such information.

2. Confidentiality. Employee recognizes and acknowledges that the Confidential Information, as it may exist from time to time, is a valuable, special and unique asset of the Company. Employee further recognizes and acknowledges that access to and knowledge of the Confidential Information is essential to the performance of the Employee's duties as an employee of the Company. Accordingly, during Employee's employment with the Company, and for an indefinite period thereafter, Employee shall hold in strict confidence and shall not, directly or indirectly, disclose or reveal to any person, or use for Employee's own personal benefit or for the benefit of anyone other than the Company, any Confidential Information of any kind, nature or description (whether or not acquired, learned, obtained or developed by Employee alone or in conjunction with others) belonging to or concerning the Company, or any of its customers or clients or others with whom the Company now or hereafter has a business relationship, except (a) with the prior written consent of the Company, or (b) in the course of the proper performance of Employee's duties as an employee of the Company. Upon the termination of Employee's employment with the Company, or whenever requested by the Company, Employee shall immediately deliver to the Company all Confidential Information in Employee's possession or under Employee's control.

3. Company Property. Upon the termination of Employee's employment with the Company, or whenever requested by the Company, Employee shall immediately deliver to the Company all property in Employee's possession or under Employee's control belonging to the Company without limitation.

4. Employee Created Intellectual Property. Any and all inventions, ideas, improvements, discoveries, concepts, writings, processes, procedures, products, designs, formulae, specifications, samples, methods, know how or other things of value ("Intellectual Property") which Employee may make, conceive, discover or develop, either solely or jointly with any other person or persons, at any time during the term of this Agreement or during the term of any prior employment by the Company, whether during working hours or at any other time and whether at the request or upon the suggestion of the Company or otherwise, which relate to or are useful in connection with the business now or hereafter carried on by the Company, shall be the sole and exclusive property of the Company, and where applicable, all copyrightable works shall be considered "Works Made for Hire" under the
U.S. Copyright Act, 17 USC § 101 et seq. Employee (a) agrees to promptly disclose all such Intellectual Property to the Company, (b) agrees to do everything necessary or advisable to vest absolute title thereto in the Company, (c) assigns, without further consideration, to the Company all right, title and interest in and to such Intellectual Property, free and clear of any claims, liens or reserved rights of the Employee, and (d) irrevocably relinquishes for the benefit of the Company and its assignees any moral rights in the Intellectual Property recognized by applicable law.

5. Restrictive Covenants. Employee agrees that during the Employee's employment with the Company and for a period of two (2) years thereafter, Employee shall not, directly or indirectly, for Employee's own benefit or for the benefit of any person or entity other than the Company:

(a) engage in, or be employed by a person or entity that engages in, the business of providing services and/or products that are competitive with the Company's business as that business is conducted or proposed to be conducted during the Employee's employment. This prohibition shall generally apply to any competitive activities in any geographic area either in which the Company is engaged in business activities or in which its customers are located as of the date that Employee's employment ends;

(b) in addition to the prohibition contained in paragraph 5(a), Employee shall not be employed, or provide consulting services or other assistance to the Companies listed in Appendix A (the "List"). The Company reserves the right to identify additional or alternate companies for inclusion on the List in the future. Employee may contact the Company from time to time to obtain an updated copy of the List and the Company will promptly provide such list;

(c) employ, solicit for employment, or advise or recommend to any other person ("person" meaning a natural person or legal entity) that such other person employ or solicit for employment, any current or past employee of the Company (where "past employee of the Company" means any person employed by the Company within one year of the solicitation or proposed employment);

(d) solicit or induce, or attempt to solicit or induce, any customer or prospective customer of the Company (i) to cease being, or not becoming, a customer of the Company or (ii) to divert any of the customer's business or prospective business from the Company;

(e) otherwise interfere with, disrupt, or attempt to interfere with or disrupt the relationship, contractual or otherwise, between the Company and any of its customers, clients, suppliers, consultants or employees; or

(f) deliberately engage in any action that will cause substantial harm to the Company, including, but not limited to, disparagement of the Company.

Employee agrees that the restrictions contained in this Section 5 are reasonable in scope, duration, and geographic territory, and necessary to protect the Company's legitimate business interests. The restrictive covenants set forth in this Paragraph 5 are subject to Paragraph 8 hereof and Employee hereby waives any and all right to attack the validity of such covenants on the grounds of the breadth of their geographic scope or the length of their term.

6. Certain Remedies.

(a) Employee agrees and acknowledges that Employee's breach of any of the provisions of paragraphs 2 and 5 of this Agreement will cause, in addition to any liquidated or quantifiable monetary damage, irreparable damage to the Company for which monetary damages alone will not constitute an adequate remedy. Consequently, Employee agrees

that the Company shall be entitled as a matter of right (without being required to prove damages or furnish any bond or other security) to obtain a restraining order, an injunction, an order of specific performance, or other equitable or extraordinary relief from any court of competent jurisdiction restraining any further breach of such provisions by Employee or requiring Employee to perform its obligations hereunder. Such right to equitable or extraordinary relief shall not be exclusive but shall be in addition to all other rights and remedies to which the Company may be entitled at law or in equity, including without limitation the right to recover monetary damages as set forth in paragraph 6(b) and for the breach of any of the provisions of this Agreement.

(b) The parties agree that the monetary value of any breach of paragraphs 2 or 5 would be difficult to calculate. As a result, the parties agree that in the event of a breach of paragraph 2 or 5, in addition to any additional monetary damages that may be proven, Employee shall give up any right Employee may have to any unpaid bonus under the Plan, and shall, upon the Company's demand, repay all payments Employee has received under the Plan within 3 years prior to the breach. Employee acknowledges that this is a reasonable basis for estimating damages from such breach and that these estimated damages are separate from the irreparable harm contemplated in subparagraph 6(a).

(c) In the event that the Company seeks court enforcement of any of the provisions of this Agreement, or is forced to respond to an action filed by Employee and related to this Agreement, and the Company is the substantially prevailing party, Employee shall pay the Company's reasonable attorney's fees and costs incurred in those efforts.

7. Term of this Agreement. Except as otherwise expressly provided in paragraph 5, this Agreement shall continue in effect and survive for an indefinite period notwithstanding the termination of Employee's employment with the Company for any reason.

8. NO EMPLOYMENT AGREEMENT. THIS AGREEMENT IS NOT, HOWEVER, AND SHALL NOT BE DEEMED TO BE, AN EMPLOYMENT AGREEMENT THAT OBLIGATES THE COMPANY TO EMPLOY EMPLOYEE, OR OBLIGATES EMPLOYEE TO CONTINUE IN THE COMPANY'S EMPLOYMENT, FOR ANY TERM WHATSOEVER. UNLESS THERE IS A SEPARATE, WRITTEN EMPLOYMENT CONTRACT BETWEEN EMPLOYEE AND THE COMPANY TO THE CONTRARY, EMPLOYEE IS AN "AT WILL" EMPLOYEE OF THE COMPANY AND THE CONTINUATION OF EMPLOYEE'S EMPLOYMENT BY THE COMPANY IS SUBJECT TO THE RIGHT OF THE COMPANY TO TERMINATE SUCH EMPLOYMENT AT ANY TIME, WITHOUT CAUSE.

9. Severability. If any provision of this Agreement is held to be unenforceable for any reason, that provision shall be severed and this Agreement shall remain in full force and effect in all other respects. If any provision of this Agreement, although unenforceable as written, may be made enforceable by limitation thereof, then such provision will be enforceable to the maximum extent permitted by applicable law.

10. **APPLICABLE LAW. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF OHIO IRRESPECTIVE OF CHOICE OF LAW PRINCIPLES.** Employee and the Company agree that any action brought by any party in connection with this Agreement shall be filed in either state or federal court located within the State of Ohio.

11. No Reliance. Employee represents and warrants to the Company that no promise or inducement for this Agreement has been made to Employee except as set forth herein; and this Agreement is executed by Employee freely and voluntarily, and without reliance upon any statement or representation by the Company, or any of the Company's attorneys, employees or agents except as expressly set forth herein.

12. Assignment. The Company may assign, in whole or in part, its rights and obligations under this Agreement. The rights of the Company shall enure to the benefit of, and the obligations of the Company shall be binding upon, the Company's successors and assigns. Employee shall not be entitled to assign any of Employee's rights or obligations under this Agreement.

13. Notification. Employee shall notify any person or entity employing Employee or intending to employ Employee of the existence and provisions of this Agreement. Employee agrees that the Company may also notify any person or entity employing Employee or intending to employ Employee of the existence and provisions of this Agreement.

14. Modification and Waiver. This Agreement shall not be modified unless such modification is in writing and signed by the [*Chief Human Resources Officer*] for the Company. Further, the parties agree that the Company's waiver of any provision of this Agreement shall not constitute a waiver of any other provision of this Agreement.

AGREED AND ACKNOWLEDGED:

EMPLOYEE:

Signature

Printed Name

Date

THE SCOTTS COMPANY AND ITS AFFILIATES

By:

Signature

Printed Name

Exhibit 10.8

THE SCOTTS COMPANY LLC
EXECUTIVE RETIREMENT PLAN

Certificate

I, Amanda Rico, Senior Vice President, Chief Human Resources Officer of The Scotts Company LLC, hereby certify that the Restatement of *The Scotts Company LLC Executive Retirement Plan*, effective January 1, 2023, and set forth in the attached Exhibit I, filed herewith and made a part hereof, was implemented by me this day and made effective as of the date set forth therein.

This action is taken by me on behalf of The Scotts Company LLC, pursuant to delegations to me by the Compensation and Organization Committee of the Board of Directors of The Scotts Miracle-Gro Company on August 8, 2007, which delegation remains in full force and effect, as of the date of this Certificate.

THE SCOTTS COMPANY LLC

/s/ AMANDA RICO
Amanda Rico
Senior Vice President, Chief Human Resources Officer

Effective: July 16, 2025

THE SCOTTS COMPANY LLC
EXECUTIVE RETIREMENT PLAN

Amended and Restated as of January 1, 2023

THE SCOTTS COMPANY LLC
EXECUTIVE RETIREMENT PLAN
Amended and Restated as of January 1, 2023

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THE SCOTTS COMPANY LLC
EXECUTIVE RETIREMENT PLAN
Amended and Restated as of January 1, 2023

SECTION 1
NAME AND PURPOSE

The Scotts Company LLC Executive Retirement Plan provides Eligible Employees the opportunity to defer certain salary, bonuses, and other compensation and to receive other benefits in accordance with the terms of the Plan. The Plan is unfunded. It is intended that the Plan be exempt from the funding, participation, vesting and fiduciary provisions of Title I of ERISA.

