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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2026

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO**

Commission File Number 001-41027

PERIMETER SOLUTIONS, INC.
(Exact name of Registrant as specified in its Charter)

Delaware	**33-2098357**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

8000 Maryland Avenue, Suite 350
Clayton, Missouri 63105
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (314) 396-7343

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	PRM	New York Stock Exchange

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 x 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 x No ☐

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

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o
		Emerging growth company	o

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 x

As of July 24, 2026, there were 163,686,923 shares of Common Stock, par value $0.0001 per share, outstanding.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q for the period ended June 30, 2026 (this “Quarterly Report”) contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements involve risks and uncertainties and reflect our current views with respect to, among other things, future events and our financial performance. When used in this Quarterly Report, the words “believe,” “may,” “could,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “indicate,” “seek,” “should,” “would,” and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements contain these identifying words. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. These forward-looking statements include, without limitation, statements about the following matters:

- future financial performance, financial projections or estimates used, including any growth or expansion plans and opportunities;
- our beliefs regarding certain trends and growth drivers in our fire safety business, including weather and climate trends;
- our ongoing commitment to manufacturing high-quality products in an environmentally-conscious way;
- our ability to grow long-term value through, among other things, the continuing performance improvement of our existing operations, execution of a disciplined capital allocation and management of our capital structure;
- our expectations regarding future capital expenditures;
- our plans to maintain our industry leadership through continued investments in innovation, and development and product certifications;
- expectations concerning sources of revenue;
- expectations about demand for fire retardant products, equipment and services, including our ability to accurately identify key market drivers and leverage our relationships with customers and stakeholders;
- our expectations regarding the impact of tariffs and global trade policy and other significant infrequent events, such as the ongoing regional conflicts in Ukraine or the Middle East, on our business, as well as our ability to mitigate inflationary pressures;
- expectations concerning certain of our products’ ability to protect life and property as population settlement locations change;
- our expectations regarding market risk;
- our expectations regarding the severity of future fire seasons and the extent to which fire retardant will be used to protect property in the future;
- expectations concerning repurchases of our Common Stock (as defined below) under the Share Repurchase Plan (as defined below);
- our expectation regarding the increase in the size and capacity of firefighting aircraft and fleets;
- our expectations regarding our future investments in fluorine-free foam technology;
- our expectations regarding the expiration of our patents;
- our beliefs regarding the sufficiency of our current sources of liquidity to fund our future liquidity requirements, our expectations regarding the types of future liquidity requirements and our expectations regarding the availability of future sources of liquidity;
- our expectations and beliefs regarding free cash flow generation, leverage, our capital allocation priorities such as reinvestment, future acquisitions and stock repurchase activity;
- our intention to pursue intellectual property protection on product and equipment enhancements; and
- the expected outcome of litigation matters and the effect of such claims on business, financial condition, results of operations or cash flows.

Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date of this Quarterly Report, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to those summarized below:

- negative or uncertain worldwide economic conditions;
- volatility, seasonality and cyclicality in the industries in which we operate;
- our substantial dependence on sales to the U.S. Department of Agriculture ("USDA") Forest Service, the U.S. Bureau of Land Management and the State of California and the risk of decreased sales to these customers;
- changes in the regulation of the chemical industry, a downturn in the specialty chemicals and/or fire retardant end markets or our failure to accurately predict the frequency, duration, timing, and severity of changes in demand in such markets;
- changes in customer relations or service levels;
- a small number of our customers represent a significant portion of our revenue;
- failure to continuously innovate and to provide products that gain market acceptance, which may cause us to be unable to attract new customers or retain existing customers;
- improper conduct of, or use of our products by, employees, agents, government contractors or collaborators;
- changes in the availability of products from our suppliers on a long-term basis;
- production interruptions or shutdowns, which could increase our operating or capital expenditures or negatively impact the supply of our products resulting in reduced sales;
- changes in the availability of third-party logistics suppliers for distribution, storage and transportation;
- increases in supply and raw material costs, supply shortages, long lead times for components or supply changes;
- adverse effects on the demand for our products or services due to the seasonal or cyclical nature of our business or severe weather events;
- introduction of new products, which are considered preferable, which could cause demand for some of our products to be reduced or eliminated;
- current ongoing and future litigation, including multi-district litigation and other legal proceedings;
- heightened liability and reputational risks due to certain of our products being provided to emergency services personnel and their use to protect lives and property;
- future products liabilities claims where indemnity and insurance coverage could be inadequate or unavailable to cover these claims due to the fact that some of the products we produce may cause adverse health consequences;
- compliance with export control or economic sanctions laws and regulations;
- environmental impacts and side effects of our products, which could have adverse consequences for our business;
- compliance with environmental laws and regulations;
- our ability to protect our intellectual property rights and know-how;
- our ability to generate the funds required to service our debt and finance our operations;
- fluctuations in foreign currency exchange;
- potential impairments or write-offs of certain assets;
- the adequacy of our insurance coverage; and
- challenges to our decisions and assumptions in assessing and complying with our tax obligations.

