

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

FORM 10-Q

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

For the quarterly period ended April 30, 2026

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

For the transition period from _____ to _____
Commission File Number 1-8597

The Cooper Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-2657368
(I.R.S. Employer
Identification No.)

6101 Bollinger Canyon Road, Suite 500,

San Ramon, California 94583

(Address of principal executive offices) (Zip Code)

(925) 460-3600

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.10 par value	COO	Nasdaq Global Select Market

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

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

On June 1, 2026, 195,030,630 shares of Common Stock, \$0.10 par value, were outstanding.

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PART I. FINANCIAL INFORMATION
Item 1. Unaudited Financial Statements
THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Statements of Income (Loss) and Comprehensive Income (Loss)
Periods Ended April 30,
(In millions, except per share amounts)
(Unaudited)

	Three Months		Six Months	
	2026	2025	2026	2025
Net sales	\$ 1,081.5	\$ 1,002.3	\$ 2,105.6	\$ 1,967.0
Cost of sales	346.1	323.2	675.0	627.7
Gross profit	735.4	679.1	1,430.6	1,339.3
Selling, general and administrative expense	676.2	399.0	1,066.4	786.9
Research and development expense	42.5	45.5	86.8	86.2
Amortization of intangibles	47.7	49.8	95.6	99.4
Operating income (loss)	(31.0)	184.8	181.8	366.8
Interest expense	20.9	24.2	43.3	50.2
Other (income) expense, net	(3.5)	16.1	(5.3)	18.8
Income (loss) before income taxes	(48.4)	144.5	143.8	297.8
Provision for income taxes (Note 5)	29.5	56.8	90.9	105.8
Net income (loss)	\$ (77.9)	\$ 87.7	\$ 52.9	\$ 192.0
Earnings (loss) per share (Note 6):				
Basic	\$ (0.40)	\$ 0.44	\$ 0.27	\$ 0.96
Diluted	\$ (0.40)	\$ 0.44	\$ 0.27	\$ 0.96
Number of shares used to compute earnings (loss) per share:				
Basic	195.0	199.9	195.4	199.8
Diluted	195.0	200.7	196.1	200.9
Other comprehensive income (loss), net of tax:				
Cash flow hedges	\$ 0.4	\$ (19.6)	\$ (3.6)	\$ (21.6)
Foreign currency translation adjustment	(29.6)	117.7	46.9	51.0
Comprehensive income (loss)	\$ (107.1)	\$ 185.8	\$ 96.2	\$ 221.4

The accompanying notes are an integral part of these Consolidated Condensed Financial Statements.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

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

	<u>April 30, 2026</u>	<u>October 31, 2025</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 138.8	\$ 110.6
Trade accounts receivable, net of allowance for credit losses of \$69.1 at April 30, 2026, and \$51.9 at October 31, 2025	809.2	829.0
Inventories (Note 2)	896.4	846.0
Prepaid expense and other current assets	455.4	320.8
Total current assets	<u>2,299.8</u>	<u>2,106.4</u>
Property, plant and equipment, net	2,132.2	2,082.0
Goodwill	3,888.5	3,853.4
Other intangibles, net (Note 3)	1,494.3	1,586.3
Deferred tax assets	1,994.7	2,077.5
Other assets	672.8	689.2
Total assets	<u>\$ 12,482.3</u>	<u>\$ 12,394.8</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term debt (Note 4)	\$ 598.9	\$ 47.8
Accounts payable	233.3	300.4
Employee compensation and benefits	165.9	210.6
Deferred revenue (Note 2)	127.9	127.9
Accrued litigation liability (Note 9)	324.8	0.7
Other current liabilities	353.9	425.4
Total current liabilities	<u>1,804.7</u>	<u>1,112.8</u>
Long-term debt (Note 4)	1,861.3	2,457.5
Deferred tax liabilities	96.4	93.3
Long-term tax payable	5.6	7.5
Deferred revenue	208.8	201.8
Other liabilities	266.4	282.8
Total liabilities	<u>4,243.2</u>	<u>4,155.7</u>
Contingencies and commitments (Note 9)		
Stockholders' equity:		
Preferred stock, \$0.10 par value, 1.0 shares authorized, zero shares issued or outstanding	—	—
Common stock, \$0.10 par value, 480.0 shares authorized, 217.9 issued and 194.9 outstanding at April 30, 2026, and 217.6 issued and 195.9 outstanding at October 31, 2025	21.8	21.8
Additional paid-in capital	1,982.6	1,975.5
Accumulated other comprehensive loss	(363.2)	(406.5)
Retained earnings	7,696.2	7,643.3
Treasury stock at cost: 23.0 shares at April 30, 2026, and 21.7 shares at October 31, 2025	(1,098.5)	(995.2)
Total Cooper stockholders' equity	<u>8,238.9</u>	<u>8,238.9</u>
Noncontrolling interests	0.2	0.2
Stockholders' equity (Note 8)	<u>8,239.1</u>	<u>8,239.1</u>
Total liabilities and stockholders' equity	<u>\$ 12,482.3</u>	<u>\$ 12,394.8</u>

The accompanying notes are an integral part of these Consolidated Condensed Financial Statements.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Statements of Stockholders' Equity
(In millions, unaudited)

	Common Shares		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount						
Balance at October 31, 2024	199.6	\$ 19.9	17.6	\$ 1.8	\$ 1,921.0	\$ (421.7)	\$ 7,268.4	\$ (706.0)	\$ 0.2	\$ 8,083.6
Net income (loss)	—	—	—	—	—	—	104.3	—	—	104.3
Other comprehensive income (loss), net of tax	—	—	—	—	—	(68.7)	—	—	—	(68.7)
Issuance of common stock for stock plans, net and employee stock purchase plan	0.3	—	—	—	(11.0)	—	—	1.0	—	(10.0)
Share-based compensation expense	—	—	—	—	18.3	—	—	—	—	18.3
Balance at January 31, 2025	<u>199.9</u>	<u>\$ 19.9</u>	<u>17.6</u>	<u>\$ 1.8</u>	<u>\$ 1,928.3</u>	<u>\$ (490.4)</u>	<u>\$ 7,372.7</u>	<u>\$ (705.0)</u>	<u>\$ 0.2</u>	<u>\$ 8,127.5</u>
Net income (loss)	—	—	—	—	—	—	87.7	—	—	87.7
Other comprehensive income (loss), net of tax	—	—	—	—	—	98.1	—	—	—	98.1
Issuance of common stock for stock plans, net and employee stock purchase plan	0.1	0.1	—	—	(5.9)	—	—	0.9	—	(4.9)
Share-based compensation expense	—	—	—	—	20.3	—	—	—	—	20.3
Share repurchase	(0.5)	—	0.5	—	—	—	—	(40.6)	—	(40.6)
Balance at April 30, 2025	<u>199.5</u>	<u>\$ 20.0</u>	<u>18.1</u>	<u>\$ 1.8</u>	<u>\$ 1,942.7</u>	<u>\$ (392.3)</u>	<u>\$ 7,460.4</u>	<u>\$ (744.7)</u>	<u>\$ 0.2</u>	<u>\$ 8,288.1</u>

The accompanying notes are an integral part of these Consolidated Condensed Financial Statements.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Statements of Stockholders' Equity
(In millions, unaudited)

	Common Shares		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount						
Balance at October 31, 2025	195.9	\$ 20.0	21.7	\$ 1.8	\$ 1,975.5	\$ (406.5)	\$ 7,643.3	\$ (995.2)	\$ 0.2	\$ 8,239.1
Net income (loss)	—	—	—	—	—	—	130.8	—	—	130.8
Other comprehensive income (loss), net of tax	—	—	—	—	—	72.5	—	—	—	72.5
Issuance of common stock for stock plans, net and employee stock purchase plan	0.3	—	—	—	(7.6)	—	—	2.9	—	(4.7)
Share-based compensation expense	—	—	—	—	19.2	—	—	—	—	19.2
Share repurchase	(1.1)	—	1.1	—	—	—	—	(92.9)	—	(92.9)
Balance at January 31, 2026	195.1	\$ 20.0	22.8	\$ 1.8	\$ 1,987.1	\$ (334.0)	\$ 7,774.1	\$ (1,085.2)	\$ 0.2	\$ 8,364.0
Net income (loss)	—	—	—	—	—	—	(77.9)	—	—	(77.9)
Other comprehensive income (loss), net of tax	—	—	—	—	—	(29.2)	—	—	—	(29.2)
Issuance of common stock for stock plans, net and employee stock purchase plan	—	—	—	—	(19.4)	—	—	—	—	(19.4)
Share-based compensation expense	—	—	—	—	14.9	—	—	—	—	14.9
Share repurchase	(0.2)	—	0.2	—	—	—	—	(13.3)	—	(13.3)
Balance at April 30, 2026	194.9	\$ 20.0	23.0	\$ 1.8	\$ 1,982.6	\$ (363.2)	\$ 7,696.2	\$ (1,098.5)	\$ 0.2	\$ 8,239.1

The accompanying notes are an integral part of these Consolidated Condensed Financial Statements.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Statements of Cash Flows
Six Months Ended April 30,
(In millions, unaudited)

	2026	2025
Cash flows from operating activities:		
Net income	\$ 52.9	\$ 192.0
Depreciation and amortization	190.9	183.6
Settlement of contingent consideration	(0.5)	—
Net changes in operating capital	55.5	(241.2)
Deferred income taxes	87.1	78.3
Other non-cash items	57.8	74.1
Net cash provided by operating activities	443.7	286.8
Cash flows from investing activities:		
Purchases of property, plant and equipment	(188.6)	(167.5)
Acquisitions of businesses and assets, net of cash acquired, and other	(4.3)	(8.5)
Net cash used in investing activities	(192.9)	(176.0)
Cash flows from financing activities:		
Proceeds from long-term debt, net of issuance costs	1,733.1	1,418.9
Repayments of long-term debt	(1,780.2)	(1,444.1)
Acquisition installment payment	(44.5)	(47.1)
Net proceeds from short-term debt	2.0	23.2
Net payments related to share-based compensation awards	(28.7)	(19.7)
Repurchase of common stock	(108.0)	(40.6)
Issuance of common stock for employee stock purchase plan	3.9	4.2
Settlement of contingent consideration	(1.3)	—
Net cash used in financing activities	(223.7)	(105.2)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	1.3	2.9
Net increase in cash, cash equivalents, and restricted cash	28.4	8.5
Cash, cash equivalents, and restricted cash at beginning of period	110.6	107.7
Cash, cash equivalents, and restricted cash at end of period	\$ 139.0	\$ 116.2
Reconciliation of cash flow information:		
Cash and cash equivalents	\$ 138.8	\$ 116.2
Restricted cash included in other current assets	0.2	—
Total cash, cash equivalents, and restricted cash	\$ 139.0	\$ 116.2

The accompanying notes are an integral part of these Consolidated Condensed Financial Statements.