The Plan is subject to Code Section 409A. The provisions of the Plan apply to: (a) any Participant who is receiving or accruing benefits on the Effective Date; (b) any individual who becomes a Participant on or after the Effective Date; and (c) any Participant who retires, becomes Disabled, dies or terminates employment in accordance with the Plan on or after the Effective Date.

Effective with respect to Plan Years beginning on and after January 1, 2014, the Plan was revised to include provisions regarding Supplemental Retirement Awards.

Effective with respect to Plan Years beginning on and after January 1, 2015, the Plan was amended and restated to incorporate prior amendments and to remove provisions that are no longer applicable or relevant to the operation of the Plan. The Plan was amended again effective January 1, 2019, so that (1) "ERP 2 Deferrals" (as described in Section 4.3(a)(ii) of the Plan) would begin to be calculated in the first pay period in which all of the participant's compensation during the pay period, after being added to compensation paid in prior pay periods, exceeds the compensation limitation amount under Internal Revenue Code Section 401(a)(17), and (2) the Matching Contributions formula would be consistent with the new formula under the Retirement Savings Plan.

Effective January 1, 2023, the Plan is amended and restated again to (1) incorporate past amendments, (2) remove outdated references to "Transitional Contributions" accounts, which no longer exist, (3) provide that eligible Compensation does not include pay earned after the last day of the payroll period in which the Participant's Separation from Service occurs, (4) update the claims review and appeals procedures, (5) clarify performance award deferral eligibility, (6) clarify calculation of matching contributions, and (7) provide for arbitration of certain claims under the Plan. Except as otherwise specifically provided, the benefits due an individual under the Plan or any prior version of the Plan shall be determined based on the provisions of the Plan (or the applicable predecessor) in effect on the date he or she separated from the service of the Employer and shall not be affected by any subsequent amendment to the Plan.

THE SCOTTS COMPANY LLC
EXECUTIVE RETIREMENT PLAN
Amended and Restated as of January 1, 2023

SECTION 2
DEFINITIONS

The following terms have the indicated meanings.

2.1. Account or Accounts

"Account" or "Accounts," as applicable, means the separate Account or a subaccount established for each Participant pursuant to Section 4 of the Plan. A Participant's Account shall consist of a Performance Award Account, a Base Salary Account, a Matching Account, a Retirement Account, a Retention Award Account and a Supplemental Retirement Award Account. Accounts are bookkeeping benchmark accounts maintained solely for accounting purposes.

2.2. Adjustments

"Adjustments" means the credits to or debits from Accounts as provided in Section 4.

2.3. Affiliate

"Affiliate" means any business organization or legal entity that, directly or indirectly, controls, is controlled by, or is under common control with, the Company. For purposes of this definition, control (including the terms controlling, controlled by, and under common control with) includes the possession, direct or indirect, of the power to vote 50% or more of the voting equity securities, membership interests or other voting interests, or to direct or cause the direction of the management and policies of, such business organization or other legal entity, whether through the ownership of equity securities, membership interests or other voting interests, by contract or otherwise.

2.4. Base Salary

For purposes of this Plan, "Base Salary" means the portion of a Participants' Compensation that constitutes salary, and amounts received in lieu of salary (including, but not limited to, paid time off, vacation pay, salary continuation, and short-term disability benefits).

2.5. Base Salary Account

"Base Salary Account" means the Participant's subaccount to which Base Salary deferral contributions are allocated pursuant to Section 4.3.

2.6. Base Salary Deferral Election

"Base Salary Deferral Election" means an Eligible Employee's election, in a manner prescribed by the Benefits Administrative Committee, to defer Base Salary pursuant to the Plan.

2.7. Beneficiary

"Beneficiary" means the person or persons designated in writing as such and filed with the recordkeeper at any time by a Participant. Any such designation may be withdrawn or changed in writing (without the consent of the Beneficiary), but only the last designation on file with the recordkeeper shall be effective. Notwithstanding any contrary provision, a change in the identity of the Beneficiary may not, and shall not, change the form and time of payment previously elected by the Participant for distribution of his or her Account or the applicable portion thereof.

2.8. Benefits Administrative Committee

"Benefits Administrative Committee" means: (a) the administrative committee appointed to administer the tax qualified retirement plans which are sponsored by the Employer; or (b) any person or entity to which the Benefits Administrative Committee delegates any of the administrative or ministerial duties assigned to it under the Plan.

2.9. Board

"Board" means the Board of Directors of the Corporation.

2.10. Cause

"Cause" means cause as defined in the LTIP.

2.11. Change in Control

"Change in Control" means change in control as defined in the LTIP.

2.12. Code

"Code" means the Internal Revenue Code of 1986, as amended from time to time.

2.13. Committee

"Committee" means the Compensation and Organization Committee of the Board.

2.14. Company

"Company" means The Scotts Company LLC.

2.15. Company Stock Fund

"Company Stock Fund" means an investment fund reflecting common shares, without par value, of The Scotts Miracle-Gro Company that shall be used as a benchmark hereunder. The Investment Committee shall have no responsibility for or discretion over the use of such fund as a benchmark hereunder.

2.16. Compensation

"Compensation" means, for the applicable Plan Year, compensation used to determine benefits under (and as defined under) the Qualified Plan, without regard to the Pay Cap plus deferrals under this Plan or any other non-qualified plan. Accordingly, "Compensation" includes eligible Compensation that is paid to the Participant no later than the regularly scheduled payroll date for the pay period that includes the Participant's Termination Date. Further, "Compensation" excludes any payments of Performance Awards or any other bonuses that are made after the payroll period outlined above.

2.17. Corporation

"Corporation" means The Scotts Miracle-Gro Company.

2.18. Disabled or Disability

"Disabled" or "Disability" means that the Participant is determined to be disabled by the Social Security Administration.

2.19. Effective Date

"Effective Date" means, in general, the effective date for the Plan's Code Section 409A restatement, January 1, 2005, unless otherwise specifically provided herein or required by law.

2.20. Eligible Employee

"Eligible Employee" has the meaning specified in Section 3.

2.21. Employee

"Employee" means an individual employed as a common law employee of the Employer.

2.22. Employer or Employers

"Employer" or "Employers" means the Company and/or its Affiliates, as indicated by the context.

2.23. ERISA

"ERISA" means the Employee Retirement Income Security Act of 1974, as amended from time to time.

2.24. ERP Eligible Pay

"ERP Eligible Pay" means Compensation less eligible RSP Compensation for the applicable Plan Year. "ERP Eligible Pay" includes but is not limited to Base Salary and cash-based Performance Awards. It also includes Compensation that exceeds the IRS Annual Compensation Limit (Pay Cap) for RSP Compensation.

2.25. Investment Committee

"Investment Committee" means: (a) the Scotts Miracle-Gro Investment Committee appointed to monitor all investment and related activities associated with the Outside Benchmark Investment Funds; or (b) any person or entity to which the Investment Committee delegates any of the investment duties assigned to it under the Plan.

2.26. Investment Fund

"Investment Fund" means the Company Stock Fund or one of the Outside Benchmark Investment Funds used as an earnings benchmark with respect to Participants' Accounts.

2.27. LTIP

"LTIP" means The Scotts Miracle-Gro Company Long-Term Incentive Plan, as amended from time to time.

2.28. Matching Account

"Matching Account" means the Participant's subaccount to which Matching Contributions are allocated pursuant to Section 4.4(b).

2.29. Outside Benchmark Investment Fund

"Outside Benchmark Investment Fund" means an Investment Fund, other than the Company Stock Fund, which has been designated by the Investment Committee as available to use as an earnings benchmark with respect to Participants' Accounts.

2.30. Pay Cap

"Pay Cap" means, for each Plan Year, the dollar threshold at which an Eligible Employee's RSP Compensation reaches the maximum recognizable annual compensation limit under Code Section 401(a)(17).

2.31. Participant

"Participant" has the meaning specified in Section 3.

2.32. Performance Award

"Performance Award" means an annual cash-based bonus payable pursuant to a plan or program maintained by an Employer that constitutes performance-based compensation under Treasury Regulation Section 1.409A-1(e).

2.33. Performance Award Deferral Election

"Performance Award Deferral Election" means an Eligible Employee's election to defer, in a manner prescribed by the Benefits Administrative Committee, a Performance Award pursuant to the Plan.

2.34. Plan

"Plan" means The Scotts Company LLC Executive Retirement Plan, as reflected in this document, as amended from time to time after the Effective Date.

2.35. Plan Year

"Plan Year" means the calendar year.

2.36. Qualified Plan

"Qualified Plan" means The Scotts Company LLC Retirement Savings Plan, and any amendments thereto.

2.37. Retention Award

"Retention Award" means an award, allocable to a Participant's Retention Award Account in accordance with Section 4.2(c). The designation of the Participants who receive a Retention Award and the amount of each Retention Award shall be determined by the Committee in its discretion. Each Retention Award shall be evidenced by a written agreement between the Employer and the Participant. The written agreement shall set forth the terms and

conditions governing the Retention Award and shall be consistent with the applicable provisions of the Plan.

2.38. Retention Award Account

"Retention Award Account" means the Participant's subaccount to which Retention Awards are allocated pursuant to Section 4.4(c).

2.39. Retirement Account

"Retirement Account" means the Participant's subaccount to which Retirement Contributions are allocated pursuant to Section 4.4(a).

2.40. Retirement Contribution

Retirement Contribution means, for Plan Years beginning before January 1, 2011, an Employer contribution allocated to each Eligible Employee's Retirement Account.

2.41. RSP Compensation

"RSP Compensation" means compensation as defined under the Qualified Plan. RSP Compensation does not include deferrals to the Plan.

2.42. Separation from Service

"Separation from Service" means a Participant's termination of employment with the Company and its Affiliates for any reason. A termination of employment will occur when the Participant and the Company and its Affiliates reasonably anticipate that (i) no further services will be performed by the Participant after a certain date or (ii) the level of bona fide services which the Participant is expected to perform for the Company and its Affiliates, as an employee or otherwise, as of a certain date is expected to permanently decrease to a level equal to 20% or less of the average level of services performed by the Participant during the immediately preceding 36-month period (or the Participant's entire period of service if less than 36 months). Further, for purposes of the Plan, a termination of employment is deemed to occur on the first date following six months after a Participant is first on a military leave, sick leave or other bona fide leave of absence. Such six-month period may be extended if the Participant retains a right to reemployment with the Company or its Affiliates under applicable statute or contract. Notwithstanding the foregoing, where a leave of absence is due to a medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than six months and where such impairment causes the Participant to be unable to perform the duties of his or her position of employment or any substantially similar position of employment with the Company, a 29-month period of absence may be substituted for such six-month period. Whether there has been a termination of

employment will be determined by the Benefits Administrative Committee, taking into account all of the facts and circumstances at the time of the termination of employment in accordance with the guidelines described in Treasury Regulation Section 1.409-1(h). Notwithstanding the foregoing, Separation from Service does not include a Participant's termination of employment on account of death or Disability.