For additional information regarding known material factors that could cause our actual results to differ from our projected results, please read (1) Part I, Item 1A. "Risk Factors" in the annual report on Form 10-K for the fiscal year ended December 31, 2025 (the "2025 Annual Report"); (2) our reports and registration statements filed from time to time with the Securities and Exchange Commission (the "SEC"), and (3) other public announcements we make from time to time. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

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PART I - FINANCIAL INFORMATION
Item 1. Financial Statements

PERIMETER SOLUTIONS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

In Thousands, except per share data	June 30, 2026	December 31, 2025
ASSETS	(Unaudited)	
Current assets:		
Cash and cash equivalents	$ 82,776	$ 325,927
Accounts receivable, net	158,095	64,363
Inventories	203,265	139,634
Prepaid expenses and other current assets	52,252	34,049
Total current assets	496,388	563,973
Property, plant and equipment, net	109,215	85,138
Operating lease right-of-use assets	41,351	30,152
Finance lease right-of-use assets	5,223	5,713
Goodwill	1,365,724	1,065,211
Customer lists, net	904,934	628,189
Technology and patents, net	195,537	184,804
Tradenames, net	123,064	86,330
Other assets, net	3,322	3,497
Total assets	$ 3,244,758	$ 2,653,007
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 44,967	$ 30,301
Accrued expenses and other current liabilities	67,062	47,212
Founders advisory fees payable - related party	177,957	95,726
Deferred revenue	26,413	1,879
Total current liabilities	316,399	175,118
Long-term debt, net	1,210,247	669,122
Operating lease liabilities, net of current portion	36,370	27,860
Finance lease liabilities, net of current portion	5,367	5,694
Deferred income taxes	77,997	80,410
Founders advisory fees payable - related party	452,617	440,697
Preferred stock	118,962	115,904
Preferred stock - related party	520	1,293
Other non-current liabilities	4,661	3,590
Total liabilities	2,223,140	1,519,688
Equity:		
Common stock, $0.0001 par value per share	19	17
Treasury stock, at cost	(168,197)	(168,197)
Additional paid-in capital	2,113,652	2,100,958
Accumulated other comprehensive loss	(22,068)	(6,370)
Accumulated deficit	(901,788)	(793,089)
Total equity	1,021,618	1,133,319
Total liabilities and equity	$ 3,244,758	$ 2,653,007

See accompanying notes to condensed consolidated financial statements.

PERIMETER SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME
(Unaudited)