Note 1. General

The accompanying Consolidated Condensed Financial Statements of The Cooper Companies, Inc. and its subsidiaries have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) for interim financial information and with the requirements of Regulation S-X, Rule 10-01 for financial statements required to be filed as a part of this Quarterly Report on Form 10-Q. Unless the context requires otherwise, terms "the Company", "we", "us", and "our" are used to refer collectively to The Cooper Companies, Inc. and its subsidiaries.

The accompanying Consolidated Condensed Financial Statements and related notes are unaudited and should be read in conjunction with the audited Consolidated Financial Statements of the Company and related notes as contained in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2025. The Consolidated Condensed Financial Statements include all adjustments (consisting only of normal recurring adjustments) and accruals necessary in the judgment of management for a fair presentation of the results for the interim periods presented.

Accounting Policies

There have been no material changes to our significant accounting policies described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2025.

Estimates

The preparation of Consolidated Condensed Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of net sales and expenses during the reporting period. Actual results could differ from those estimates. The Company continually monitors and evaluates the estimates used as additional information becomes available. Adjustments will be made to these provisions periodically to reflect new facts and circumstances that may indicate that historical experience may not be indicative of current and/or future results.

Accounting Pronouncements Issued But Not Yet Adopted

In December 2025, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2025-10, *Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities*, which establishes authoritative guidance on the accounting for government grants including recognition, measurement, and presentation. This ASU is effective for fiscal years beginning after December 15, 2028, including interim periods within those fiscal years with early adoption permitted. The ASU can be applied on a modified prospective basis, modified retrospective basis, or full retrospective basis. We are currently evaluating the impact that the adoption of this guidance will have on our consolidated financial statements and disclosures.

In September 2025, the FASB issued ASU 2025-07, *Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606)*, which clarifies the application of derivative accounting to certain contracts. This update introduces a scope exception for contracts that are not exchange-traded and whose underlying is tied to operations or activities specific to one of the parties to the contract. It also clarifies the guidance for share-based noncash consideration from a customer, which is not applicable to us. This ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within those annual reporting periods, with early adoption permitted and the option to apply on a prospective or modified retrospective basis. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40)*, which removes references to sequential project stages and requires capitalization of software costs to begin when: (1) management has authorized and committed to funding the software project, and (2) it is probable the project will be completed and the software will be used to perform the function intended. This ASU is effective for fiscal years beginning after December 15, 2027, and interim periods within those annual reporting periods, with early adoption permitted as of the beginning of an annual reporting period. The update permits either a prospective, modified prospective, or retrospective adoption approach. We are currently evaluating the impact that the adoption of this guidance will have on our consolidated financial statements and disclosures.

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*, which provides a practical expedient to measure credit losses on current accounts receivable and current contract assets. The practical expedient assumes that current conditions as of the balance sheet do not change for the remaining life of the asset. This ASU is effective for fiscal years beginning after December 15, 2025, and interim periods within those annual reporting periods, with early adoption permitted. We are currently evaluating the impact that the adoption of this guidance will have on our consolidated financial statements and disclosures.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires additional disclosure of the nature of expenses included in the income statement. The standard requires disclosures about specific types of

expenses included in the expense captions presented in the income statement. This ASU is effective for fiscal years beginning after December 15, 2026, and interim periods beginning after December 15, 2027, with early adoption permitted. The requirements should be applied on a prospective basis while retrospective application is permitted. We are currently evaluating the impact that the adoption of this guidance will have on our disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. This ASU requires public entities to disclose specific categories in the effective tax rate reconciliation and additional information for reconciling items that exceed a quantitative threshold. The guidance also requires all disaggregated information pertaining to taxes paid, net of refunds received, for federal, state and foreign income taxes. The new guidance is effective for fiscal years beginning after December 15, 2024, with the option to apply prospectively or retrospectively. Early adoption is permitted. We are currently evaluating the impact that the adoption of this guidance will have on our consolidated financial statements and disclosures and expect to adopt this ASU for the fiscal year ending October 31, 2026.

No other recently issued accounting pronouncements had or are expected to have a material impact on our Consolidated Condensed Financial Statements.

Note 2. Balance Sheet Components

Inventories

(In millions)	April 30, 2026	October 31, 2025
Raw materials	\$ 180.5	\$ 193.1
Work-in-process	20.9	19.9
Finished goods	695.0	633.0
Total inventories	<u>\$ 896.4</u>	<u>\$ 846.0</u>

Deferred revenue

The Company recognized revenue of approximately \$32.5 million and \$64.5 million for the three and six months ended April 30, 2026, respectively, that was included in the deferred revenue balance at January 31, 2026 and October 31, 2025. The Company recognized revenue of approximately \$31.6 million and \$64.1 million for the three and six months ended April 30, 2025, respectively, that was included in the deferred revenue balance at January 31, 2025 and October 31, 2024.

Note 3. Intangible Assets

Intangible assets consisted of the following:

(In millions)	April 30, 2026		October 31, 2025	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Intangible assets with definite lives:				
Customer relationships	\$ 1,142.2	\$ 501.8	\$ 1,137.6	\$ 469.3
Composite intangible assets ⁽¹⁾	1,101.7	607.6	1,101.7	570.7
Technology	684.5	435.9	683.4	415.3
Trademarks	203.0	109.1	202.5	102.3
License and distribution rights and other	44.6	28.4	44.5	26.9
	<u>3,176.0</u>	<u>\$ 1,682.8</u>	<u>3,169.7</u>	<u>\$ 1,584.5</u>
Less: accumulated amortization and translation	<u>1,682.8</u>		<u>1,584.5</u>	
Intangible assets with definite lives, net	1,493.2		1,585.2	
Intangible assets with indefinite lives, net ⁽²⁾	1.1		1.1	
Total other intangibles, net	<u>\$ 1,494.3</u>		<u>\$ 1,586.3</u>	

⁽¹⁾ Composite intangible assets primarily consist of technology, trade name, New Drug Application approval and physician relationships. The components are not reflected separately or within the corresponding categories because they are inextricably linked.

⁽²⁾ Intangible assets with indefinite lives include trademarks.

Balances include foreign currency translation adjustments.

As of April 30, 2026, the estimate of future amortization expenses for intangible assets with definite lives is as follows:

Fiscal Years:	(In millions)
Remainder of 2026	\$ 93.7
2027	174.8
2028	170.2
2029	166.0
2030	161.6
Thereafter	726.9
Total remaining amortization for intangible assets with definite lives	\$ 1,493.2

There was no material impairment of goodwill or intangible assets recorded in the six months ended April 30, 2026.

Note 4. Financing Arrangements

The Company had outstanding debt as follows:

(In millions)	April 30, 2026	October 31, 2025
Term loans	\$ 550.0	\$ —
Other	48.2	47.1
Short-term debt, excluding financing leases	598.2	47.1
Financing lease liabilities	0.7	0.7
Short-term debt	\$ 598.9	\$ 47.8
Revolving credit	\$ 911.7	\$ 956.3
Term loans	950.0	1,500.0
Other	0.2	0.2
Less: unamortized debt issuance cost	(2.4)	(0.8)
Long-term debt, excluding financing leases	1,859.5	2,455.7
Financing lease liabilities	1.8	1.8
Long-term debt	\$ 1,861.3	\$ 2,457.5
Total debt	\$ 2,460.2	\$ 2,505.3

Additional information regarding our indebtedness is included in our notes to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2025. The carrying value of the Company's revolving credit facility and term loans approximates fair value based on current market rates (Level 2). As of April 30, 2026, the Company was in compliance with all debt covenants.

Revolving Credit Agreement on May 1, 2024

On May 1, 2024, the Company entered into a Revolving Credit Agreement (the 2024 Credit Agreement), among the Company, CooperVision International Limited, the lenders from time to time party thereto, and PNC Bank, National Association, as administrative agent. The 2024 Credit Agreement provides for a multicurrency revolving credit facility (the 2024 Revolving Credit Facility) in an aggregate principal amount of \$2,300.0 million which, unless terminated earlier, matures on May 1, 2029. On May 1, 2024, the Company used \$1,170.0 million under the 2024 Revolving Credit Facility to fully repay all borrowings outstanding under the 2020 Term Loan Facility and the 2020 Revolving Credit Facility, and terminated the 2020 Credit Agreement (all as defined below). The Company has an uncommitted option to increase the revolving credit facility or establish a new term loan in an aggregate amount up to the greater of \$1,150.0 million or 100% of consolidated Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA), as defined in the 2024 Credit Agreement.

The 2024 Credit Agreement will bear interest, at the Company's option, at either the base rate, or the adjusted SOFR, or adjusted foreign currency rate, plus, in each case, an applicable rate of between 0.00% and 0.50% in respect of base rate loans, and between 0.87% and 1.50% in respect of adjusted SOFR or adjusted foreign currency rate loans, in each case in accordance with a pricing grid tied to the Total Leverage Ratio, as defined in the 2024 Credit Agreement.

The Company pays an annual commitment fee that ranges from 0.10% to 0.20% of the unused portion of the 2024 Revolving Credit Facility based upon the Company's Total Leverage Ratio, as defined in the 2024 Credit Agreement.