2.43. Statutory Limits

"Statutory Limits" means the following:

(a) the maximum recognizable annual compensation under Code Section 401(a)(17);

(b) the maximum annual additions under Code Section 415(c) – the "415 Limit";

(c) the deferral limit under Code Section 402(g) – the "Deferral Limit"; and

(d) the limits on contributions for highly compensated employees under Code Sections 401(k)(3) – the "ADP Test" – and 401(m)(2) – the "ACP Test."

2.44. Supplemental Retirement Award

"Supplemental Retirement Award" means an award, allocable to a Participant's Supplemental Retirement Award Account, in accordance with Section 4.4(e). The designation of the Participants who receive a Supplemental Retirement Award and the amount of such Supplemental Retirement Award shall be determined by the Committee in its discretion.

2.45. Supplemental Retirement Award Account

"Supplemental Retirement Award Account" means the Participant's subaccount to which Supplemental Retirement Awards are allocated pursuant to Section 4.4(d).

2.46. Years of Service

"Years of Service" means the total of an Employee's full years of employment with the Employer from the Employee's adjusted service date, as assigned by the Employer, until the Employee's Separation from Service.

SECTION 3
PARTICIPANTS

Each United States-based vice president or more senior executive is an Eligible Employee and may participate in the Plan. Each other management or highly compensated employee who is designated by the Chief Executive Officer or the senior Human Resources Officer as eligible to participate in the Plan is an Eligible Employee and may participate in the

Plan so long as such Employee's eligibility or participation does not affect the Plan's intended exemption from the funding, participation, vesting and fiduciary provisions of Title I of ERISA. Each Eligible Employee who elects to participate in the Plan or for whom Employer contributions are credited in accordance with Section 4 shall be a Participant in the Plan. A Participant shall continue to participate in the Plan until his or her status as a Participant is terminated by: (a) a complete distribution of his or her Accounts pursuant to the terms of the Plan; (b) the termination of the Plan; or (c) a written directive of the Company's senior Human Resources Officer. Furthermore, for purposes of administering this Plan, each such Participant shall be deemed to be a "Specified Employee," as defined in Code Section 409A(a)(2)(B)(i) and Treasury Regulation Section 1.409A-1(i).

SECTION 4
ACCOUNTS

4.1. Establishment of Accounts

The recordkeeper will establish an Account for each Participant. A Participant's Account shall consist of a Performance Award Account, a Base Salary Account, a Matching Account, a Retirement Account, a Retention Award Account and a Supplemental Retirement Award Account.

4.2. Election of Participant to Defer Performance Awards

(a) Performance Awards. An Eligible Employee may, at the discretion of the Committee, and on such terms and conditions as it may specify, elect to have a percentage of any cash-based Performance Award that may be awarded to him or her by the Employer for, as applicable, of (i) a Plan Year or (ii) a fiscal year ending in the following Plan Year, allocated to his or her Performance Award Account and paid on a deferred basis pursuant to the terms of the Plan. To make an election with respect to a Performance Award, an Eligible Employee must advise the Employer of his or her election in writing or by filing an election electronically, using procedures prescribed by the Benefits Administrative Committee. Such elections must be made on or before the date prescribed by the Benefits Administrative Committee, which shall be no later than December 31 of the preceding calendar year, as applicable, (i) the Plan Year to which the Performance Award relates or (ii) the Plan Year in which the fiscal year to which the Performance Award relates ends. In no event may a deferral election be made with respect to any portion of a Performance Award that is "readily ascertainable," *i.e.*, both calculable and substantially certain to be paid at the time of the election. Further, for such election to be effective, an Eligible Employee must have provided services for the Employer as an Employee continuously from the beginning of the applicable performance period (even if he or she did not yet

qualify as an Eligible Employee on the first day of the applicable performance period).

(b) Performance Awards for Newly Eligible Employees. Notwithstanding the preceding paragraph, for the Plan Year in which an Employee first becomes an Eligible Employee, such Eligible Employee is not eligible to defer Performance Awards with respect to any performance period that begins in such Plan Year. Such Eligible Employee can make a Performance Award Deferral Election for performance periods beginning in the following Plan Year in accordance with Section 4.2(a).

(c) Calendar Year Performance Awards. Calendar year Performance Awards shall be taken into account in the Plan Year in which any non-deferred portion of such Performance Award would be paid.

(d) Performance Award Account. If a Performance Award Deferral Election is submitted to the recordkeeper in accordance with this Section 4.2., the Employer will credit to the Participant's Performance Award Account the amount of any timely deferral determined in accordance with this Section 4.2. All such deferral elections must be submitted no later than December 31 of the calendar year in which such deferral elections are made. Such deferral elections become irrevocable after such date and cannot be changed even if the Participant ceases to be an Eligible Employee.

(e) Deferral Election Effective Only If Employed on the Payment Date. Notwithstanding any provision of this Plan to the contrary, no Performance Award may be deferred under this Section 4.2 unless the Participant is an Employee on the date that such amount is distributed.

4.3. Election of Participant to Defer Base Salary

(a) Annual Base Salary Deferral Elections. Each Eligible Employee may, on such terms and conditions as the Committee may specify, elect separate "ERP 1" and "ERP 2" deferral percentages as provided in (i) and (ii) below:

(i) ERP 1 Deferrals. Each Eligible Employee may elect to have a percentage of his or her Base Salary attributable to Compensation that would be paid before the Eligible Employee reaches the Pay Cap deferred and allocated to his or her Base Salary Account and paid pursuant to the terms of the Plan.

(ii) ERP 2 Deferrals. Each Eligible Employee may elect to have a percentage of his or her Base Salary attributable to Compensation that would be paid

after the Eligible Employee reaches the Pay Cap deferred and allocated to his or her Base Salary Account and paid pursuant to the terms of the Plan. Notwithstanding the foregoing, this Base Salary election will not apply in a pay period in which only a portion of the Participant's Compensation, when added to all of the Participant's Compensation during the prior pay periods for the Plan Year, causes the Participant's total Compensation for the Plan Year to exceed the Pay Cap. During such pay period, the ERP 1 election described in paragraph (i) above will apply to the portion of the Participant's Compensation that does not cause total Compensation for the Plan Year to exceed the Pay Cap, but the ERP 2 Base Salary election will not apply to the excess Compensation. This ERP 2 Base Salary election will begin to apply in the first pay period in which the entire amount of the Participant's Compensation for the pay period, after being added to all of the Participant's Compensation during the prior pay periods for the Plan Year, causes the Participant's total Compensation for the Plan Year to exceed the Pay Cap.

To exercise such elections for any Plan Year, on or before the date prescribed by the Benefits Administrative Committee (which shall be no later than December 31 of the calendar year preceding the Plan Year in which the services relating to such Base Salary are performed), the Eligible Employee must advise the Employer of his or her elections in writing or by filing such elections electronically using procedures prescribed by the Benefits Administrative Committee. Such Base Salary Deferral Elections shall apply only to Base Salary earned by and payable to the Participant after the date on which the Base Salary Deferral Election is received by the recordkeeper.

(b) Newly Eligible Employees. For the Plan Year in which an Employee first becomes an Eligible Employee, such Eligible Employee is not eligible to defer a portion of his or her Base Salary. Such Eligible Employee can make a Base Salary Deferral Election for the following Plan Year in accordance with Section 4.3(a).

(c) Base Salary Account. If Base Salary Deferral Elections are submitted to the recordkeeper, the Employer will allocate to the Participant's Base Salary Account the amount of Base Salary determined in accordance with Section 4.3(a). All Base Salary Deferral Elections made under Section 4.3(a) must be submitted no later than December 31 of the calendar year in which the valid election is made in order to be effective for the following calendar year. Such deferral elections become irrevocable after such date and cannot be changed even if the Participant ceases to be an Eligible Employee.

4.4. Employer Contributions

(a) Retirement Contributions. No Retirement Contributions will be allocated to Participants' Retirement Base Account for Plan Years beginning on or after January 1, 2011.

(b) Matching Contributions. The Employer shall make a matching contribution with respect to each Participant who, under the Plan, has made or caused to be made a Base Salary Deferral Election and/or a Performance Award Deferral Election for such Plan Year. Matching contributions shall be determined and credited to a Participant's Matching Account between January 1 and March 31 of the Plan Year following the Plan Year to which they apply.

With respect to ERP Eligible Pay deferred to the Plan on or after January 1, 2019, such Participant's matching contributions shall be equal to (i) 200% of the Participant's first 3% of ERP Eligible Pay deferred to the Plan plus (ii) 50% of the Participant's next 3% of ERP Eligible Pay deferred to the Plan.

For ERP Eligible Pay deferred to the Plan on or after January 1, 2011, through December 31, 2018, such Participant's matching contributions shall be equal to (i) 150% of the Participant's first 4% of ERP Eligible Pay deferred to the Plan plus (ii) 50% of the Participant's next 2% of ERP Eligible Pay deferred to the Plan.

To be eligible to receive an allocation of such matching contributions, a Participant must be an Employee on the last day of the Plan Year or: (i) other than for Cause, has incurred a Separation from Service after obtaining age 55 and completing 10 Years of Service; (ii) died; or (iii) become Disabled during the applicable Plan Year.

(c) Retention Awards. The Employer shall allocate an amount equal to the Participant's Retention Award, if any, to the Participant's Retention Award Account.

(d) Supplemental Retirement Awards. The Employer shall allocate the amount, if any, as determined by the Committee to the Participant's Supplemental Retirement Award Account at the time specified by the Committee.

4.5. Benchmark Investment Funds

The Investment Committee may change or discontinue the Investment Funds used as investment benchmarks under the Plan, other than the Company Stock Fund, for the measure of appreciation or depreciation of previously credited amounts.

4.6. Outside Benchmark Investment Funds

Each Participant shall direct the portion of future credits to, and the existing balance of, the Participant's Account that is to be treated as invested in one or more of the Outside Benchmark Investment Funds. A Participant may change his or her direction as of any business day subject to any applicable restrictions. If a Participant does not designate one or more of the Outside Benchmark Investment Funds, the investment of his or her Account defaults to the benchmarked Investment Fund designated by the Investment Committee from time to time.

4.7. Company Stock Fund

A Participant may direct that all or a portion of future credits to the Participant's Account be treated as invested in the Company Stock Fund. A Participant's direction to have amounts treated as invested in the Company Stock Fund shall be irrevocable as to amounts so treated pursuant to such direction (*i.e.*, amounts treated as invested in the Company Stock Fund cannot subsequently be treated as invested in an Outside Benchmark Investment Fund).