In Thousands, except per share data	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Net sales	$ 213,810	$ 162,639	$ 338,879	$ 234,669
Cost of goods sold	95,942	61,143	170,224	105,020
Gross profit	117,868	101,496	168,655	129,649
Operating expenses:				
Selling, general and administrative expense	26,993	15,967	50,054	32,266
Amortization expense	24,025	14,604	46,624	28,703
Founders advisory fees - related party	266,255	96,883	189,877	16,270
Other operating expense	3,614	268	12,632	829
Total operating expenses	320,887	127,722	299,187	78,068
Operating (loss) income	(203,019)	(26,226)	(130,532)	51,581
Other expense (income):				
Interest expense, net	19,593	9,930	43,949	19,574
Foreign currency gain	(1,203)	(2,096)	(2,554)	(3,255)
Other expense (income), net	27	(212)	(337)	(69)
Total other expense, net	18,417	7,622	41,058	16,250
(Loss) income before income taxes	(221,436)	(33,848)	(171,590)	35,331
Income tax benefit (expense)	39,801	1,687	62,891	(10,806)
Net (loss) income	(181,635)	(32,161)	(108,699)	24,525
Other comprehensive (loss) income, net of tax:				
Foreign currency translation adjustments	(9,132)	24,120	(15,698)	32,005
Total comprehensive (loss) income	$ (190,767)	$ (8,041)	$ (124,397)	$ 56,530
(Loss) earnings per share:				
Basic	$ (1.11)	$ (0.22)	$ (0.69)	$ 0.17
Diluted	$ (1.11)	$ (0.22)	$ (0.69)	$ 0.16
Weighted average number of shares outstanding:				
Basic	163,410,894	147,055,804	158,663,642	147,779,470
Diluted	163,410,894	147,055,804	158,663,642	156,039,133

See accompanying notes to condensed consolidated financial statements.

PERIMETER SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)

	Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Equity
In Thousands, except per share data	Shares	Amount	Shares	Amount				
Balance, December 31, 2025	174,818,216	$ 17	25,378,156	$ (168,197)	$ 2,100,958	$ (6,370)	$ (793,089)	$ 1,133,319
Stock-based compensation	—	—	—	—	2,160	—	—	2,160
Shares issued related to founders advisory fees - related party	13,387,003	2	—	—	(2)	—	—	—
Shares issued upon exercise of options	300,000	—	—	—	3,000	—	—	3,000
Net income	—	—	—	—	—	—	72,936	72,936
Other comprehensive loss	—	—	—	—	—	(6,566)	—	(6,566)
Balance, March 31, 2026	188,505,219	$ 19	25,378,156	$ (168,197)	$ 2,106,116	$ (12,936)	$ (720,153)	$ 1,204,849
Stock-based compensation	—	—	—	—	2,888	—	—	2,888
Shares issued upon exercise of options	559,860	—	—	—	4,648	—	—	4,648
Net loss	—	—	—	—	—	—	(181,635)	(181,635)
Other comprehensive loss	—	—	—	—	—	(9,132)	—	(9,132)
Balance, June 30, 2026	189,065,079	$ 19	25,378,156	$ (168,197)	$ 2,113,652	$ (22,068)	$ (901,788)	$ 1,021,618

See accompanying notes to condensed consolidated financial statements.

PERIMETER SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)

In Thousands, except per share data	Common Stock Shares	Common Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Equity
Balance, December 31, 2024	169,426,114	$ 17	21,603,481	$ (127,827)	$ 1,911,035	$ (39,232)	$ (586,723)	$ 1,157,270
Stock-based compensation	—	—	—	—	2,671	—	—	2,671
Shares issued related to founders advisory fees - related party	1,837,304	—	—	—	—	—	—	—
Shares repurchased	—	—	888,454	(8,183)	—	—	—	(8,183)
Shares issued upon exercise of options	4,100	—	—	—	41	—	—	41
Net income	—	—	—	—	—	—	56,686	56,686
Other comprehensive income	—	—	—	—	—	7,885	—	7,885
Balance, March 31, 2025	171,267,518	$ 17	22,491,935	$ (136,010)	$ 1,913,747	$ (31,347)	$ (530,037)	$ 1,216,370
Stock-based compensation	—	—	—	—	2,238	—	—	2,238
Shares repurchased	—	—	2,886,221	(32,187)	—	—	—	(32,187)
Shares issued upon exercise of options	25,067	—	—	—	251	—	—	251
Net loss	—	—	—	—	—	—	(32,161)	(32,161)
Other comprehensive income	—	—	—	—	—	24,120	—	24,120
Balance, June 30, 2025	171,292,585	$ 17	25,378,156	$ (168,197)	$ 1,916,236	$ (7,227)	$ (562,198)	$ 1,178,631

See accompanying notes to condensed consolidated financial statements.