The 2024 Credit Agreement contains customary restrictive covenants, as well as financial covenants that require the Company to maintain a certain Total Leverage Ratio and Interest Coverage Ratio, each as defined in the 2024 Credit Agreement.

On February 3, 2026, in connection with the Company's entry into Amendment No. 3 to the 2021 Credit Agreement (discussed below), the Company entered into Amendment No. 1 to the 2024 Credit Agreement, modifying the 2024 Credit Agreement by, among other things, conforming certain provisions therein to those contained in the 2021 Credit Agreement, as amended by Amendment No. 3 to the 2021 Credit Agreement, including the removal of the credit spread adjustments.

On April 30, 2026, the Company had \$911.7 million outstanding under the 2024 Revolving Credit Facility and the weighted-average interest rate on the 2024 Revolving Credit Facility was 4.66%.

Term Loan Agreement on December 17, 2021

On December 17, 2021, the Company entered into a Term Loan Agreement (the 2021 Credit Agreement) by and among the Company, the lenders from time to time party thereto, and PNC Bank, National Association, as administrative agent. The 2021 Credit Agreement provides for a term loan facility (the 2021 Term Loan Facility) in an aggregate principal amount of \$1,500.0 million, which, unless terminated earlier, matures on December 17, 2026.

On May 1, 2024, in connection with the Company's entry into the 2024 Credit Agreement, the Company entered into Amendment No. 2 to the 2021 Credit Agreement, modifying the 2021 Credit Agreement by, among other things, conforming certain provisions therein to those contained in the 2024 Credit Agreement.

On February 3, 2026, the Company entered into Amendment No. 3 to the 2021 Credit Agreement, by and among the Company, the lenders from time to time party thereto, and PNC Bank, National Association, as administrative agent. The amendment modifies the 2021 Credit Agreement by, among other things, extending the maturity date of \$950.0 million of term loans to February 3, 2031, with the remaining \$550.0 million of term loans retaining their original maturity date. The amendment also removes the credit spread adjustment and increases the cap on incremental term loans to the greater of \$1,365.0 million and 100% of consolidated EBITDA.

In addition, the amendment provides that, at the Company's option, the applicable pricing rates may be determined based on the Company's non-credit enhanced, senior unsecured long-term debt ratings or the existing basis of the Company's ratio of consolidated net indebtedness to consolidated EBITDA.

On April 30, 2026, the Company had \$1,500.0 million outstanding under the 2021 Term Loan Facility and the interest rate was 4.54%.

Note 5. Income Taxes

The effective tax rates for the three months ended April 30, 2026, and April 30, 2025, were (61.0)% and 39.3%, respectively. The effective tax rates for the six months ended April 30, 2026, and April 30, 2025, were 63.2% and 35.5%, respectively. The changes were primarily due to the discrete tax impact of the litigation accrual discussed below, partially offset by changes in the geographic composition of pre-tax earnings.

During the three months ended April 30, 2026, the Company recorded \$271.6 million litigation expense, net of insurance recoveries, as described in Note 9. Contingencies and Commitments. As a result, the Company recognized a \$42.8 million discrete income tax benefit, net of indirect tax effects, primarily driven by a reduction in U.S. taxable income.

Note 6. Earnings (Loss) Per Share

Periods Ended April 30, (In millions, except per share amounts)	Three Months		Six Months	
	2026	2025	2026	2025
Net income (loss)	\$ (77.9)	\$ 87.7	\$ 52.9	\$ 192.0
<i>Basic:</i>				
Weighted-average common shares	195.0	199.9	195.4	199.8
Basic earnings (loss) per share	\$ (0.40)	\$ 0.44	\$ 0.27	\$ 0.96
<i>Diluted:</i>				
Weighted-average common shares	195.0	199.9	195.4	199.8
Effect of dilutive stock plans ⁽¹⁾	—	0.8	0.7	1.1
Diluted weighted-average common shares	195.0	200.7	196.1	200.9
Diluted earnings (loss) per share	\$ (0.40)	\$ 0.44	\$ 0.27	\$ 0.96

⁽¹⁾ For the three months ended April 30, 2026, the number of diluted weighted-average common shares used to calculate diluted loss per share excludes all potentially dilutive instruments because they would be antidilutive due to the net loss position for the period.

The following table sets forth stock options to purchase our common stock and restricted stock units that were not included in the diluted earnings (loss) per share calculation because their effect would have been antidilutive for the periods presented:

Periods Ended April 30, (In thousands, except exercise prices)	Three Months		Six Months	
	2026	2025	2026	2025
Stock option shares excluded	3,480	1,506	1,481	1,111
Exercise prices	\$43.83 - \$101.54	\$82.46 - \$101.54	\$78.51 - \$101.54	\$82.46 - \$101.54
Restricted stock units excluded	1,961	586	348	563

Note 7. Share-Based Compensation

The Company has several stock plans that are described in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2025. The compensation expense and related income tax benefit recognized in our Consolidated Condensed Statements of Income (Loss) and Comprehensive Income (Loss) for share-based awards, including the employee stock purchase plan, were as follows:

Periods Ended April 30, (In millions)	Three Months		Six Months	
	2026	2025	2026	2025
Selling, general and administrative expense	\$ 13.2	\$ 18.5	\$ 30.3	\$ 35.2
Cost of sales	1.7	1.2	3.2	2.5
Research and development expense	0.6	0.6	1.2	1.4
Total share-based compensation expense	\$ 15.5	\$ 20.3	\$ 34.7	\$ 39.1
Related income tax benefit	\$ 2.3	\$ 2.8	\$ 4.8	\$ 5.7

Market-based award

During the three months ended January 31, 2026, the Company granted 78,286 restricted stock units to selected key employees which vest over approximately three years and are earned based on the Company's total shareholder return (TSR) relative to a designated peer group over a three-year performance period. The TSR metric is considered a market condition. The Company measured the fair value of such awards on the grant date using Monte Carlo simulation, incorporating valuation inputs including (a) simulation term of 2.9 years, (b) risk-free interest rate of 3.6%, (c) historical volatility of 29.2%, and (d) dividend yield of 0%. The grant-date fair value of the TSR award was \$116.05 per share. The performance shares ultimately earned will range from zero to 200% of the target number of shares.

We recognize compensation expense ratably over the requisite service period regardless of actual TSR achievement. As of April 30, 2026, there was \$8.0 million of total unrecognized compensation cost related to unvested TSR award, which is expected to be recognized over a remaining weighted-average period of 2.8 years.

Note 8. Stockholders' Equity

Analysis of Changes in Accumulated Other Comprehensive Loss:

(In millions)	Foreign Currency Translation Adjustment	Minimum Pension Liability	Derivative Instruments	Total
Balance at October 31, 2024	\$ (461.7)	\$ (4.9)	\$ 44.9	\$ (421.7)
Gross change in value	51.0	—	(28.5)	22.5
Tax effect	—	—	6.9	6.9
Balance at April 30, 2025	<u>\$ (410.7)</u>	<u>\$ (4.9)</u>	<u>\$ 23.3</u>	<u>\$ (392.3)</u>
Balance at October 31, 2025	\$ (426.2)	\$ 1.7	\$ 18.0	\$ (406.5)
Gross change in value	46.9	—	(4.8)	42.1
Tax effect	—	—	1.2	1.2
Balance at April 30, 2026	<u>\$ (379.3)</u>	<u>\$ 1.7</u>	<u>\$ 14.4</u>	<u>\$ (363.2)</u>

Share Repurchases

In September 2025, the authorization under the 2012 Share Repurchase Program was increased to \$2.0 billion by the Company's Board of Directors. As of April 30, 2026, \$860.8 million remains authorized for repurchase.

During the three and six months ended April 30, 2026, the Company repurchased 0.2 million and 1.3 million shares of its common stock for \$13.1 million and \$105.6 million, at a weighted average price of \$75.84 and \$81.21 per share. During the three and six months ended April 30, 2025, the Company repurchased 0.5 million shares of its common stock for \$40.6 million, at a weighted average price of \$75.60 per share.

Note 9. Contingencies and Commitments

The Company is involved in various lawsuits, claims and other legal matters from time to time that arise in the ordinary course of conducting business, including matters involving our products, intellectual property, supplier relationships, distributors, competitor relationships, employees and other matters. At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under ASC 450, *Contingencies*. Legal fees are expensed as incurred.

The Company has been in a dispute with HM Revenue & Customs (HMRC) relating to payroll tax withholding matters related to consideration paid to company founders in the acquisition of the Sauflon Group in 2014 before the U.K. First-tier Tribunal (FTT). The FTT issued a decision on March 2, 2026 that largely supports HMRC's position that the Company had failed to properly withhold payroll taxes with respect to a portion of the consideration paid by the Company in the Sauflon acquisition.

The Company believes the FTT's decision was incorrect and is in the process of appealing the FTT's decision. Although the Company does not believe that a loss is probable, an adverse outcome is reasonably possible. Depending on the results of the appeal, the Company could prevail on some or all of the issues in dispute, which could result in an obligation to pay a portion or all of the assessed amounts, with an estimated loss ranging from £0 to £71.7 million, plus accrued interest. Because the ultimate outcome of the matter remains uncertain as of the issuance date of the financial statements included in this report, the Company has not recorded any liability in its financial statements.

In December 2023, CooperSurgical initiated a voluntary recall of three specific lots of CooperSurgical's LifeGlobal™ global® embryo culture media that it had produced. Subsequently, claims and lawsuits in various U.S. and international jurisdictions were brought by individuals who generally allege that they suffered damages associated with the use of the recalled product, including claims of embryo loss or reduced embryo viability.

Between December 2023 and mid-March 2026, the Company resolved a significant number of claims and lawsuits through settlements. The Company recorded an immaterial accrual in the first quarter of fiscal 2024, related to insurance deductibles and other additional costs. Based on historical settlement experience and other considerations, the Company believed a material loss was not probable and that there was no reasonable basis to estimate aggregate losses in excess of historical settlement levels after taking into account available insurance coverage.

Subsequently, the Company identified developments, including the procedural acceleration of multiple litigated cases, receipt of additional claimant information, updated damage valuation analysis, and significantly increased projected defense and expert costs.