4.8. Adjustment of Account Balances and Other Rules

As of each business day, the recordkeeper shall credit or debit the balances in a Participant's Accounts with Adjustments that mirror the appreciation or depreciation experienced by the Investment Funds against which such Participant's Account is benchmarked. For this purpose, appreciation shall include interest, dividends and other distributions that would have been credited or paid on such Investment Funds. Any such amounts shall be deemed to have been reinvested in the applicable benchmarked Investment Fund pursuant to procedures approved by the Benefits Administrative Committee. The crediting or debiting of Adjustments shall occur so long as there is a balance in the Participant's Account, regardless of whether such Participant has terminated employment with the Employer or has died. The Benefits Administrative Committee may prescribe any reasonable method or procedure regarding accounting for Adjustments.

The Benefits Administrative Committee may, from time to time, establish policies or rules consistent with Code Section 409A and the regulations promulgated thereunder to govern the manner and form in which Performance Award Deferral Elections and Base Salary Deferral Elections may be made as well as the manner in which the amount of any deferral, contribution, credit or Adjustment is determined, made or allocated under the Plan. Notwithstanding any contrary Plan provision, all contributions and deferrals credited to a Participant's Accounts shall be subject to the restrictions described in Section 12.8 of the Plan.

4.9. FICA

Deferrals, Employer contributions and Adjustments shall, to the extent required by law, be treated as "wages" for purposes of Federal Insurance Contributions Act ("FICA") taxes, *i.e.*, Social Security taxes.

SECTION 5
METHOD OF DISTRIBUTION OF DEFERRED COMPENSATION

5.1. Time and Form of Distribution

(a) Election of Time and Form of Distribution. At the time a Participant makes a deferral election pursuant to Sections 4.2 and 4.3, the Participant shall also elect a time and form of distribution with respect to any deferral elections and applicable matching contributions made in the same calendar year.

(i) The Participant shall deliver such election to the recordkeeper at the time the deferral elections for the applicable calendar year are made, or in the case of distributions from the Retention Award Account, in accordance with the written agreement evidencing the Participant's Retention Award.

(ii) Such elections shall also apply to any other credits to a Participant's Accounts as specified in Sections 5.1(b) and 5.1(c) for such Plan Year.

(b) Election of Time of Distribution. Amounts credited to a Participant's Accounts (other than a Retention Award Account or a Supplemental Retirement Award Account) shall be distributed to the Participant upon: (a) the Participant's Separation from Service; (b) the Participant's death; (c) the Participant's Disability; or, where applicable, (d) a certain date elected by the Participant.

(i) A Participant shall elect either a time or an event for distribution with respect to (A) Base Salary Deferral Elections, (B) Performance Award Deferral Election and (C) applicable matching contributions made in the same calendar year.

(ii) If no time or event of distribution election is made with respect to any such deferral or credit, the portion of the Participant's Accounts (other than a Retention Award Account or a Supplemental Retirement Award Account) relating thereto shall be distributed on the Participant's Separation from Service for any reason.

(iii) Amounts credited to a Participant's Retention Award Account shall be distributed in accordance with the written agreement evidencing the Participant's Retention Award.

(iv) Amounts credited to a Participant's Supplemental Retirement Award Account shall be distributed upon the first to occur of (a) the Participant's Separation from Service, (b) the Participant's death or (c) the Participant's Disability.

(c) Time of Distribution.

(i) In General. All distributions, other than distributions upon a Participant's Separation from Service, shall be made or shall commence, as applicable, within 90 days of the distribution event.

(ii) Distributions on Participant's Separation from Service. Notwithstanding any contrary provision, if the distribution event giving rise to the distribution or commencement of distributions is a Participant's Separation from Service, then the distribution shall not be made or commence, as applicable, until the first business day of the seventh month following the date of the Participant's Separation from Service. Notwithstanding the foregoing, when a Participant's Separation from Service falls on the first day of the month, distribution or commencement of distribution shall be made or commence on the date that is six months after the Participant's Separation from Service.

For any distribution subject to the six-month delay, (i) if such distribution is to be made in a lump sum, then the distribution following the six-month delay shall be equal to the Participant's Account balance at the time of such distribution; and (ii) if such distribution is to be made in annual installments, then the amount of each annual payment will be calculated by multiplying the Participant's Account balance as of the business day immediately preceding the date the payment actually is made by a fraction, the numerator of which is one and the denominator of which is the remaining number of annual payments due to the Participant. By way of example, if the Participant elects a 10-year annual installment payment for the Account balance, the first payment shall be 1/10 of the vested Account balance calculated as of the business day immediately preceding the date of such first payment. The amount of each subsequent annual payment shall be calculated on or around each anniversary of such business day.

(iii) Distributions of Matching Contributions. Notwithstanding the foregoing, with respect to any matching contribution allocated to a Participant's Matching Account under Section 4.4(b) after a distribution event described in this Section 5.1, such matching contribution shall be paid on the later of (i) the applicable payment date under the Plan or (ii) by April 1 of the Plan Year in which the matching contribution is allocated to the Participant's Matching Account.

(d) Election of Form of Distribution. Amounts credited to a Participant's Account (other than a Retention Award Account) shall be distributed to the Participant in accordance with the Participant's distribution election either in a single lump-sum payment or in substantially equal annual installments over a period of five, 10 or 15 years.

(i) A Participant shall elect a form of distribution with respect to the (A) Base Salary Deferral Elections, (B) Performance Award Deferral Election, (C) Supplemental Retirement Award or (D) applicable matching contributions made in the same calendar year.

(ii) Amounts credited to a Participant's Retention Award Account shall be distributed in accordance with the written agreement between the Employer and the Participant evidencing the Participant's Retention Award.

(iii) To the extent that an Account is distributed in installment payments, the undisbursed portions of such Account shall continue to be credited with Adjustments in accordance with the applicable provisions of Section 4.8.

(iv) Distributions of amounts benchmarked to Investment Funds other than the Company Stock Fund shall be made in cash. Distributions of amounts benchmarked to the Company Stock Fund shall be distributed in the greatest whole number of common shares of the Corporation that can be distributed based on the amount benchmarked to the Company Stock Fund (after any applicable income tax withholding), plus cash for any fractional share.

(v) If no form of distribution is elected by the Participant, the Participant's Accounts (other than the Retention Award Account) shall be distributed in the form of a single lump-sum payment and the Retention Award Account shall be distributed in accordance with the written agreement evidencing the Participant's Retention Award.

5.2. Death Benefit

If a Participant dies (either before or after payment of benefits have commenced under this Section 5), his or her Account shall be paid to the Beneficiary designated by the Participant. If there is no designated Beneficiary or no designated Beneficiary surviving at a Participant's death, payment of the Participant's Account shall be made to the Participant's estate in a single lump-sum payment within 90 days after the Participant's death. In the event of a Participant's death after distribution of his or her Account has begun, to the extent that there is a surviving Beneficiary, payment of such Account shall continue in the form of distribution in effect prior to the Participant's death. If a Participant dies prior to the commencement of distribution of his or her Account, his or her Beneficiary, if any, shall receive distribution of such Account in the form of distribution previously elected by the Participant. If a Beneficiary begins to receive any payment pursuant to this Section 5.2, but dies prior to the time that all amounts have been distributed, any remaining amount shall be paid in a single lump-sum payment to the estate of the Beneficiary.

5.3. Taxes

In the event any taxes are required by law to be withheld or paid from any payments made pursuant to the Plan, the recordkeeper shall deduct such amounts from such payments and shall transmit or cause to be transmitted the withheld amounts to the appropriate taxing authority.

5.4. Unforeseeable Emergency Distributions

The Committee, in its sole discretion, may elect to distribute all or a portion of the Participant's Account in the event such Participant requests a distribution due to an Unforeseeable Emergency, as described under Treasury Regulation Section 1.409A-3(i)(3). The Committee has delegated authority to the Benefits Administrative Committee to elect, in its sole discretion, to distribute all or a portion of the Account of a Participant who is below the senior vice president level in the event such Participant requests a distribution due to an Unforeseeable Emergency. Any distribution under this Section 5.4 shall comply with the Unforeseeable Emergency requirements of Code Section 409A and the regulations promulgated thereunder, which are incorporated herein by reference. Any distribution on account of an Unforeseeable Emergency shall not exceed the amount required to satisfy the Unforeseeable Emergency, plus amounts necessary to pay taxes reasonably anticipated as a result of such distribution, after taking into account the extent to which the Unforeseeable Emergency may be relieved through reimbursement or compensation by insurance or otherwise, by liquidation of the Participant's assets (to the extent that such liquidation would not itself cause a severe financial hardship) or by stopping deferrals under the Plan. The Participant's request shall state the nature of the severe financial hardship, the total amount requested to be distributed from his or her Plan Accounts and the total amount of the actual expense incurred or expected to be incurred on account of the

Unforeseeable Emergency. A Participant's Retention Award Account, if any, is not eligible for distribution under this Section 5.4.

5.5. Small Benefit Distribution

If the value of the Participant's Accounts (and all other nonqualified deferred compensation plan benefits required to be combined with the Plan under Treasury Regulation Section 1.409A-(1)(c)(2)) is not greater than the applicable dollar amount under Code Section 402(g)(1)(B) at the time of distribution, then such benefit shall be paid in the form of a single lump sum notwithstanding any contrary Plan provision. Any such distribution is subject, if applicable, to the delay in payment rule relating to Separation from Service events, as set forth in Section 5.1(c)(ii) of the Plan.

5.6. Distributions in the Event of a Change in Control

Notwithstanding any other provision of the Plan, an affected Participant shall receive all amounts due the Participant hereunder in a lump sum as soon as practicable after a Change in Control, and in all events within 30 days thereof. For purposes of this Section 5.6, an "affected Participant" is any Participant who is or was providing services: (i) to a corporation at the time of a Change in Control relating to such corporation; (ii) to a corporation that is liable for payments to the extent of the services provided to such corporation by the Participant or for which there is a bona fide business purpose for such corporation to be liable for such payments (other than avoidance of Federal income tax); or (iii) to a corporation that is a majority shareholder of a corporation identified in Section 5.6(i) or (ii) or any corporation in a chain of corporations in which each corporation is a majority shareholder of another corporation in the chain, ending in a corporation identified in Section 5.6(i) or (ii). This Section 5.6 shall not apply to a Participant's Retention Award Account.

5.7. Subsequent Deferral and Form of Payment Elections

Notwithstanding the foregoing, a Participant may elect, at least twelve months before a scheduled distribution date (or, in the case of a distribution date based on the Participant's Separation from Service, at least twelve months before the Separation from Service), to delay the payment date for a minimum period of sixty months from the originally scheduled date of payment, provided the election does not take effect for at least twelve months from the date on which the election is made. The distribution election change must be made in accordance with procedures and rules established by the Committee. The Participant may, at the same time the date of payment is deferred, change the form of payment provided such change in the form of payment may not effect an acceleration of payment in violation of Code Section 409A or the provisions of Treasury Regulation Section 1.409A-2(b). For purposes of this Section 5.7, a series of substantially equal annual installments is always treated as a single payment and not as a series of separate payments.