PERIMETER SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

In Thousands	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Cash flows from operating activities:		
Net (loss) income	$ (108,699)	$ 24,525
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Founders advisory fees - related party (change in fair value)	189,877	16,270
Depreciation and amortization expense	56,047	34,817
Interest and payment-in-kind on preferred stock	3,809	3,666
Stock-based compensation	5,490	4,909
Non-cash lease expense	5,283	2,913
Deferred income taxes	(73,319)	(11,293)
Amortization of deferred financing costs	1,347	890
Foreign currency gain	(2,554)	(3,255)
Loss on disposal of assets	17	6
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(69,451)	(63,460)
Inventories	(15,856)	(21,834)
Prepaid expenses and other current assets	(21,335)	4,687
Accounts payable	7,281	12,003
Deferred revenue	23,275	18,340
Income taxes payable, net	2,721	7,962
Accrued expenses and other current liabilities	5,105	(763)
Founders advisory fees - related party (cash settled)	(95,726)	(6,677)
Operating lease liabilities	(4,085)	(1,998)
Finance lease liabilities	(236)	(251)
Other, net	1,394	(563)
Net cash (used in) provided by operating activities	(89,615)	20,894
Cash flows from investing activities:		
Purchase of property and equipment	(18,526)	(17,577)
Purchase of intangible assets	—	(15,226)
Purchase of businesses, net of cash acquired	(682,294)	(10,000)
Net cash used in investing activities	(700,820)	(42,803)
Cash flows from financing activities:		
Common stock repurchased	—	(40,370)
Proceeds from exercises of options	7,648	292
Principal payments on finance lease obligations	(379)	(482)
Proceeds from issuance of long-term debt	550,000	—
Payment of debt issuance costs	(10,057)	—
Net cash provided by (used in) financing activities	547,212	(40,560)
Effect of foreign currency on cash and cash equivalents	72	4,671
Net change in cash and cash equivalents	(243,151)	(57,798)
Cash and cash equivalents, beginning of period	325,927	198,456
Cash and cash equivalents, end of period	$ 82,776	$ 140,658
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 19,573	$ 19,698
Cash paid for income taxes	$ 5,647	$ 12,844

See accompanying notes to condensed consolidated financial statements

PERIMETER SOLUTIONS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. BASIS OF PRESENTATION AND DESCRIPTION OF BUSINESS

Basis of Presentation

The accompanying condensed consolidated financial statements of Perimeter Solutions, Inc. and its subsidiaries (collectively, the "Company") are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and disclosures required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments of a normal and recurring nature considered necessary for a fair presentation have been included in the accompanying condensed consolidated financial statements. The results of operations for the interim period are not necessarily indicative of the results that will be realized for the entire fiscal year. These condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements and accompanying notes thereto included in the Company's 2025 Annual Report filed with the SEC on February 26, 2026.

Business Operations

Perimeter Solutions, Inc. (the "Company") is a leading provider of industrial products and services that support critical and complex customer missions across a range of niche applications. The Company's current operations span firefighting products, lubricant additives, electronic components and highly engineered machinery for the medical device industry.

The Company conducts its operations globally, with approximately 76% of the Company's 2025 annual revenues derived in the United States, approximately 10% in Europe and approximately 7% in Canada, with the remaining approximately 7% spread across various other countries.

The Company's business is organized and managed in two reporting segments: Fire Safety and Specialty Products.

The Fire Safety segment is a formulator and manufacturer of fire management products that help the Company's customers combat various types of fires, including wildland, industrial, structural, flammable liquids and other types of fires. The Fire Safety segment also offers specialized equipment and services, typically in conjunction with the Company's fire management products to support the Company's customers' firefighting operations. The Company's specialized equipment includes airbase retardant storage, mixing, and delivery equipment; mobile retardant bases; retardant ground application units; mobile foam equipment; and equipment that the Company custom designs and manufactures to meet specific customer needs.