This resulted in reassessment of exposure. As of June 5, 2026, more than 140 lawsuits were filed, including three putative class actions, none of which has been certified, and over 1,500 claimants have been proffered to the Company. Based on these developments, management concluded that a loss was probable and reasonably estimable, particularly with respect to potential exposure exceeding available insurance coverage. The net impact to the consolidated statements of operations to resolve outstanding claims was \$271.6 million, consisting of \$324.1 million accrued litigation liability, partially offset by \$52.5 million of insurance recoveries. The net amount was recorded within Selling, General and Administrative expenses.

As of April 30, 2026, the Company entered into additional leases that have not yet commenced in order to expand manufacturing as well as research and development capacity. The undiscounted lease payments are estimated at \$140.2 million for leases that will commence starting in the fourth quarter of fiscal 2026, with initial terms ranging from 20 to 24 years.

Note 10. Business Segment Information

The Company discloses information about its operating segments, which were established based on the way that our Chief Operating Decision Maker (CODM) organizes segments within the Company for making operating decisions and assessing financial performance. Our CODM is our Chief Executive Officer. The Company's two operating segments are described below.

- *CooperVision*. Competes in the worldwide contact lens market by developing, manufacturing and marketing a broad range of products for contact lens wearers, featuring advanced materials and optics.
- *CooperSurgical*. Competes in the fertility and women's health care market through its diversified portfolio of products and services, including fertility products and services, medical devices, cryostorage (such as cord blood and cord tissue storage) and contraception.

The CODM uses operating income (loss), as presented in our financial reports, as the primary measure of segment profitability to assess the performance of the segments and make decisions on resource allocation across segments. The CODM evaluates segment operating income (loss) on a quarterly basis by comparing actual results to forecasted amounts and historical performance. These evaluations, supported by discussions with the leadership team responsible for managing the operations of each reportable segment, are used to assess segment results, monitor operating trends, and support decisions regarding the allocation of resources and consideration of investment opportunities. The Company does not allocate costs from corporate functions to segment operating income (loss). The Company uses the same accounting policies to generate segment results as it does for consolidated results.

The following tables present revenue and other financial information by reportable segment:

Segment information:

Periods Ended April 30, (In millions)	Three Months		Six Months	
	2026	2025	2026	2025
CooperVision net sales by category:				
Toric and multifocal	\$ 364.9	\$ 328.4	\$ 716.1	\$ 647.8
Sphere, other	358.6	341.2	702.5	667.9
Total CooperVision net sales	\$ 723.5	\$ 669.6	\$ 1,418.6	\$ 1,315.7
CooperSurgical net sales by category:				
Office and surgical	\$ 214.2	\$ 205.8	\$ 416.6	\$ 404.7
Fertility	143.8	126.9	270.4	246.6
Total CooperSurgical net sales	358.0	332.7	687.0	651.3
Total net sales	\$ 1,081.5	\$ 1,002.3	\$ 2,105.6	\$ 1,967.0

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Notes to Consolidated Condensed Financial Statements
(Unaudited)

(In millions)	CooperVision	CooperSurgical	Corporate ⁽¹⁾	Consolidated
Three Months Ended April 30, 2026				
Net sales	\$ 723.5	\$ 358.0	\$ —	\$ 1,081.5
Cost of sales	229.4	116.7	—	346.1
Selling, general and administrative expense	252.2	402.4	21.6	676.2
Research and development expense	22.1	20.4	—	42.5
Amortization expense	4.2	43.5	—	47.7
Operating income (loss)	\$ 215.6	\$ (225.0)	\$ (21.6)	\$ (31.0)
Interest expense				20.9
Other (income) expense, net				(3.5)
Income (loss) before income taxes				\$ (48.4)
Depreciation expense	\$ 41.3	\$ 6.5	\$ —	\$ 47.8
Capital expenditures	\$ 76.6	\$ 9.8	\$ —	\$ 86.4
As of April 30, 2026				
Identifiable assets	\$ 7,626.0	\$ 4,616.0	\$ 240.3	\$ 12,482.3
Three Months Ended April 30, 2025				
Net sales	\$ 669.6	\$ 332.7	\$ —	\$ 1,002.3
Cost of sales	215.6	107.6	—	323.2
Selling, general and administrative expense	236.9	136.8	25.3	399.0
Research and development expense	25.6	19.9	—	45.5
Amortization expense	5.1	44.7	—	49.8
Operating income (loss)	\$ 186.4	\$ 23.7	\$ (25.3)	\$ 184.8
Interest expense				24.2
Other (income) expense, net				16.1
Income (loss) before income taxes				\$ 144.5
Depreciation expense	\$ 37.1	\$ 5.9	\$ —	\$ 43.0
Capital expenditures	\$ 69.4	\$ 8.7	\$ —	\$ 78.1
As of October 31, 2025				
Identifiable assets	\$ 7,604.4	\$ 4,619.3	\$ 171.1	\$ 12,394.8

⁽¹⁾ Corporate SGA expenses are not allocated to the segments.

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(Unaudited)

(In millions)	CooperVision	CooperSurgical	Corporate ⁽¹⁾	Consolidated
Six Months Ended April 30, 2026				
Net sales	\$ 1,418.6	\$ 687.0	\$ —	\$ 2,105.6
Cost of sales	450.2	224.8		675.0
Selling, general and administrative expense	489.8	530.8	45.8	1,066.4
Research and development expense	44.5	42.3		86.8
Amortization expense	8.3	87.3		95.6
Operating income (loss)	\$ 425.8	\$ (198.2)	\$ (45.8)	\$ 181.8
Interest expense				43.3
Other (income) expense, net				(5.3)
Income (loss) before income taxes				\$ 143.8
Depreciation expense	\$ 82.4	\$ 13.0	\$ —	\$ 95.4
Capital expenditures	\$ 170.8	\$ 17.8	\$ —	\$ 188.6
Six Months Ended April 30, 2025				
Net sales	\$ 1,315.7	\$ 651.3	\$ —	\$ 1,967.0
Cost of sales	420.6	207.1	—	627.7
Selling, general and administrative expense	466.8	272.7	47.4	786.9
Research and development expense	48.1	38.1	—	86.2
Amortization expense	9.9	89.5	—	99.4
Operating income (loss)	\$ 370.3	\$ 43.9	\$ (47.4)	\$ 366.8
Interest expense				50.2
Other (income) expense, net				18.8
Income (loss) before income taxes				\$ 297.8
Depreciation expense	\$ 72.4	\$ 12.0	\$ —	\$ 84.4
Capital expenditures	\$ 145.0	\$ 22.5	\$ —	\$ 167.5

⁽¹⁾ Corporate SGA expenses are not allocated to the segments.

Geographic information:

(In millions)	Three Months		Six Months	
	2026	2025	2026	2025
Net sales to unaffiliated customers by country of domicile:				
United States	\$ 547.8	\$ 515.2	\$ 1,061.7	\$ 1,011.6
Europe	341.6	291.9	668.0	579.4
Rest of world	192.1	195.2	375.9	376.0
Total	\$ 1,081.5	\$ 1,002.3	\$ 2,105.6	\$ 1,967.0

(In millions)	April 30, 2026	October 31, 2025
Net property, plant and equipment by country of domicile:		
United States	\$ 1,429.1	\$ 1,389.4
Europe	445.7	429.1
Rest of world	257.4	263.5
Total	\$ 2,132.2	\$ 2,082.0

Note 11. Financial Derivatives and Hedging

As of April 30, 2026, the notional amount of outstanding foreign currency forward contracts was \$54.5 million. The resulting impact on our Consolidated Financial Statements from currency hedging activities was not significant for the three and six months ended April 30, 2026 and April 30, 2025.

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As of April 30, 2026, the Company has five interest rate swap contracts that have a total notional amount of \$1.3 billion and remaining maturities of less than two years.

The following table summarizes the amounts recognized with respect to our derivative instruments within the accompanying Consolidated Condensed Statements of Income (Loss) and Comprehensive Income (Loss):

Periods Ended April 30, (In millions)	Location of (Gain)/Loss Recognized on Derivatives	Three Months		Six Months	
		2026	2025	2026	2025
<u>Derivatives designated as cash flow hedges</u>					
Interest rate swap contracts	Interest expense	\$ (5.3)	\$ (9.1)	\$ (11.5)	\$ (20.1)

The cumulative pre-tax impact of the gain on derivatives designated for hedge accounting is recognized in "Accumulated other comprehensive loss". The following table details the changes in the cumulative pre-tax impact of the gain on derivatives designated for hedge accounting:

Periods Ended April 30, (In millions)	Three Months		Six Months	
	2026	2025	2026	2025
Beginning balance gain	\$ 18.4	\$ 57.2	\$ 23.7	\$ 59.2
Amount recognized in accumulated other comprehensive income on interest rate swap contracts, gross	5.8	(17.1)	6.7	(8.1)
Amount reclassified from accumulated other comprehensive income into earnings, gross	(5.3)	(9.1)	(11.5)	(20.1)
Ending balance gain	<u>\$ 18.9</u>	<u>\$ 31.0</u>	<u>\$ 18.9</u>	<u>\$ 31.0</u>

The amount recognized in other comprehensive income on interest rate swap contracts was \$4.4 million and \$5.1 million, net of tax, for the three and six months ended April 30, 2026, respectively, and \$(12.7) million and \$(6.3) million, net of tax, for the three and six months ended April 30, 2025, respectively.

The amount reclassified from other comprehensive income into earnings was \$(4.0) million and \$(8.7) million, net of tax, for the three and six months ended April 30, 2026, respectively, and \$(6.9) million and \$(15.3) million, net of tax, for the three and six months ended April 30, 2025, respectively.

Refer to Note 8. Stockholders' Equity for amounts presented net of the related tax impact in "Accumulated other comprehensive loss."

The Company expects that \$(19.4) million recorded as a component of "Accumulated other comprehensive loss" will be realized in the Consolidated Condensed Statements of Income (Loss) over the next twelve months and the amount will vary depending on prevailing interest rates.