SECTION 6
ACCRUALS UNDER OTHER BENEFIT PLANS

Amounts deferred or credited under the Plan shall not be taken into account in calculating benefits or contributions under any pension benefit plan maintained by the Employer, including, but not limited to, any pension plan or retirement plan (qualified under Section 401(a) of the Code), except to the extent specifically provided in any such plan. Amounts deferred by a Participant under the Plan shall be taken into account in determining credits or accruals under Sections 4.2, 4.3 and 4.4.

SECTION 7
PARTICIPANT'S RIGHTS

Establishment of the Plan shall not be construed as giving any Participant the right to be retained in the Employer's service or employ or the right to receive any benefits not specifically provided by the Plan. A Participant shall not have any interest in amounts deferred, Employer allocations or Adjustments credited to his or her Account until such Account is distributed in accordance with the Plan. All deferrals and all amounts held for the Account of a Participant under the Plan shall remain the sole property of the Employer, subject to the claims of its general creditors and available for its use for whatever purposes desired. With respect to amounts deferred or otherwise held for the Account of a Participant, the Participant is merely a general creditor of the Employer. The obligation of the Employer hereunder is purely contractual and shall not be deemed to be or considered funded or secured in any way.

SECTION 8
NON-ALIENABILITY AND NON-TRANSFERABILITY

Except to the extent required by law or as provided in Section 12.8, the rights of a Participant to distributions as provided in the Plan shall not be assigned, transferred, pledged or encumbered or be subject in any manner to alienation or anticipation unless required under applicable law. No Participant may borrow against his or her Account. No Account shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, charge, garnishment, execution or levy of any kind, whether voluntary or involuntary, including, but not limited to, any liability that is for alimony or other payments for the support of a spouse or former spouse, or for any other relative of any Participant, unless specifically required by applicable law.

SECTION 9
ADMINISTRATION AND STANDARD OF REVIEW

The Plan shall be administered by the Benefits Administrative Committee. The Benefits Administrative Committee shall have authority to adopt rules and regulations for carrying out the Plan and, in its sole and absolute discretion, to interpret, construe and implement the provisions

hereof. Subject to the provisions of Section 10 below, any decision or interpretation of any provision of the Plan adopted by the Benefits Administrative Committee shall be final and conclusive. The acts and decisions of the Benefits Administrative Committee shall not be overturned and shall be binding on all individuals and parties unless such acts and decisions are ruled by a court of competent jurisdiction to be arbitrary and capricious. A Participant who is also a member of the Benefits Administrative Committee shall not participate in any decision involving any request made by him or her or relating in any way solely to his or her rights, duties and obligations as a Participant under the Plan.

SECTION 10
CLAIMS PROCEDURE

10.1. Filing Claims

Any Participant or Beneficiary entitled to benefits under the Plan may file a claim for benefits with the Benefits Administrative Committee (or its designee).

10.2. Notification to Claimant

If a claim is wholly or partially denied, the Benefits Administrative Committee (or its designee) will furnish written or electronic (in accordance with Department of Labor Regulations Section 2520.104b-1(c)) notification of the decision to the claimant within 90 days of receipt of the claim in a manner calculated to be understood by the claimant. Such notification shall contain the following information:

(a) the specific reason or reasons for the denial;

(b) specific reference to pertinent Plan provisions upon which the denial is based;

(c) a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary; and

(d) a description of the Plan's claims review procedures describing the steps to be taken and the applicable time limits to submit claims for review, including a statement of the claimant's right to bring a civil action under ERISA section 502(a), or alternatively under the Scotts Arbitration Program Agreement (the "Arbitration Agreement") if the claimant is a participant in the Arbitration Agreement, following an adverse benefit determination on review. Any claim, dispute or breach arising out of or in any way relating to the Plan, following an adverse benefits review of a claimant who is a participant in the Arbitration Agreement, shall be settled by binding arbitration in accordance with the Arbitration Agreement. Consistent with the Arbitration Agreement, arbitration

shall be conducted on an individualized basis only and not on a class, collective or representative basis.

If special circumstances require an extension of time for the Benefits Administrative Committee (or its designee) to process the claim, the 90-day period may be extended for an additional 90 days. Prior to the termination of the initial 90-day period, the claimant shall be furnished with a written or electronic notice setting forth the reason for the extension. The notice shall indicate the special circumstances requiring an extension of time and the date by which the Benefits Administrative Committee (or its designee) expects to render the benefit determination.

10.3. <u>Review Procedure</u>

A claimant or his or her authorized representative may, with respect to any denied claim:

(a) request a full and fair review upon a written application filed within 60 days after receipt by the claimant of written or electronic notification of the denial of his or her claim;

(b) submit written comments, documents, records and other information relating to the claim for benefits; and

(c) upon request, and free of charge, be provided reasonable access to and copies of documents and records and other information relevant to the claim for benefits.

Upon receipt of a timely, written application for review, the Company (or its designee) shall undertake a review, taking into account all comments, documents, records and information submitted by the claimant relating to the claim without regard to whether the information was submitted or considered in the initial benefit determination. If the claimant (or his or her duly authorized representative) fails to appeal the initial benefit determination to the Company (or its designee) in writing within the prescribed period of time, then the Benefits Administrative Committee's (or its designee's) adverse determination shall be final, binding and conclusive.

Any request or submission must be in writing and directed to the Company (or its designee). The Company (or its designee) will have the sole responsibility for the review of any denied claim and will take all steps appropriate in the light of its findings.

10.4. <u>Decision on Review</u>

The Company (or its designee) will render a decision upon review no later than 60 days after receipt of the request for review. If special circumstances (such as the need to hold a hearing on any matter pertaining to the denied claim) warrant additional time, the decision will be rendered as soon as possible, but not later than 120 days after receipt of the request for review. Written notice specifying the circumstances requiring an extension will be furnished to

the claimant prior to the commencement of the extension. The decision on review will be in writing and will include specific reasons for the decision, written in a manner calculated to be understood by the claimant, as well as specific references to the pertinent provisions of the Plan on which the decision is based. If the decision on review is not furnished to the claimant within the time limits prescribed above, the claim will be deemed denied on review.

SECTION 11
AMENDMENT AND TERMINATION

The Plan may, at any time and from time to time, be amended or modified by the Committee or its delegate without the consent of any Participant or Beneficiary, provided that no such amendment or modification may either accelerate the payment of the Participant's Account or delay such payment, resulting in a subsequent deferral of compensation. The Committee or its delegate may also terminate and liquidate the Plan without the consent of the Participant or Beneficiary. Any such liquidation and termination of the Plan shall be made in accordance with the termination and liquidation requirements of and under the circumstances described under Treasury Regulation Section 1.409A-3(j)(4)(ix). Any amendment or termination of the Plan will become effective as to a Participant on the date established by the Committee or its delegate. However, no amendment, modification or termination of the Plan shall, without the consent of the Participant, adversely affect such Participant's rights with respect to amounts then credited to his or her Account. Actions may be taken by the Committee or its delegate at any time and in any manner not prohibited by law.

SECTION 12
GENERAL PROVISIONS

12.1. Controlling Law

Except to the extent superseded by federal law, the laws of the State of Ohio shall be controlling in all matters relating to the Plan, including construction and performance hereof.

12.2. Captions

The captions of Sections and paragraphs of the Plan are for convenience of reference only and shall not control or affect the meaning or construction of any of its provisions.

12.3. Facility of Payment

Any amounts payable hereunder to any person who is under legal disability or who, in the judgment of the Benefits Administrative Committee, is unable to properly manage his or her financial affairs, may be paid to the legal representative of such person or may be applied for the benefit of such person in any manner which the Benefits Administrative Committee may select.

Any such payment shall be deemed to be payment for such person's Account and shall be a complete discharge of all liability of the Employer with respect to the amount so paid.

12.4. Administrative Expenses

Unless the Employer elects to pay such fees and expenses, all fees and expenses incurred in connection with administering the Plan will be charged against Participant Accounts or be deducted from the proceeds thereof, as the case may be. To extent consistent with applicable law, the Benefits Administrative Committee may, as it deems appropriate in its sole discretion, direct that any such expenses be allocated among the Accounts on either a pro rata or per capita basis.

12.5. Severability

Any provision of the Plan prohibited by the law of any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition, without invalidating the remaining provisions hereof.

12.6. Indemnification

Members of the Finance Committee of the Board, the Compensation and Organization Committee of the Board, the Investment Committee, the Benefits Administrative Committee, Officers to which the Company delegates discretionary authority with respect to the Plan, and Employees carrying out the duties of such Committees shall be indemnified by the Employer against costs, expenses, and liabilities reasonably incurred by the persons (other than amounts paid in settlement by the individual personally to which the Employer does not consent, and such consent shall not be unreasonably withheld) in connection with any action to which such persons may be a party by reason of their service as a member of the committee, except in relation to matters as to which they shall be adjudged in such action to be personally guilty of a deliberately fraudulent act or knowingly and/or willfully violating any statute, rule, or law, or obtaining personal profit or advantage with respect to the detriment of the Plan or the assets of the Plan in the performance of their duties; provided, however, that this exception to indemnification shall not apply to the extent that such persons were acting on the advice of a third party advisor retained by the Employer or such actions were reviewed and approved by a legal advisor (either inside counsel at the Employer or outside counsel retained by the Employer) or a third party advisor retained by the Employer. The foregoing right to indemnification shall be in addition to such other rights as such persons may enjoy as a matter of law or by reason of insurance coverage of any kind, but shall not extend to costs, expenses, and/or liabilities otherwise covered by insurance or that would be so covered by any insurance then in force if such insurance contained a waiver of subrogation. Rights granted hereunder shall be in addition to and not in lieu of any rights to indemnification to which the persons may be entitled under the operating agreement of the Company. Service on the Finance Committee of the Board, Compensation and Organization Committee of the Board, Investment Committee, Benefits Administrative

Committee, as an Officer to which the Company delegates discretionary authority with respect to the Plan, or as an employee carrying out the duties of such Committees shall be deemed in partial fulfillment of a person's function as an Employee, officer, and/or director of the Employer, if the person serves in such capacity as well.