The Specialty Products segment develops, produces and markets products for non-fire safety markets. The Specialty Products segment includes Phosphorus Derivatives, Inc., which produces Phosphorus Pentasulfide ("P_2S_5") based lubricant additives. P_2S_5 is also used in pesticide and mining chemicals applications, and emerging electric battery technologies. The Specialty Products segment also includes Intelligent Manufacturing Solutions ("IMS"), which is a manufacturer of electronic or electro-mechanical components of larger solutions. IMS has a flexible, vertically integrated production facility that allows it to acquire and produce a variety of product lines across a range of end markets, including communications infrastructure, energy infrastructure, defense systems, and industrial systems, with a substantial focus on aftermarket repair and replacement. The Specialty Products segment also includes Medical Manufacturing Technologies, LLC ("MMT"), which provides highly engineered machinery and associated aftermarket consumables, parts, and services to support the production of complex medical devices as well as select highly engineered industrial and aerospace and defense use cases. MMT's capabilities include original equipment manufacturing, including application specific equipment and automation solutions for medical devices such as complex catheters, guidewires and microcoils, as well as aftermarket parts, services, and consumables.

2. RECENT ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board (the "FASB") Accounting Standards Codification ("ASC") is the sole source of authoritative GAAP other than SEC issued rules and regulations that apply only to SEC registrants. The FASB issues an Accounting Standards Update ("ASU") to communicate changes to the codification. The Company considers the applicability and impact of all ASUs. ASUs not listed below were assessed and determined to be either not applicable or are not expected to have a material impact on the Condensed Consolidated Financial Statements.

Recently Adopted Accounting Pronouncements

In July 2025, the FASB issued ASU No. 2025-05, Measurement of Credit Losses for Accounts Receivable and Contract Assets, which allows all entities to apply a practical expedient when estimating expected credit losses that assumes current conditions as of the balance sheet date will remain unchanged over the asset's remaining life. The standard is effective for annual periods beginning after December 15, 2025, and interim reporting periods within those years. Early adoption is permitted. The Company adopted this ASU prospectively for the annual and interim periods beginning on January 1, 2026. The adoption did not have a material impact on the Company's financial position or results of operations.

Accounting Pronouncements Issued but not yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, Disaggregation of Income Statement Expenses, which requires disclosures about specific types of expenses included in the expense captions presented on the face of the income statement as well as disclosures about selling expenses. The new guidance is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Although the ASU requires comparative disclosures for all periods presented, entities will be permitted to begin applying the guidance prospectively. Therefore, comparative disclosures are not required for reporting periods beginning before the effective date. Entities can elect to apply this ASU retrospectively to any or all prior periods presented in the financial statements. The Company is currently evaluating the impact that the adoption of this ASU will have on its disclosures.

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3. BALANCE SHEET COMPONENTS

Details of certain balance sheet items are presented below:

In Thousands	June 30, 2026	December 31, 2025
Inventories:		
Raw materials and manufacturing supplies	$ 89,752	$ 74,844
Work in process	12,796	693
Finished goods	100,717	64,097
Total inventories	$ 203,265	$ 139,634
Prepaid Expenses and Other Current Assets:		
Advance to vendors	$ 28,488	$ 346
Prepaid insurance	2,368	4,936
Prepaid value-added taxes	2,458	1,442
Income tax receivable	12,893	22,876
Other	6,045	4,449
Total prepaid expenses and other current assets	$ 52,252	$ 34,049
Property, Plant and Equipment:		
Buildings	$ 4,924	$ 4,547
Leasehold improvements	7,407	4,666
Furniture and fixtures	1,850	608
Machinery and equipment	119,883	101,821
Vehicles	4,977	4,704
Construction in progress	20,085	10,287
Total property, plant and equipment, gross	159,126	126,633
Less: accumulated depreciation	(49,911)	(41,495)
Total property, plant and equipment, net	$ 109,215	$ 85,138
Accrued Expenses and Other Current Liabilities:		
Accrued bonus	$ 2,300	$ 6,863
Accrued salaries	6,524	3,163
Accrued employee benefits	1,206	1,092
Accrued interest	24,822	8,558
Accrued purchases	7,160	4,298
Accrued taxes	1,581	9,369
Operating lease liabilities	6,796	3,663
Finance lease liabilities	747	753
Customer deposits	6,377	2,338
Other	9,549	7,115
Total accrued expenses and other current liabilities	$ 67,062	$ 47,212

Depreciation expense related to property, plant and equipment was $4.9 million and $9.4 million for the three and six months ended June 30, 2026, respectively, and $3.3 million and $6.1 million for the three and six months ended June 30, 2025, respectively, substantially all of which was presented in cost of goods sold in the accompanying condensed consolidated statements of operations and comprehensive (loss) income.