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

Note numbers refer to "Notes to Consolidated Condensed Financial Statements" in Item 1. Unaudited Financial Statements.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. These include statements relating to plans, prospects, goals, strategies, future actions, events or performance and other statements which are other than statements of historical fact, including: statements regarding the expected impact of global macroeconomic conditions, and statements regarding acquisitions (including the acquired companies' financial position, market position, product development and business strategy, expected cost synergies, expected timing and benefits of the transaction, difficulties in integrating entities or operations, as well as estimates of our and the acquired entities' future expenses, sales and earnings per share) that are forward-looking. In addition, all statements regarding anticipated growth in our net sales, anticipated effects of any product recalls, anticipated market conditions, planned product launches, restructuring or business transition expectations, regulatory plans, and expected results of operations and integration of any acquisition are forward-looking. To identify these statements, look for words like "believes," "outlook," "probable," "expects," "may," "will," "should," "could," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties. Among the factors that could cause our actual results and future actions to differ materially from those described in forward-looking statements are:

- Adverse changes in the global or regional general business, political and economic conditions, including the impact of continuing uncertainty and instability of certain countries, man-made or natural disasters and pandemic conditions, that could adversely affect our global markets, and the potential adverse economic impact and related uncertainty caused by these items.
- The impact of international conflicts, including the ongoing conflict in the Middle East, and the global response to international conflicts on the global and local economy, financial markets, energy markets, currency rates and our ability to supply product to, or through, or around, affected countries.
- Our substantial and expanding international operations and the challenges of managing an organization spread throughout multiple countries and complying with a variety of legal, compliance and regulatory requirements.
- The actual imposition or threats of tariffs, customs duties and fees by the U.S. government and other nations in response and other retaliatory actions, such as trade protection measures, import or export licensing requirements, new or different customs duties, trade embargoes and sanctions and other trade barriers, as well as the impact of the Company's efforts to mitigate the effects of such tariffs or similar measures.
- Foreign currency exchange rate and interest rate fluctuations including the risk of fluctuations in the value of foreign currencies or interest rates that would decrease our net sales and earnings.
- Our existing and future variable rate indebtedness and associated interest expense is impacted by rate increases, which could adversely affect our financial health or limit our ability to borrow additional funds.
- Changes in tax laws, examinations by tax authorities, and changes in our geographic composition of income.
- Acquisition-related adverse effects including the failure to successfully achieve the anticipated net sales, margins and earnings benefits of acquisitions, integration delays or costs and the requirement to record significant adjustments to the preliminary fair value of assets acquired and liabilities assumed within the measurement period, required regulatory approvals for an acquisition not being obtained or being delayed or subject to conditions that are not anticipated, adverse impacts of changes to accounting controls and reporting procedures, contingent liabilities or indemnification obligations, increased leverage and lack of access to available financing (including financing for the acquisition or refinancing of debt owed by us on a timely basis and on reasonable terms).
- Compliance costs and potential liability in connection with U.S. and foreign laws and health care regulations pertaining to privacy and security of personal information, such as the Health Insurance Portability and Accountability Act of 1996 and the California Consumer Privacy Act in the U.S. and the General Data Protection Regulation requirements in Europe, including but not limited to those resulting from data security breaches.
- A major disruption in the operations of our manufacturing, accounting and financial reporting, research and development, distribution facilities or raw material supply chain due to challenges associated with integration of acquisitions, man-made or natural disasters, pandemic conditions, cybersecurity incidents or other causes.
- A major disruption in the operations of our manufacturing, accounting and financial reporting, research and development or distribution facilities due to the failure to perform by third-party vendors, including cloud computing providers or other technological problems, including any related to our information systems maintenance, enhancements or new system deployments, integrations or upgrades.
- A successful cybersecurity attack which could interrupt or disrupt our information technology systems, or those of our third-party service providers, or cause the loss of confidential or protected data.

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Item 2. Management's Discussion and Analysis of Financial Condition
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- Market consolidation of large customers globally through mergers or acquisitions resulting in a larger proportion or concentration of our business being derived from fewer customers.
- Disruptions in supplies of raw materials, particularly components used to manufacture our silicone hydrogel lenses.
- New U.S. and foreign government laws and regulations, and changes in existing laws, regulations and enforcement guidance, which affect areas of our operations including, but not limited to, those affecting the health care industry, including the contact lens industry specifically and the medical device or pharmaceutical industries generally, including but not limited to the EU Medical Devices Regulation (MDR) and the EU In Vitro Diagnostic Medical Devices Regulation.
- Legal costs, insurance expenses, settlement costs and the risk of an adverse decision, prohibitive injunction or settlement related to product liability, patent infringement, contractual disputes, or other litigation.
- Limitations on sales following product introductions due to poor market acceptance.
- New competitors, product innovations or technologies, including but not limited to, technological advances by competitors, new products and patents attained by competitors, and competitors' expansion through acquisitions.
- Reduced sales, loss of customers, reputational harm and costs and expenses, including from claims and litigation related to product recalls and warning letters.
- Failure to receive, or delays in receiving, regulatory approvals or certifications for products.
- Failure of our customers and end users to obtain adequate coverage and reimbursement from third-party payers for our products and services.
- The requirement to provide for a significant liability or to write off, or accelerate depreciation on, a significant asset, including goodwill, other intangible assets and idle manufacturing facilities and equipment.
- The success of our research and development activities and other start-up projects.
- Dilution to earnings per share from acquisitions or issuing stock.
- Impact and costs incurred from changes in accounting standards and policies.
- Risks related to environmental laws and requirements applicable to our facilities, products or manufacturing processes, including evolving regulations regarding the use of hazardous substances or chemicals in our products.
- Risks related to environmental, social and corporate governance issues, including those related to regulatory and disclosure requirements, climate change and sustainability.
- Other events described in our United States Securities and Exchange Commission filings, including the "Business" and "Risk Factors" sections in our Annual Report on Form 10-K for the fiscal year ended October 31, 2025, as such Risk Factors may be updated in quarterly filings including updates made in this filing.

We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any obligation to update or revise them except as required by law.

Results of Operations

In this section, we discuss the results of our operations for the second quarter of fiscal 2026 ended April 30, 2026, compared with the same period of fiscal 2025. We discuss our cash flows and current financial condition under "Capital Resources and Liquidity." Within the tables presented, percentages are calculated based on the underlying whole-dollar amounts and, therefore, may not recalculate exactly from the rounded numbers used for disclosure purposes.

Outlook

We are optimistic about the long-term prospects for the worldwide contact lens and general health care markets, and the resilience of and growth prospects for our businesses and products. However, we face significant risks and uncertainties in our global operating environment as further described in the Part II, Item 1A "Risk Factors" herein. These risks include uncertain global and regional business, political and economic conditions, including but not limited to those associated with man-made or natural disasters, pandemic conditions, inflation, foreign exchange rate fluctuations, regulatory developments, supply chain disruptions, and escalating global trade barriers and disruptions, such as the impact of tariffs. These risks and uncertainties have adversely affected our sales, cash flow and performance in the past and could further adversely affect our future sales, cash flow and performance.

CooperVision - We compete in the worldwide contact lens market with our spherical, toric, multifocal and toric multifocal contact lenses offered in materials like silicone hydrogel Aquaform technology. We believe that there will be lower contact lens wearer dropout rates as technology improves and enhances the wearing experience through a combination of improved designs and materials and the growth of preferred modalities such as single-use and monthly wearing options. CooperVision also competes in the myopia management and specialty eye care contact lens markets with myopia management contact lenses using its ActivControl technology and with products such as orthokeratology (ortho-k) and scleral lenses. CooperVision has U.S. Food and Drug Administration (FDA) approval for its MiSight 1 day lens, which is the first and only FDA-approved product indicated to slow the progression of myopia in children with treatment initiated between the ages of 8-12. Further, CooperVision received Chinese National Medical Products Administration approval for use of the MiSight 1 day lens in China and received Japanese Ministry of Health, Labour and Welfare approval for use of the MiSight 1 day lens in Japan. CooperVision is focused on greater worldwide market penetration using recently introduced products, and we continue to expand our presence in existing and emerging markets, including through acquisitions.

Our ability to compete successfully with a full range of silicone hydrogel products is an important factor to achieving our desired future levels of sales growth and profitability. CooperVision manufactures and markets a wide variety of silicone hydrogel contact lenses. Our single-use silicone hydrogel product franchises, clariti, MyDay and MyDay Energys remain a focus as we expect increasing demand for these products, as well as future single-use products, as the global contact lens market continues to shift to this modality. Outside of single-use, the Biofinity and Avaira Vitality product families comprise our focus in the FRP, or frequent replacement product, market which encompasses the monthly and two-week modalities. Included in this segment are unique products such as Biofinity Energys, which helps individuals with digital eye fatigue.

CooperSurgical - Our CooperSurgical business competes in the fertility and women's health care market through its diversified portfolio of products and services, including fertility products and services, medical devices, cryostorage (such as cord blood and cord tissue storage) and contraception. CooperSurgical has established its market presence and distribution system by developing products and acquiring companies, products and services that complement its business model.

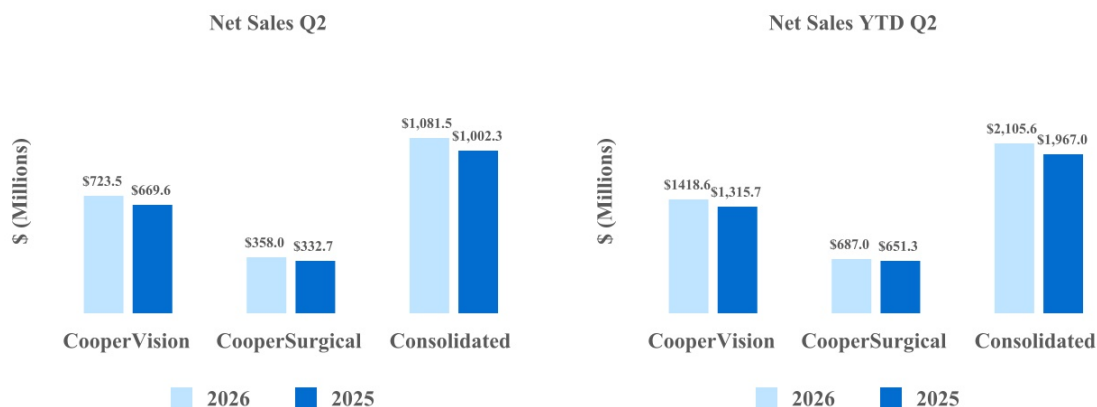
Competitive factors in the segments in which CooperSurgical competes include technological and scientific advances, product quality and availability, price and customer service (including response time and effective communication of product information to physicians, consumers, fertility clinics and hospitals).