12.7. Amendment to Qualified Plan or Changes to Employer Contributions and Participant Deferrals under Qualified Plan

Notwithstanding any contrary provision in this Plan, with respect to any change or addition to, any deletion from or any modification of (collectively, an "Amendment") the underlying Qualified Plan or change in the Company or Participant contributions and/or deferrals under the Qualified Plan during any Plan Year (collectively, a "Contribution Change"), where such Amendment or Contribution Change causes the Plan to be non-compliant with Code Section 409A and the regulations promulgated thereunder (including, but not limited to, Treasury Regulation Section 1.409A-2(a)(9)) or accelerates the payment of the Participant's Account or delays such payment, resulting in a subsequent deferral of compensation, such Amendment and/ or Contribution Change shall be disregarded with respect to Employer contributions, Participant deferrals, Participants' Accounts, Compensation, Performance Award Deferral Elections under or credited pursuant to the Plan or to any form or time of payment applicable to Plan benefits to the extent that the same either may cause the Plan to be or is itself non-compliant with Code Section 409A or the regulations promulgated thereunder.

12.8. Right to Offset

If the Benefits Administrative Committee determines that a Participant is, for any reason, indebted to the Company or its Affiliates, the Benefits Administrative Committee and the Company may offset such indebtedness, including any interest accruing thereon, against distributions otherwise due under the Plan provided that:

(a) such debt is incurred in the ordinary course of the service relationship between the Participant and the Company;

(b) in any taxable year of the Company, the entire amount of reduction does not exceed $5,000; and

(c) the reduction is made at the same time and in the same amount as the debt otherwise would have been due and collected from the Participant.

An election by the Company not to offset such indebtedness against distributions otherwise due under the Plan will not constitute a waiver of the Company's claim for such indebtedness or obligation.

SECTION 13
UNFUNDED STATUS OF THE PLAN

Any and all payments made to any Participant pursuant to the Plan shall be made only from the general assets of the Employers. All Accounts under the Plan shall be for bookkeeping purposes only and shall not represent a claim against specific assets of the Employers. Nothing contained in the Plan shall be deemed to create a trust of any kind or create any fiduciary relationship. Notwithstanding the foregoing, the Employers may, in their discretion and to the extent such funding would not trigger a tax on affected Participants under Code Section 409A(b)(3), establish a trust to assist them in discharging all or a portion of the benefits payable under the Plan. The assets of such trust shall remain, at all times, the assets of the Employers subject to the claims of their creditors. Amounts distributed from any such trust shall discharge the Company's obligation with respect to the benefits in question.

Exhibit 10.10

Summary of Compensation for Nonemployee Directors of The Scotts Miracle-Gro Company Effective as of January 27, 2025

At the meeting of the Board of Directors (the "Board") of The Scotts Miracle-Gro Company (the "Company") held on January 27, 2025, the Board approved the recommendations of the Nominating and Governance Committee of the Board (the "Committee") with respect to compensation for the calendar year for nonemployee members of the Board ("Nonemployee Directors") and the Lead Independent Director of the Company. The compensation approved by the Board is described below.

Annual Cash Retainer; Reimbursement of Expenses

Each of the Nonemployee Directors will be paid an annual cash retainer in the amount of $115,000 that is paid in quarterly increments of $28,750 in February, April, July and October. The Nonemployee Directors have the option to elect, in advance, to receive up to 100% of their quarterly cash retainers in cash or fully-vested deferred stock units that generally settle in three years. Nonemployee Directors receive reimbursement of all reasonable travel and other expenses associated with attending Board and Board committee meetings.

Restricted Stock Units

Shortly following each of the Company's annual meetings: (a) each Nonemployee Director will be granted restricted stock units having a grant date value of $210,000, with no additional restricted stock units awarded for serving as Board committee chairs or members; and (b) the Lead Independent Director will be granted additional restricted stock units having a grant date value of $50,000. The number of restricted stock units (and related dividend equivalents) granted to each Nonemployee Director will be calculated by dividing the aggregate value of restricted stock units to be granted to such Nonemployee Director by the closing price of the Company's common shares on the grant date and rounding any resulting fractional restricted stock unit up to the next whole restricted stock unit.

The restricted stock units (and related dividend equivalents) will be granted under The Scotts Miracle-Gro Company Long-Term Incentive Plan (Effective as of January 22, 2024) (the "2024 Plan"). Each whole restricted stock unit represents the right to receive one full common share of the Company at the time and in the manner described in the Restricted Stock Unit Award Agreement for Nonemployee Directors (with Related Dividend Equivalents) evidencing the award. Each dividend equivalent represents the right to receive additional restricted stock units (rounded to the nearest whole restricted stock unit) in respect of dividends that are declared and paid during the period beginning on the grant date and ending on the settlement date with respect to the common shares of the Company represented by the related restricted stock units.

The restricted stock units, including any restricted stock units received in respect of dividend equivalents on or prior to the vesting date, will generally become 100% vested on the first anniversary of the grant date (the "Vesting Date"). Any restricted stock units received in respect of dividend equivalents following the vesting date will be 100% vested on the date they are credited to the Nonemployee Director. If a Nonemployee Director ceases to be a member of the Board as a result of their death or becoming totally disabled, then all of the Nonemployee Director's restricted stock units (and related dividend

equivalents) will become 100% vested as of the date the Nonemployee Director's service on the Board terminates. If a Nonemployee Director ceases to be a member of the Board prior to the Vesting Date for any reason other than a change in control of the Company (except as provided above for death or disability), the Nonemployee Director's restricted stock units (and related dividend equivalents) will be immediately forfeited.

Subject to the terms of the 2024 Plan and the applicable restricted stock unit award agreement, vested restricted stock units (and related dividend equivalents) will be settled in a lump sum as soon as administratively practicable following the earliest to occur of (a) termination, (b) death, (c) disability, or (d) the third anniversary of the grant date; unless the Nonemployee Director elected, in advance, to defer settlement of the restricted stock units to a later date. Whole restricted stock units (and related dividend equivalents) will be settled in full common shares of the Company and any fractional restricted stock units will be settled in cash, determined based on the fair market value of a common share of the Company on the settlement date.

If there is a Change in Control (as defined in the 2024 Plan), each Nonemployee Director's restricted stock units (and related dividend equivalents) will become 100% vested on the date of the Change in Control and will be settled within 30-days of the Change in Control.

For more information about the restricted stock units (and related dividend equivalents) granted to the Nonemployee Directors, please refer to: (a) the Form of Deferred Stock Unit Award Agreement for Nonemployee Director Retainer Deferral (with Related Dividend Equivalents) that is included as Exhibit 10.3 to the Company's Current Report on Form 8-K filed January 24, 2024; (b) the Form of Standard Restricted Stock Unit Award Agreement for Nonemployee Directors (with Related Dividend Equivalents) that is included as Exhibit 10.2 to the Company's Current Report on Form 8-K filed January 24, 2024; and (c) the 2024 Plan that is included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 24, 2024.

Exhibit 19

THE SCOTTS MIRACLE-GRO COMPANY & SUBSIDIARIES

CORPORATE POLICY W-LG-1 **INSIDER TRADING POLICY**

To: All Scotts Associates Date: May 1, 2025
From: Mark J. Scheiwer, Executive Vice President, Chief Financial Officer & Chief Accounting Officer
Dimiter Todorov, Executive Vice President, Chief Legal Officer & Corporate Secretary

ScottsMiracle-Gro's Principle
The Scotts Miracle-Gro Company is committed to full compliance with the U.S. Federal and State securities laws and regulations. The securities laws dealing with trading in securities are intended to ensure the maintenance of fair and honest stock markets. Conduct that violates the securities laws can subject individuals, as well as the Company, to civil and criminal penalties and is contrary to the values of the Company and its subsidiaries.

GENERAL POLICY

In the course of business operations, associates and members of the Board of Directors of the Company ("Directors") may become aware of material, non-public "inside" information about the Company or about another public company, whether favorable or unfavorable. It is particularly important that all associates and Directors (and others who may become involved in these matters such as consultants and independent contractors) recognize the sensitivity of confidential business information and conduct themselves accordingly. The misuse of material, non-public information can have serious, undesirable consequences. In the case of trading in securities based on inside information or providing such information to other persons who may trade on the basis of that information, such consequences may include termination of employment, other adverse employment consequences, and criminal and civil penalties.

COVERAGE

Unlawful insider trading occurs when a person uses material non-public information obtained through their employment or other involvement with the Company to make decisions to purchase, sell or otherwise engage in transactions in that Company's securities or to provide that information to others outside the Company. The prohibitions against insider trading apply to trading or otherwise transacting in the Company's securities, tipping and making recommendations to engage in

transactions by virtually any person, including all persons associated with the Company, if the information involved is "material" and "non-public." These terms are defined below.

This Policy applies to: (1) all Directors; (2) all associates of the Company and the Company's direct and indirect subsidiaries (wherever located); (3) all Family Members (as defined below) of Directors and associates; (4) all corporations, partnerships, trusts or other entities controlled by any of the above persons (or controlled by a group comprising two or more of any of the above persons); and (5) any other person or entity as designated from time to time by the Chief Legal Officer. This Policy shall continue to apply to a Director or associate, such individual's Family Members and all corporations, partnerships, trusts or other entities controlled by such individual even after such Director's or associate's separation from service to the Company. If a Director or associate is in possession of material nonpublic information when his or her service terminates, that individual, such individual's Family Members and all corporations, partnerships, trusts or other entities controlled by such individual may not trade in Company securities until that information has become public or is no longer material. The pre-clearance procedures specified for Designated Persons (as described below) will cease to apply to transactions in Company securities upon the expiration of any blackout period applicable at the time of the separation of such Director's or associate's service as a Director or associate of the Company.

This Policy does not apply to a partnership of which any of the persons identified in clauses (1), (2) or (3) is a non-controlling general or limited partner, it being understood that transactions in Company securities by such partnership that are for the account of such non-controlling general or limited partner identified in clauses (1), (2) or (3) shall be deemed for purposes of this Policy to be transactions directly by that person (and not the partnership) and as such covered by this Policy.

The term "Family Members" includes (1) a person's family members who share the same address as, or who are financially dependent upon, that person; (2) any unrelated person who shares the same address as the person (other than employees or tenants); and (3) any family members who do not live with the covered person but whose transactions in the Company's securities are directed by the covered person or subject to that person's influence or control. You are responsible for the transactions of your Family Members and, therefore, should make them aware of the need to confer with you before they trade in Company securities, and you should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for your own account. This Policy does not, however, apply to personal securities transactions by Family Members where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or your Family Members (e.g., transactions pursuant to a trading plan compliant with Rule 10b5-1 or a trust operated and controlled by a third party not controlled by, influenced or related to you or your Family Members).

In all cases, the duty to comply or cause compliance with this Policy resides in the Director or associate.

SPECIFIC GUIDANCE

• **Materiality/Confidentiality and When Information is Considered Public**

1. All material, non-public information about the Company, whether favorable or unfavorable, is to be kept confidential until publicly disclosed by the Company. Similarly, all material, non-public information about other companies with which the Company does business, whether favorable or unfavorable, is to be kept confidential until publicly disclosed.