4. BUSINESS COMBINATIONS

2026 Acquisition

On January 22, 2026, the Company acquired 100% of the shares of Medical Manufacturing Technologies, LLC ("MMT"), which is included within the Company's Specialty Products segment. Based in Charlotte, North Carolina, MMT is a provider of automated, process-driven medical device manufacturing solutions, offering vertically integrated capabilities spanning process development, technical solutions, equipment applications and aftermarket support. The acquisition was made to expand the Company's manufacturing capabilities and leverage MMT's expertise in automation and precision manufacturing, which directly addresses the specialized needs of the medical device manufacturing industry. The consideration transferred consisted of $682.3 million in cash, net of cash acquired.

The Company accounted for the transaction as a business combination using the acquisition method and recorded the estimated fair values of the assets acquired and liabilities assumed in the consolidated balance sheet, including accounts receivable, inventories, intangible assets, goodwill, right-of-use assets, contract assets, accounts payable, contract liabilities and lease liabilities. The excess of consideration transferred over the estimated fair value of net assets acquired was recorded as goodwill. The acquisition date fair values of the customer lists, tradenames, technology and patents, and backlog intangible assets were $303.3 million, $41.0 million, $20.9 million and $10.2 million, respectively. The Company used a relief from royalty method to calculate the fair value of the trademark and technology and patents intangible assets and an income approach to calculate the fair value of the customer lists (the multi-period excess earnings method) and backlog (discounted cash flow / lost-profits method) intangible assets.

Goodwill of $306.0 million was recognized as a result of expected synergies, assembled workforce and other intangible benefits, of which approximately $117.9 million is expected to be deductible for tax purposes. In determining the fair value of the identifiable tangible and intangible assets acquired as of the acquisition date, the Company used assumptions including projected revenue and gross profit, customer attrition rates, contributory asset charges, discount rate, annual replacement rate and royalty rate. Some of these inputs are unobservable and therefore represent Level 3 fair value measurements.

The preliminary acquisition accounting is based upon the Company's estimates of fair value. The estimates and assumptions are subject to change during the measurement period. The primary areas of the preliminary acquisition accounting that are not yet finalized relate to the following: 1) deferred income taxes or liabilities, 2) valuation of certain intangible and tangible assets, and 3) net working capital settlement that is subject to final adjustment as the Company evaluates information during the measurement period. The Company believes that the information gathered to date provides a reasonable basis for estimating the preliminary fair values of assets acquired and liabilities assumed. The Company will continue to evaluate these items until they are satisfactorily resolved and adjust the acquisition accounting accordingly, within the allowable measurement period (not to exceed one year from the date of acquisition), as defined by ASC 805, Business Combinations. During the six months ended June 30, 2026, the Company recorded measurement period adjustments of $2.2 million related primarily to deferred tax balances as additional information became available regarding facts and circumstances that existed as of the acquisition date. The adjustment resulted in a corresponding adjustment to goodwill. Acquisition related costs incurred by the Company as the acquirer, primarily legal and advisory fees, totaled $10.3 million and were expensed as incurred during the six months ended June 30, 2026. Acquisition related costs are presented in other operating expense in the accompanying condensed consolidated statements of operations and comprehensive (loss) income.