We protect our products through patents and trademark registrations, both in the United States and in international markets. We monitor competitive products trademark use worldwide and, when determined appropriate, we have enforced and plan to continue to enforce and defend our patent and trademark rights. We also rely upon trade secrets, licenses, technical know-how and continuing technological innovation to develop and maintain our competitive position.

CooperVision, CooperSurgical, and other trade names, trademarks or service marks of the Company and its subsidiaries appearing in this report are the property of the Company and its subsidiaries. Trade names, trademarks and service marks of the other companies appearing in this report are the property of their respective holders.

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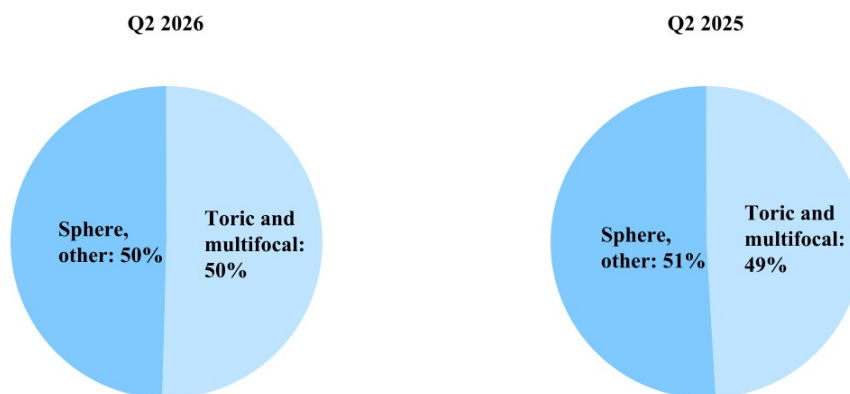
Net Sales



The contact lens market has two major product categories:

- Toric and multifocal lenses including lenses that, in addition to correcting near- and farsightedness, address more complex visual defects such as astigmatism and presbyopia by adding optical properties of cylinder and axis, which correct for irregularities in the shape of the cornea; and
- Spherical lenses, including lenses that correct near- and farsightedness uncomplicated by more complex visual defects, myopia management lenses, which slow the progression of and correct myopia in age-appropriate children, and other specialty lenses.

CooperVision Net Sales by Category

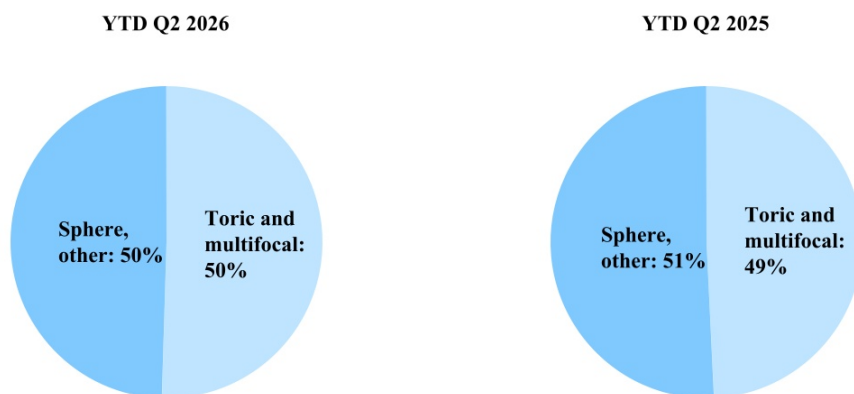


Three Months Ended April 30,

(\$ in millions)

	2026	2025	2026 vs 2025 % Change
Toric and multifocal	\$ 364.9	\$ 328.4	11 %
Sphere, other	358.6	341.2	5 %
	\$ 723.5	\$ 669.6	8 %

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Six Months Ended April 30,

(\$ in millions)	2026	2025	2026 vs 2025 % Change
Toric and multifocal	\$ 716.1	\$ 647.8	11 %
Sphere, other	702.5	667.9	5 %
	<u>\$ 1,418.6</u>	<u>\$ 1,315.7</u>	<u>8 %</u>

In the three and six months ended April 30, 2026, the growth experienced across all categories was positively impacted by favorable foreign exchange rate fluctuations of approximately \$28.4 million and \$56.5 million, respectively.

- Toric and multifocal grew primarily through the success of Biofinity and MyDay.
- Sphere, other grew primarily through MyDay and MiSight.
- "Other" products represented less than 1% of net sales in the three and six months ended April 30, 2026 and 2025, respectively.

CooperVision Net Sales by Geography

CooperVision competes in the worldwide soft contact lens market and services in three primary regions: the Americas, EMEA (Europe, Middle East and Africa) and Asia Pacific.

Periods Ended April 30, (\$ in millions)	Three Months			Six Months		
	2026	2025	2026 vs 2025 % Change	2026	2025	2026 vs 2025 % Change
Americas	\$ 303.2	\$ 282.4	7 %	\$ 592.2	\$ 553.3	7 %
EMEA	289.7	248.6	17 %	572.0	495.1	16 %
Asia Pacific	130.6	138.6	(6)%	254.4	267.3	(5)%
	<u>\$ 723.5</u>	<u>\$ 669.6</u>	<u>8 %</u>	<u>\$ 1,418.6</u>	<u>\$ 1,315.7</u>	<u>8 %</u>

CooperVision's growth in net sales in the Americas and EMEA was primarily attributable to market gains of silicone hydrogel contact lenses. In Asia Pacific, net sales declined due to softness in Japan. The growth in EMEA was positively impacted by favorable foreign exchange rate fluctuations. Refer to CooperVision Net Sales by Category above for further discussion.

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CooperSurgical Net Sales

CooperSurgical supplies the fertility and women's health care market with a diversified portfolio of products and services in two categories:

- Office and surgical offerings include products that facilitate surgical and non-surgical procedures that are commonly performed primarily by obstetricians and gynecologists in hospitals, surgical centers, and medical offices. This includes medical devices, cryostorage (such as cord blood and cord tissue storage), and contraception.
- Fertility offerings include highly specialized products and services that target the in vitro fertilization process, including diagnostics testing with a goal to make fertility treatment safer, more efficient and convenient. This includes fertility consumables and equipment, donor gamete services, and genomic services (including genetic testing).

CooperSurgical Net Sales by Category



**Three Months Ended April 30,
(\$ in millions)**

	2026	2025	2026 vs 2025 % Change
Office and surgical	\$ 214.2	\$ 205.8	4 %
Fertility	143.8	126.9	13 %
	\$ 358.0	\$ 332.7	8 %

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**Six Months Ended April 30,
(\$ in millions)**

	2026	2025	2026 vs 2025 % Change
Office and surgical	\$ 416.6	\$ 404.7	3 %
Fertility	270.4	246.6	10 %
	<u>\$ 687.0</u>	<u>\$ 651.3</u>	5 %

In the three months ended April 30, 2026, office and surgical net sales increased primarily due to increased sales of surgical products. Fertility net sales increased primarily due to an increase in revenue from consumable products and genetic testing.

In the six months ended April 30, 2026, office and surgical net sales increased primarily due to increased sales of surgical products, partially offset by a decrease in revenue of Paragard contraceptive intrauterine devices. Fertility net sales increased primarily due to an increase in revenue from consumable products and genetic testing.

Gross Margin.

Consolidated gross margin remained flat at 68% for both the three and six months ended April 30, 2026 and April 30, 2025.

Selling, General and Administrative (SGA) Expenses

Three Months Ended April 30,

(\$ in millions)	2026	% Net Sales	2025	% Net Sales	2026 vs 2025 % Change
CooperVision	\$ 252.2	35 %	\$ 236.9	35 %	6 %
CooperSurgical	402.4	112 %	136.8	41 %	194 %
Corporate	21.6	—	25.3	—	(15)%
	<u>\$ 676.2</u>	63 %	<u>\$ 399.0</u>	40 %	69 %

Six Months Ended April 30,

(\$ in millions)	2026	% Net Sales	2025	% Net Sales	2026 vs 2025 % Change
CooperVision	\$ 489.8	35 %	\$ 466.8	35 %	5 %
CooperSurgical	530.8	77 %	272.7	42 %	95 %
Corporate	45.8	—	47.4	—	(3)%
	<u>\$ 1,066.4</u>	51 %	<u>\$ 786.9</u>	40 %	36 %

CooperVision's SGA expenses increased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to increased selling activities.

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CooperSurgical's SGA expenses increased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to the \$271.6 million litigation expense, net of insurance recoveries. Refer to Note 9. Contingencies and Commitments for additional information.

Corporate SGA expenses decreased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to a decrease in share-based compensation related expenses.

Research and Development (R&D) Expenses

Three Months Ended April 30,

(\$ in millions)	2026		2025		2026 vs 2025 % Change
		% Net Sales		% Net Sales	
CooperVision	\$ 22.1	3 %	\$ 25.6	4 %	(14)%
CooperSurgical	20.4	6 %	19.9	6 %	3 %
	<u>\$ 42.5</u>	<u>4 %</u>	<u>\$ 45.5</u>	<u>5 %</u>	<u>(7)%</u>

Six Months Ended April 30,

(\$ in millions)	2026		2025		2026 vs 2025 % Change
		% Net Sales		% Net Sales	
CooperVision	\$ 44.5	3 %	\$ 48.1	4 %	(7)%
CooperSurgical	42.3	6 %	38.1	6 %	11 %
	<u>\$ 86.8</u>	<u>4 %</u>	<u>\$ 86.2</u>	<u>4 %</u>	<u>1 %</u>

CooperVision's R&D expenses decreased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to a decrease in R&D project spend. CooperVision's R&D projects are primarily focused on the development of contact lenses, manufacturing technology, and process enhancements.