2. In general, information is considered material if a "reasonable" person would attach importance to the information in determining whether to purchase or sell a company's securities. Any information that could be expected to affect the Company's stock price, whether positive or negative, should be considered material. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances, and is often evaluated by enforcement authorities with the benefit of hindsight. Without attempting to list all types of material information, such information includes:

a. Company earnings, possible dividend increases or decreases, and other financial information;

b. Significant positive or negative variances to plan in consumer purchase activity, as measured by retailer point of sale, in peak lawn and garden season months;

c. Any technological or similar "break through" which, when made public, could affect a company's stock price;

d. The fact that an acquisition candidate of material importance or a material divestiture is being evaluated or considered, that discussions or negotiations are in progress, and any information relating to such matters;

e. Changes in senior management; and

f. Entry into, or termination of, a significant contract.

3. Confidential information concerning such matters is to be restricted to those associates and agents who have a "need to know" for the proper performance of their respective functions.

4. Management and each associate should exercise due care in protecting the confidentiality of such matters. In particular,

a. casual conversations in public areas are to be avoided; and

b. files containing material, non-public information should be stored in "secured" places.

5. Information that has not been disclosed to the public is generally considered to be non-public information. In order to establish that information has been disclosed to the public, it may be necessary to demonstrate that the information has been widely disseminated. Once information has been widely disseminated to the public, it is still necessary to afford the investing public with sufficient time to absorb the information. As a general rule, information should not be considered fully absorbed by the marketplace until one complete trading day has concluded after the information is released. If the information is released once a trading day has commenced, the information is not considered absorbed until the conclusion of the next trading day.

A "trading day" is any day on which the New York Stock Exchange is open for trading.

• **Restrictions on Trading in Securities**

1. Trading in Company Securities. No person subject to this Policy may buy, sell or make *bona fide* gifts of securities of the Company while aware of material, non-public or "inside" information concerning the Company. Designated Persons are subject to additional procedures specified below. It is the responsibility of each person subject to this policy to determine whether they are aware of material, non-public or "inside" information concerning the Company and, if so, to abstain from trading in Company securities.

2. Trading in the Securities of Other Companies. No person subject to this Policy who knows of a possible acquisition should make any trades in the securities of the acquisition candidate regardless of whether the acquisition is considered material to The Scotts Miracle-Gro Company or its subsidiaries. Similarly, no person subject to this Policy who becomes aware of material, non-public information relating to another company with which the Company transacts business or competes should make any trades in the securities of such company.

3. Prohibition on Short Sales. No person subject to this Policy may engage in short sales of Company securities. A short sale is the sale of a security that the seller does not own at the time of the trade; the sale is often accomplished using a security borrowed from a broker, and the seller is required to purchase the security at some time in the future to "cover" the sale.

4. Prohibition on Options Transactions. No person subject to this Policy may engage in transactions in puts, calls or other derivatives that relate to or involve Company securities. A put or call option gives the holder of the option the right to sell (put) or purchase (call) securities within a certain time period at a specified price. Such transactions are, in effect, bets on the short-term movement of the Company's stock and, therefore, create the appearance that trading is based on non-public information.

5. Prohibition on Hedging Company Securities. Certain transactions, such as forward sale or purchase contracts, equity swaps, collars and exchange funds, allow an individual to hedge against decreases in the market value of Company securities held by or granted to such individual. These transactions allow the individual to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the individual may no longer have the same objectives as the Company's other shareholders. Accordingly, persons subject to this Policy are prohibited from engaging in hedging transactions involving Company securities.

6. Prohibition on Tipping. Communication of "inside" information to another person who may trade or advise others to trade on the basis of the information is considered "tipping." Tipping is illegal and could subject both the tipper and the tippee to severe civil and criminal penalties, as well as termination of employment by the Company.

7. Exceptions. These trading restrictions do not apply to:

(a) Stock Option Exercises and Restricted Stock Awards. Exercises of stock options or other equity awards or the surrender or withholding of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations, in each case in a manner permitted by the applicable equity award agreement; provided, however, that the securities so acquired may not be sold (either outright or in connection with a "cashless" exercise transaction through a broker) other than to the Company as provided in clause (d) of this Section 5 while the associate or Director is aware of material, non-public information or, if the associate or Director is a Designated Person, while the trading window is closed;

(b) 401(k) Plan or DSPP. Acquisitions or dispositions of Company stock under the Company's 401(k) plan, the Company's Discounted Stock Purchase Plan ("DSPP") or other individual account plan which, subject to clause (c), are made pursuant to standing instructions not entered into or modified while the associate or Director is aware of material, non-public information or, if the associate or Director is a Designated Person, while the trading window is closed. This exception does not apply, however, to certain elections you may make under the 401(k) plan or DSPP, including, as applicable: (i) an election to increase or decrease the percentage of your elective deferrals that will be allocated to the Company stock fund; (ii) an election to initiate, increase or decrease contributions with respect to the DSPP; (iii) an election to make an intra-plan transfer of an existing account balance into or out of the Company stock fund; (iv) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company stock fund balance; and (v) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund;

(c) Other Purchases from or Sales to the Company. Other purchases of securities from the Company or sales of securities to the Company; and

(d) Rule 10b5-1 Trading Plans. Purchases or sales made pursuant to a binding contract, written plan or specific instruction (as discussed in more detail below, a "trading plan") which is adopted and operated in compliance with Rule 10b5-1 and this Policy. This exception applies only to *Section 1. Trading in Company Securities*. All restrictions set forth in Sections 2 through 6 above shall apply.

- **Determination of Materiality**

Determining what information about the Company or any other company is material may be difficult. If there is any doubt or the question is close, then the answer should be not to trade while aware of such information. If an associate has a question, he or she should raise it with the Chief Financial Officer or the Chief Legal Officer.

• **Penalties**

Persons who trade in a company's securities while aware of inside information are subject to severe sanctions, including (i) termination or suspension of employment by the Company, (ii) ineligibility for future participation in the Company's equity incentive programs, (iii) compensation freezing, (iv) disgorgement of gains or avoided losses from transactions that violate this Policy, (v) reimbursement of the Company's costs in responding to a violation of this Policy, as well as (vi) civil and criminal penalties, which could include monetary fines, liability for damages and prison time.

• **Additional Restrictions and Procedures for Designated Persons**

1. Designated Persons. "Designated Persons" are persons that are otherwise covered by this Policy as set forth in "Coverage" above but who also come within one of the following four categories: (a) all Directors and executive officers of the Company (the "Section 16 Insiders"); (b) any associate of the Company who is specifically notified that he or she is a Designated Person; (c) Family Members of Section 16 Insiders or Family Members of specifically notified associates as specified in clause (b); and (d) all corporations, partnerships, trusts or other entities controlled by any of the above persons.

2. Pre-clearance of Trades. To help prevent inadvertent violations of this Policy and to avoid even the appearance of improper transactions, the Company has implemented the following procedures for pre-clearance of all trades (including gifts) in the securities of The Scotts Miracle-Gro Company by Designated Persons.

A Designated Person wishing to trade in Company securities must first notify the Chief Legal Officer's office when they or any Family Member plans to enter into a transaction in the securities of The Scotts Miracle-Gro Company. This notification must be in writing (including by e-mail) and should include the identity of the Designated Person, the type of transaction (for example, an open market purchase, a privately negotiated sale, an option exercise, a gift, etc.), the date or proposed date of the transaction and the number of options or shares involved. In addition, the Designated Person must execute a certification (in the form attached as Exhibit A) that he or she is not aware of material, non-public information about the Company. The Chief Financial Officer and the Chief Legal Officer shall have sole discretion to decide whether to permit the contemplated transaction. (The Chief Legal Officer shall have sole discretion to decide whether to permit transactions by the Chief Financial Officer or his or her Family Members, and the Chief Financial Officer shall have sole discretion to decide whether to permit transactions by the Chief Legal Officer or his or her Family Members.) All trades that are pre-cleared must be effected within five business days of receipt of the pre-clearance unless a specific exception has been granted by the Chief Legal Officer and Chief Financial Officer. A pre-cleared trade (or any portion of a pre-cleared trade) that has not been effected during the five business day period must be pre-cleared again prior to execution. If a Designated Person becomes aware of material, non-public information following receipt of pre-clearance but before the trade is executed, the Designated Person must not complete the trade.

3. Trading Window. As a general rule, transactions by Designated Persons in the securities of The Scotts Miracle-Gro Company will be permitted only when the trading window is "open." The open window period typically begins one full trading day following the public announcement by the Company of its quarterly earnings. The open window period typically ends on the day that is two

calendar weeks prior to the end of each fiscal quarter, *except* for the third fiscal quarter, where the open window period will end after two weeks. The Company may from time to time close the trading window when it would otherwise be open in view of significant events or developments involving the Company. As a convenience, Designated Persons will be sent notices pertaining to the opening and closing of the trading window.

4. Pre-clearance of 10b5-1 Trading Plans. Rule 10b5-1 under the Exchange Act provides an affirmative defense against an allegation of insider trading. In order to be eligible to rely on this defense, a Designated Person must enter into a Rule 10b5-1 plan for transactions in securities of The Scotts Miracle-Gro Company that satisfies certain requirements specified in the Rule (including cooling-off periods). If the plan meets the requirements of Rule 10b5-1, a Designated Person may purchase or sell securities of The Scotts Miracle-Gro Company pursuant to the plan without regard to certain insider trading restrictions. In general, a Rule 10b5-1 Plan must be entered into at a time when the person entering into the plan is not aware of material nonpublic information. Once the Rule 10b5-1 Plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. For example, if a Designated Person implements a written trading plan (at a time when he or she was not aware of material, non-public information) specifying that he or she will sell 1,000 shares of common stock of the Company on the first day of each month following the end of the applicable cooling-off period, a sale pursuant to that plan would not subject the Designated Person to insider trading liability even if he or she was aware of material, non-public information at the time the sale took place.

Trading plans complying with Rule 10b5-1 have the obvious advantage of protecting against insider trading liability. However, they also require advance commitments regarding the amounts, prices and timing of purchases and sales under those plans and contracts, and thus limit flexibility and discretion with respect to such transactions to some degree. Accordingly, while some Designated Persons may find such trading plans attractive, they may not be suitable for all Designated Persons. It is the Company's policy that any Designated Person wishing to adopt a new Rule 10b5-1 trading plan or amend an existing Rule 10b5-1 trading plan submit the trading plan in advance for review and written approval by the Chief Legal Officer and/or the Chief Financial Officer.

The Chief Legal Officer and Chief Financial Officer will approve a trading plan or trading plan amendment only if the trading plan (1) is in writing; (2) is submitted to the Company for review by the Chief Legal Officer and/or Chief Financial Officer prior to its adoption; and (3) is to be adopted while the Designated Person is not aware of material, non-public information and when the trading window is open.