CooperSurgical's R&D expenses increased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to an increase in R&D project spend and pharmacovigilance related fees. CooperSurgical's R&D projects are primarily focused on the development of surgical devices and fertility solutions, manufacturing technology, and process enhancements.

Amortization Expense

Three Months Ended April 30,

(\$ in millions)	2026		2025		2026 vs 2025 % Change
		% Net Sales		% Net Sales	
CooperVision	\$ 4.2	1 %	\$ 5.1	1 %	(18)%
CooperSurgical	43.5	12 %	44.7	13 %	(3)%
	<u>\$ 47.7</u>	<u>4 %</u>	<u>\$ 49.8</u>	<u>5 %</u>	<u>(4)%</u>

Six Months Ended April 30,

(\$ in millions)	2026		2025		2026 vs 2025 % Change
		% Net Sales		% Net Sales	
CooperVision	\$ 8.3	1 %	\$ 9.9	1 %	(16)%
CooperSurgical	87.3	13 %	89.5	14 %	(2)%
	<u>\$ 95.6</u>	<u>5 %</u>	<u>\$ 99.4</u>	<u>5 %</u>	<u>(4)%</u>

CooperVision's amortization expense decreased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to certain intangible assets being fully amortized.

CooperSurgical's amortization expense decreased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to certain intangible assets being fully amortized and the write-off of an intangible asset in fiscal 2025.

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Operating Income (Loss)

Three Months Ended April 30,

(\$ in millions)	2026	% Net Sales	2025	% Net Sales	2026 vs 2025 % Change
CooperVision	\$ 215.6	30 %	\$ 186.4	28 %	16 %
CooperSurgical	(225.0)	(63)%	23.7	7 %	(1,049)%
Corporate	(21.6)	—	(25.3)	—	(15)%
	<u>\$ (31.0)</u>	<u>(3)%</u>	<u>\$ 184.8</u>	<u>18 %</u>	<u>(117)%</u>

Six Months Ended April 30,

(\$ in millions)	2026	% Net Sales	2025	% Net Sales	2026 vs 2025 % Change
CooperVision	\$ 425.8	30 %	\$ 370.3	28 %	15 %
CooperSurgical	(198.2)	(29)%	43.9	7 %	(551)%
Corporate	(45.8)	—	(47.4)	—	(3)%
	<u>\$ 181.8</u>	<u>9 %</u>	<u>\$ 366.8</u>	<u>19 %</u>	<u>(50)%</u>

CooperVision's operating income increased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to the increase in net sales outpacing the increase in operating expenses.

CooperSurgical reported operating loss in the three and six months ended April 30, 2026, compared to the operating income in the three and six months ended April 30, 2025, primarily due to increased SGA expenses related to the \$271.6 million litigation expense, net of insurance recoveries. Refer to Note 9. Contingencies and Commitments for additional information.

Corporate operating loss decreased in the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to a decrease in share-based compensation related expenses.

Interest Expense

Three Months Ended April 30,

(\$ in millions)	2026	% Net Sales	2025	% Net Sales	2026 vs 2025 % Change
Interest expense	\$ 20.9	2 %	\$ 24.2	2 %	(14)%

Six Months Ended April 30,

(\$ in millions)	2026	% Net Sales	2025	% Net Sales	2026 vs 2025 % Change
Interest expense	\$ 43.3	2 %	\$ 50.2	3 %	(14)%

Interest expense decreased during the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, due to lower interest rates and lower average debt balances.

Other (Income) Expense, Net

Periods Ended April 30,

(\$ in millions)	Three Months		Six Months	
	2026	2025	2026	2025
Foreign exchange loss	\$ 0.8	\$ 1.2	\$ 2.1	\$ 4.2
Other (income) expense, net	(4.3)	14.9	(7.4)	14.6
	<u>\$ (3.5)</u>	<u>\$ 16.1</u>	<u>\$ (5.3)</u>	<u>\$ 18.8</u>

Foreign exchange loss decreased during the three and six months ended April 30, 2026, compared to the three and six months ended April 30, 2025, primarily due to movements of U.S. dollar against various foreign currencies and the effect on intercompany receivables and payables.

Other (income) expense, net changed from expense in the three and six months ended April 30, 2025 to income in the three and six months ended April 30, 2026, primarily due to a \$15.7 million loss on the disposal of a minority interest investment in fiscal year 2025.

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Provision for Income Taxes

The effective tax rates for the three months ended April 30, 2026, and April 30, 2025, were (61.0)% and 39.3%, respectively. The effective tax rates for the six months ended April 30, 2026, and April 30, 2025, were 63.2% and 35.5%, respectively. The changes were primarily due to the discrete tax impact of the litigation accrual discussed below, partially offset by changes in the geographic composition of pre-tax earnings.

During the three months ended April 30, 2026, the Company recorded \$271.6 million litigation expense, net of insurance recoveries, as described in Note 9. Contingencies and Commitments. As a result, the Company recognized a \$42.8 million discrete income tax benefit, net of indirect tax effects, primarily driven by a reduction in U.S. taxable income.

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Capital Resources and Liquidity

Working capital as of April 30, 2026 and October 31, 2025 was \$495.1 million and \$993.6 million, respectively. The decrease in working capital was primarily due to an increase in short-term debt.

Cash Flow

**Six Months Ended April 30,
(\$ in millions)**

	2026	2025
Operating activities	\$ 443.7	\$ 286.8
Investing activities	(192.9)	(176.0)
Financing activities	(223.7)	(105.2)
Effect of exchange rate changes on cash, cash equivalents, restricted cash	1.3	2.9
Net increase in cash, cash equivalents, and restricted cash	<u>\$ 28.4</u>	<u>\$ 8.5</u>

Operating Cash Flow

Cash provided by operating activities in the first six months of fiscal 2026 increased compared to the first six months of fiscal 2025, primarily due to increased cash inflows from net income after adjusting for the non-cash accrual for litigation liability. Refer to Note 9. Contingencies and Commitments for additional information.

Investing Cash Flow

Cash used in investing activities in the first six months of fiscal 2026 increased compared to the first six months of fiscal 2025, primarily due to an increase in purchases of property, plant and equipment, partially offset by a decrease in spending on equity investments.

Financing Cash Flow

Cash used in financing activities in the first six months of fiscal 2026 increased compared to the first six months of fiscal 2025, primarily due to an increase in repurchase of common stock, higher net repayments on the revolving credit and lower net proceeds from short-term debt.

The following is a summary of the maximum commitments and the net amounts available to us under different credit facilities as of April 30, 2026:

(\$ in millions)	Facility Limit	Outstanding Borrowings	Outstanding Letters of Credit	Total Amount Available	Maturity Date
Revolving Credit:					
2024 Revolving Credit	\$ 2,300.0	\$ 911.7	\$ 5.3	\$ 1,383.0	May 1, 2029
Term loan:					
2021 Term Loan	550.0	550.0	n/a	—	December 17, 2026
2021 Term Loan	950.0	950.0	n/a	—	February 3, 2031
Total	<u>\$ 3,800.0</u>	<u>\$ 2,411.7</u>	<u>\$ 5.3</u>	<u>\$ 1,383.0</u>	

As of April 30, 2026, the Company was in compliance with all debt covenants. On May 1, 2024, the Company entered into a Revolving Credit Agreement (the 2024 Credit Agreement). The Company drew on the 2024 Credit Agreement to fully repay borrowings outstanding under the 2020 Term Loan Facility and 2020 Revolving Credit Facility and terminated the 2020 Credit Agreement. On February 3, 2026, the Company entered into Amendment No. 3 to the 2021 Credit Agreement. The amendment modifies the 2021 Credit Agreement by, among other things, extending the maturity date of \$950.0 million of term loans to February 3, 2031, with the remaining \$550.0 million of term loans retaining their original maturity date. See Note 4. Financing Arrangements of the Consolidated Condensed Financial Statements for further information.

We have re-evaluated our operating cash flows and cash requirements and continue to believe that current cash, cash equivalents, future cash flow from operating activities and cash available under our 2024 Credit Agreement will be sufficient to meet our anticipated cash needs, including working capital needs, capital expenditures and contractual obligations for at least 12 months from the issuance date of the Consolidated Condensed Financial Statements included in this quarterly report. To the extent additional funds are necessary to meet our liquidity needs such as for acquisitions, share repurchases or other activities as we

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execute our business strategy, we anticipate that additional funds could be obtained through the incurrence of additional indebtedness, additional equity financings or a combination of these potential sources of funds; however, such financing may not be available on favorable terms, or at all.

Share Repurchase

In September 2025, the authorization under the 2012 Share Repurchase Program was increased to \$2.0 billion by the Company's Board of Directors. As of April 30, 2026, \$860.8 million remains authorized for repurchase.

During the three and six months ended April 30, 2026, the Company repurchased 0.2 million and 1.3 million shares of its common stock for \$13.1 million and \$105.6 million, at a weighted average price of \$75.84 and \$81.21 per share. During the three and six months ended April 30, 2025, the Company repurchased 0.5 million shares of its common stock for \$40.6 million, at a weighted average price of \$75.60 per share.

Contingencies

On March 2, 2026, the U.K. FTT issued a decision that largely supports HMRC in the Company's dispute relating to payroll tax matters arising from the acquisition of the Saufflon Group in 2014.

The Company believes the FTT's decision was incorrect and is in the process of appealing the FTT's decision. Depending on the results of the appeal, the Company could prevail on some or all of the issues in dispute, which could result in an obligation to pay a portion or all of the assessed amounts, with an estimated loss ranging from £0 to £71.7 million, plus accrued interest.

In December 2023, CooperSurgical initiated a voluntary recall of three specific lots of CooperSurgical's LifeGlobal™ global® embryo culture media that it had produced. Subsequently, claims and lawsuits in various U.S. and international jurisdictions were brought by individuals who generally allege that they suffered damages associated with the use of the recalled product, including claims of embryo loss or reduced embryo viability.

Between December 2023 and mid-March 2026, the Company resolved a significant number of claims and lawsuits through settlements. The Company recorded an immaterial accrual in the first quarter of fiscal 2024, related to insurance deductibles and other additional costs. Based on historical settlement experience and other considerations, the Company believed a material loss was not probable and that there was no reasonable basis to estimate aggregate losses in excess of historical settlement levels after taking into account available insurance coverage.

Subsequently, the Company identified developments, including the procedural acceleration of multiple litigated cases, receipt of additional claimant information, updated damage valuation analysis, and significantly increased projected defense and expert costs. This resulted in reassessment of exposure. As of June 5, 2026, more than 140 lawsuits were filed, including three putative class actions, none of which has been certified, and over 1,500 claimants have been proffered to the Company. Based on these developments, management concluded that a loss was probable and reasonably estimable, particularly with respect to potential exposure exceeding available insurance coverage. The net impact to the consolidated statements of operations to resolve outstanding claims was \$271.6 million, consisting of \$324.1 million accrued litigation liability, partially offset by \$52.5 million of insurance recoveries. The net amount was recorded within Selling, General and Administrative expenses.

Any future payments required would impact the Company's liquidity and cash flow in the period of resolution.

Estimates and Critical Accounting Policies

Information regarding estimates and critical accounting policies is included in Management's Discussion and Analysis in our Form 10-K for the fiscal year ended October 31, 2025. There have been no material changes in our policies from those previously discussed in our Form 10-K for the fiscal year ended October 31, 2025, except as follows:

Litigation Contingencies

We are or may be subject to litigation loss contingencies. We accrue for loss contingencies to the extent that we conclude that it is probable that a loss will be incurred and the amount of the loss can be reasonably estimated. If a reasonable estimate of a known or probable loss cannot be made, but a range of probable losses can be estimated, the low end of the range of losses is recognized if no amount within the range is a better estimate than any other. If we determine that a loss is possible, but not probable, and the range of the loss can be reasonably determined, then we disclose the range of the possible loss. Potential insurance recoveries in connection with recognized loss contingencies are recognized as assets in the period in which such recoveries are determined to be probable of realization. These matters raise difficult and complex factual and legal issues and are subject to many uncertainties, including, but not limited to, the facts and circumstances of each particular case or claim, the jurisdiction in which each suit is

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brought, and differences in applicable law. As such, significant judgment is required in determining our legal accruals. Refer to Note 9. Contingencies and Commitments for additional information.

Accounting Pronouncements

Information regarding new accounting pronouncements is included in Note 1. General of the Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

We are exposed to market risks that relate principally to changes in interest rates and foreign currency fluctuations. We do not enter into derivative financial instrument transactions for speculative purposes.

Foreign Currency Exchange Risk

We operate multiple foreign subsidiaries that manufacture and market our products worldwide. As a result, our earnings, cash flow and financial position are exposed to foreign currency risk from foreign currency denominated receivables and payables, sales transactions, capital expenditures and net investment in certain foreign operations. Most of our operations outside the United States have their local currency as their functional currency. We have exposure to multiple foreign currencies, including, among others, the British pound, Euro and Japanese yen. We have taken steps to minimize our balance sheet exposure by entering into foreign currency forward contracts to minimize the short-term impact of foreign currency exchange rate fluctuations on certain trade and intercompany receivables and payables.

At April 30, 2026, a uniform hypothetical 10% increase or decrease in the foreign currency exchange rates in comparison to the value of the U.S. dollar would have resulted in a corresponding increase or decrease of approximately \$35.5 million in operating income (loss) for the fiscal quarter ended April 30, 2026. See Note 11. Financial Derivatives and Hedging of the Consolidated Condensed Financial Statements for further information.

Interest Rate Risk

We are exposed to risks associated with changes in interest rates. Net of interest rate swaps, the majority of our total indebtedness remains subject to US-based variable interest rate risk tied to changes in the federal funds rate and SOFR. We have entered, and in the future may enter, into interest rate swaps to manage interest rate risk.

Our ultimate realized gain or loss with respect to interest rate fluctuations will depend on interest rates, the exposures that arise during the period and our hedging strategies at that time. As an example, if interest rates were to increase or decrease by 1% or 100 basis points, the quarterly interest expense would not have a material impact, based on average debt outstanding, after consideration of our interest rate swap contracts, during the second quarter of fiscal 2026. See Note 4. Financing Arrangements of the Consolidated Condensed Financial Statements for further information.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on management's evaluation (with the participation of our Chief Executive Officer (our Principal Executive Officer) and Chief Financial Officer (our Principal Financial Officer)), as of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the Exchange Act)) are effective as of April 30, 2026 to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act during our second quarter of fiscal 2026, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

On March 2, 2026, the U.K. FTT issued a decision that largely supports HMRC in the Company’s dispute regarding payroll tax matters arising from the acquisition of the Sauflon Group in 2014.

The Company believes the FTT’s decision was incorrect and is in the process of appealing the FTT’s decision. Depending on the results of the appeal, the Company could prevail on some or all of the issues in dispute, which could result in an obligation to pay a portion or all of the assessed amounts, with an estimated loss ranging from £0 to £71.7 million, plus accrued interest.

In December 2023, CooperSurgical initiated a voluntary recall of three specific lots of CooperSurgical’s LifeGlobal™ global® embryo culture media that it had produced. Subsequently, claims and lawsuits in various U.S. and international jurisdictions were brought by individuals who generally allege that they suffered damages associated with the use of the recalled product, including claims of embryo loss or reduced embryo viability.

Between December 2023 and mid-March 2026, the Company resolved a significant number of claims and lawsuits through settlements. The Company recorded an immaterial accrual in the first quarter of fiscal 2024, related to insurance deductibles and other additional costs. Based on historical settlement experience and other considerations, the Company believed a material loss was not probable and that there was no reasonable basis to estimate aggregate losses in excess of historical settlement levels after taking into account available insurance coverage.

Subsequently, the Company identified developments, including the procedural acceleration of multiple litigated cases, receipt of additional claimant information, updated damage valuation analysis, and significantly increased projected defense and expert costs. This resulted in reassessment of exposure. As of June 5, 2026, more than 140 lawsuits were filed, including three putative class actions, none of which has been certified, and over 1,500 claimants have been proffered to the Company. Based on these developments, management concluded that a loss was probable and reasonably estimable, particularly with respect to potential exposure exceeding available insurance coverage. The net impact to the consolidated statements of operations to resolve outstanding claims was \$271.6 million, consisting of \$324.1 million accrued litigation liability, partially offset by \$52.5 million of insurance recoveries. The net amount was recorded within Selling, General and Administrative expenses.

Refer to Note 9. Contingencies and Commitments for additional information.

Item 1A. Risk Factors

Our business faces significant risks. These risks include those referenced below and may include additional risks and uncertainties not presently known to us or that we currently deem immaterial. Our business, financial condition and results of operations could be materially adversely affected by any of these risks, and the trading prices of our common stock could decline by virtue of these risks. These risks should be read in conjunction with the other information in this report.

Risk factors describing the major risks to our business can be found under Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended October 31, 2025. There have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended October 31, 2025.

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

In September 2025, the authorization under the 2012 Share Repurchase Program was increased to \$2.0 billion by the Company’s Board of Directors. As of April 30, 2026, \$860.8 million remains authorized for repurchase.

The following table provides information about the shares repurchased by the Company for the three months ended April 30, 2026:

Period	Total number of shares purchased (in thousands)	Average price paid per share	Total number of shares purchased as part of publicly announced plan (in thousands)	Approximate dollar value of shares that may yet be purchased under the plan (in millions)
February 1, 2026 to February 28, 2026	—	\$ —	—	\$ 873.9
March 1, 2026 to March 31, 2026	173.6	75.84	173.6	860.8
April 1, 2026 to April 30, 2026	—	—	—	860.8
Total	173.6	\$ 75.84	173.6	\$ 860.8

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended April 30, 2026, no director or officer of the Company adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408(a) of Regulation S-K.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 6. Exhibits

Exhibit Number	Description of Document	Incorporated by Reference		
		Form	Exhibit	Filing Date/ Period End Date
31.1	Certification of the Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934			
31.2	Certification of the Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934			
32.1*	Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350			
32.2*	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350			
101.1	The following materials from the Company's Quarterly Report on Form 10-Q for the three and six months periods ended April 30, 2026 formatted in Inline XBRL (Extensible Business Reporting Language): (i) Consolidated Condensed Statements of Income (Loss) and Comprehensive Income (Loss), (ii) Consolidated Condensed Balance Sheets, (iii) Consolidated Condensed Statements of Stockholders' Equity, (iv) Consolidated Condensed Statements of Cash Flows and (v) related Notes to Consolidated Condensed Financial Statements.			
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document)			

* Furnished herewith

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

SIGNATURES

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

The Cooper Companies, Inc.

(Registrant)

Date: June 5, 2026

/s/ Brian G. Andrews

Brian G. Andrews

Executive Vice President, Chief Financial Officer, and Treasurer
(Principal Financial Officer and Principal Accounting Officer)

CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Albert G. White III, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Cooper Companies, Inc. (the “registrant”);
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: June 5, 2026

/s/ Albert G. White III
Albert G. White III
President and Chief Executive Officer

CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Brian G. Andrews, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Cooper Companies, Inc. (the “registrant”);
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: June 5, 2026

/s/ Brian G. Andrews

Brian G. Andrews
Executive Vice President, Chief Financial Officer and
Treasurer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Albert G. White III, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of The Cooper Companies, Inc. (the “Company”) for the quarterly period ended April 30, 2026, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 5, 2026

/s/ Albert G. White III

Albert G. White III
President and Chief Executive Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Brian G. Andrews, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of The Cooper Companies, Inc. (the “Company”) for the quarterly period ended April 30, 2026, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 5, 2026

/s/ Brian G. Andrews

Brian G. Andrews

Executive Vice President, Chief Financial Officer and Treasurer