While the Company encourages Designated Persons to use trading plans as appropriate, the Company's expectation is that the Designated Person will adhere to the terms of the trading plan and not seek to terminate the trading plan before its natural conclusion. While the Company will not permit amendments to a trading plan, it will consider requests for early termination of a trading plan on a case-by-case basis. The Company expects that a Designated Person who successfully terminates a trading plan early will not seek to enter into a new trading plan for a period of at least six months following the early termination of that trading plan. Further, if the Company, in its sole discretion, determines that a Designated Person has engaged in a pattern of early termination of trading plans, the Company may decline to pre-approve future requests for trading plans by the Designated Person.

5. Post Transaction Notification. Section 16 Insiders must notify the Chief Legal Officer promptly following, and in no event more than one business day after, any trades (including gifts) in the securities of The Scotts Miracle-Gro Company to facilitate compliance with the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934 (and the rules promulgated thereunder).

All questions about this policy should be directed to the Office of the Chief Legal Officer or Office of the Chief Financial Officer.

Exhibit A

PRE-CLEARANCE CERTIFICATION

I certify that I have read and I am familiar with the Insider Trading Policy of The Scotts Miracle-Gro Company & Subsidiaries (the "Company").

Based on my review of the Company's Insider Trading Policy, I believe the proposed purchase or sale of securities of the Company, or adoption of a Rule 10b5-1 plan regarding a future purchase or sale of securities of the Company, for which I am seeking pre-clearance is being completed in accordance with the Company's Insider Trading Policy.

Further, by signing this certification, I represent to the Company that to the best of my knowledge I am not currently aware of any material, non-public or "inside" information about the Company.

I agree that if I become aware of any material, non-public or "inside" information about the Company at any time after pre-clearance has been granted but before the purchase, sale or adoption of a 10b5-1 plan, or if I am not sure whether such information is material, **I will immediately stop the execution of such purchase or sale or adoption of a 10b5-1 plan** and contact the Chief Legal Officer or Chief Financial Officer of the Company. However, once the purchase or sale has taken place, or once the adoption of a 10b5-1 plan has become effective, I need not take any further action.

Finally, I understand that early termination of a 10b5-1 plan exposes me to external regulatory risks as well as internal Company actions intended to discourage such activity.

Print Name _____

Signature _____

Date _____

Exhibit 21

DIRECT AND INDIRECT SUBSIDIARIES OF
THE SCOTTS MIRACLE-GRO COMPANY

Directly owned subsidiaries, as of September 30, 2025, are located at the left margin, each subsidiary tier thereunder is indented. Subsidiaries are listed under the names of their respective parent entities. Unless otherwise noted, the subsidiaries are wholly-owned.

NAME	JURISDICTION OF FORMATION
GenSource, Inc.	Ohio
OMS Investments, Inc.	Delaware
Scotts Temecula Operations, LLC	Delaware
Sanford Scientific, Inc.	New York
Scotts Global Services, Inc.	Ohio
Scotts Live Goods Holdings, Inc.	Ohio
Bonnie Plants, LLC[1]	Delaware
Scotts Manufacturing Company	Delaware
Miracle-Gro Lawn Products, Inc.	New York
Scotts Oregon Research Station LLC	Ohio
Scotts Products Co.	Ohio
Scotts Servicios, S.A. de C.V.[2]	Mexico
Miracle-Gro Tecnologia & Servicios, S de R.L.[2]	Mexico
Scotts Professional Products Co.	Ohio
Scotts Servicios, S.A. de C.V.2[2]	Mexico
Miracle-Gro Tecnologia & Servicios, S de R.L.[2]	Mexico
SMG Growing Media LLC	Ohio
AeroGrow International, Inc.	Nevada
Hyponex Corporation	Delaware
Rod McLellan Company	California
The Hawthorne Gardening Company LLC	Delaware
Hawthorne Hydroponics LLC	Delaware
Hawthorne Gardening II B.V.	Netherlands
Agrolux Canada Limited	Canada
Hawthorne Canada Limited	Canada
HGCI LLC	Nevada

[1] Scotts Live Goods Holdings, Inc.'s ownership is 50.0%.
[2] Scotts Professional Products Co. owns 50% and Scotts Products Co. owns 50.0%.

SMGM LLC	Ohio
Scotts-Sierra Investments LLC	Delaware
Scotts Sierra (China) Co., Ltd.	China
Scotts Canada Ltd.	Canada
Laketon Peat Moss Inc.[3]	Canada
Scotts de Mexico SA de CV[4]	Mexico
SMG Germany GmbH	Germany
SMG Gardening (UK) Limited	United Kingdom
Swiss Farms Products, Inc.	Delaware
The Scotts Company LLC	Ohio
The Scotts Miracle-Gro Foundation[5]	Ohio

[3] Scotts Canada Ltd.'s ownership is 50.0%.
[4] The Scotts Company LLC owns 0.5% and Scotts-Sierra Investments LLC owns the remaining 99.5%.
[5] The Scotts Miracle-Gro Foundation is a 501(c)(3) corporation.

Exhibit 22

LIST OF GUARANTOR SUBSIDIARIES

The following subsidiaries of The Scotts Miracle-Gro Company (the "Company") were, as of September 30, 2025, guarantors of the Company's 5.250% Senior Notes due 2026, 4.500% Senior Notes due 2029, 4.000% Senior Notes due 2031 and 4.375% Senior Notes due 2032:

NAME OF GUARANTOR SUBSIDIARY	JURISDICTION OF FORMATION
AeroGrow International, Inc.	Nevada
GenSource, Inc.	Ohio
Hawthorne Hydroponics LLC	Delaware
HGCI LLC	Nevada
Hyponex Corporation	Delaware
Miracle-Gro Lawn Products, Inc.	New York
OMS Investments, Inc.	Delaware
Rod McLellan Company	California
Sanford Scientific, Inc.	New York
Scotts Live Goods Holdings, Inc.	Ohio
Scotts Manufacturing Company	Delaware
Scotts Products Co.	Ohio
Scotts Professional Products Co.	Ohio
Scotts-Sierra Investments LLC	Delaware
Scotts Temecula Operations, LLC	Delaware
SMG Growing Media LLC	Ohio
SMGM LLC	Ohio
Swiss Farms Products, Inc.	Delaware
The Hawthorne Gardening Company LLC	Delaware
The Scotts Company LLC	Ohio

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-153925, 333-154364, 333-215774, 333-222840, 333-262303, 333-269360, 333-284901 and 333-276673 on Form S-8 and Registration Statement No. 333-284214 on Form S-3 of our reports dated November 25, 2025, relating to the consolidated financial statements of The Scotts Miracle-Gro Company and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the fiscal year ended September 30, 2025.

/s/ DELOITTE & TOUCHE LLP

Columbus, Ohio

November 25, 2025

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ EDITH AVILES
Edith Aviles

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ ROBERTO CANDELINO
Roberto Candelino

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ DAVID C. EVANS
David C. Evans

POWER OF ATTORNEY

The undersigned officer and director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ JAMES HAGEDORN
James Hagedorn

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ ADAM HANFT
Adam Hanft

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ STEPHEN L. JOHNSON
Stephen L. Johnson

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ MARK D. KINGDON
Mark D. Kingdon

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ KATHERINE HAGEDORN LITTLEFIELD
Katherine Hagedorn Littlefield

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ NICK MIARITIS
Nick Miaritis

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ A. SCOTT MILLER

A. Scott Miller

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ BRIAN E. SANDOVAL
Brian E. Sandoval

POWER OF ATTORNEY

The undersigned director of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn, Mark J. Scheiwer and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ PETER E. SHUMLIN
Peter E. Shumlin

POWER OF ATTORNEY

The undersigned officer of The Scotts Miracle-Gro Company, an Ohio corporation (the "Corporation"), which anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Exchange Act of 1934, as amended, the Annual Report of the Corporation on Form 10-K for the fiscal year ended September 30, 2025, hereby constitutes and appoints James Hagedorn and Dimiter Todorov, and each of them, with full power of substitution and resubstitution, as attorney-in-fact and agent to sign for the undersigned, in any and all capacities, such Annual Report on Form 10-K and any and all amendments thereto ("Annual Report on Form 10-K"), and any and all applications or documents to be filed with the Securities and Exchange Commission pertaining to such Annual Report on Form 10-K, each in such form as they or any one of them may approve, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, and grants unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present. The undersigned hereby ratifies and confirms all that each said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 25, 2025.

/s/ MARK J. SCHEIWER
Mark J. Scheiwer

Exhibit 31.1

Rule 13a-14(a)/15d-14(a) Certifications
(Principal Executive Officer)
CERTIFICATIONS

I, James Hagedorn, certify that:

1. I have reviewed this Annual Report on Form 10-K of The Scotts Miracle-Gro Company for the fiscal year ended September 30, 2025;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 25, 2025

By: /s/ JAMES HAGEDORN
Printed Name: James Hagedorn
Title: Chairman & Chief Executive Officer

Exhibit 31.2

Rule 13a-14(a)/15d-14(a) Certifications
(Principal Financial Officer)
CERTIFICATIONS

I, Mark J. Scheiwer, certify that:

1. I have reviewed this Annual Report on Form 10-K of The Scotts Miracle-Gro Company for the fiscal year ended September 30, 2025;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 25, 2025

By: /s/ MARK J. SCHEIWER

Printed Name: Mark J. Scheiwer

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

Exhibit 32

SECTION 1350 CERTIFICATIONS*

In connection with the Annual Report on Form 10-K of The Scotts Miracle-Gro Company (the "Company") for the fiscal year ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned James Hagedorn, Chairman & Chief Executive Officer of the Company, and Mark J. Scheiwer, Executive Vice President, Chief Financial Officer & Chief Accounting Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of their knowledge:

1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and results of operations of the Company and its subsidiaries.

/s/ JAMES HAGEDORN	/s/ MARK J. SCHEIWER
Printed Name: James Hagedorn	Printed Name: Mark J. Scheiwer
Title: Chairman & Chief Executive Officer	Title: Executive Vice President, Chief Financial Officer & Chief Accounting Officer
November 25, 2025	November 25, 2025

* THESE CERTIFICATIONS ARE BEING FURNISHED AS REQUIRED BY RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934 (THE "EXCHANGE ACT") AND SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE, AND SHALL NOT BE DEEMED "FILED" FOR PURPOSES OF SECTION 18 OF THE EXCHANGE ACT OR OTHERWISE SUBJECT TO THE LIABILITY OF THAT SECTION. THESE CERTIFICATIONS SHALL NOT BE DEEMED TO BE INCORPORATED BY REFERENCE INTO ANY FILING UNDER THE SECURITIES ACT OF 1933 OR THE EXCHANGE ACT, EXCEPT TO THE EXTENT THAT THE COMPANY SPECIFICALLY INCORPORATES THESE CERTIFICATIONS BY REFERENCE.