For the six months ended June 30, 2026, the Company allocated the total purchase price consideration between tangible assets, identified intangible assets, liabilities and goodwill as follows:

In Thousands	Fair Value
Acquired tangible assets	$ 108,955
Identified intangible assets	375,400
Liabilities assumed	(108,076)
Goodwill	306,015
Total allocable purchase price	$ 682,294

The following table presents the details of the intangible assets acquired in connection with this business combination during the six months ended June 30, 2026 (dollars in thousands), which will be amortized over their estimated useful lives:

Dollars in Thousands	Weighted Average Useful Life	Estimated Useful Life	Fair Value	
Customer lists	16 Years	12 to 17 Years	$	303,300
Tradenames	20 Years	20 Years		41,000
Technology and patents	14 Years	11 to 14 Years		20,900
Backlog [(1)]	1 Year	1 Year		10,200
Total acquired intangible assets	16 Years	1 to 20 Years	$	375,400

(1) The acquired backlog intangible asset is presented in customer lists, net of the accompanying condensed consolidated balance sheets.

2025 Acquisition

On March 28, 2025, the Company acquired substantially all of the assets and technical data rights of certain electro-optical product lines from a third party, which met the definition of a business, for a total cash purchase price of $10.0 million. The product lines are integrated into the Company's IMS business within the Specialty Products segment. The Company used the acquisition method of accounting for the transaction and has reflected the value of the acquired assets and liabilities assumed in the condensed consolidated balance sheet, including inventories, intangible assets, property, plant and equipment, goodwill and contractual liabilities. The $0.6 million of goodwill and $2.1 million of other intangible assets recognized for the acquisition will be deductible for tax purposes over 15 years.

5. GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying amount of goodwill by reportable segment are as follows:

In Thousands	Fire Safety		Specialty Products		Total	
Balance, December 31, 2025	$	866,032	$	199,179	$	1,065,211
Acquisitions		—		303,768		303,768
Measurement period adjustments [(1)]		—		2,247		2,247
Foreign currency translation		(4,369)		(1,133)		(5,502)
Balance, June 30, 2026	$	861,663	$	504,061	$	1,365,724

(1) See Note 4 - Business Combinations for additional information.

Intangible assets and related accumulated amortization as of June 30, 2026 and December 31, 2025 are as follows:

	June 30, 2026													
Dollars in Thousands	Estimated Useful Life (in years)			Gross Value		Accumulated Impairment		Foreign Currency Translation		Accumulated Amortization		Net Book Value	
Definite Lived Intangible Assets:													
Customer lists	1	to	20	$	1,103,500	$	—	$	(10,243)	$	(188,323)	$	904,934
Technology and patents	4	to	20		302,326		(40,738)		994		(67,045)		195,537
Tradenames	8	to	20		149,100		—		(1,878)		(24,158)		123,064
Balance, June 30, 2026				$	1,554,926	$	(40,738)	$	(11,127)	$	(279,526)	$	1,223,535

Dollars in Thousands	Estimated Useful Life (in years)			December 31, 2025 Gross Value	Accumulated Impairment	Foreign Currency Translation	Accumulated Amortization	Net Book Value
Definite Lived Intangible Assets:								
Customer lists	8	to	20	$ 790,000	$ —	$ (5,511)	$ (156,300)	$ 628,189
Technology and patents [1]	4	to	20	281,426	(40,738)	(28)	(55,856)	184,804
Tradenames	8	to	20	108,100	—	(1,024)	(20,746)	86,330
Balance, December 31, 2025				$ 1,179,526	$ (40,738)	$ (6,563)	$ (232,902)	$ 899,323

(1) In May 2025, the Company settled its trade secret litigation with a subsidiary of Compass Minerals International, Inc. and simultaneously acquired related intangible assets, property, plant and equipment, and inventories. The total purchase consideration for the asset acquisition was $20.0 million in cash, of which $15.2 million was allocated to the technology-related intangible assets. The acquired technology-related intangible assets will be amortized on a straight-line basis over its estimated useful life of 4 years.

Amortization expense for definite-lived intangible assets was $24.0 million and $46.6 million for the three and six months ended June 30, 2026, respectively, and $14.6 million and $28.7 million, for the three and six months ended June 30, 2025, respectively.

6. LONG-TERM DEBT AND PREFERRED STOCK

Senior Notes

Perimeter Holdings, LLC ("Perimeter Holdings"), an indirect wholly owned subsidiary of Perimeter Solutions, Inc. (the "Company") has $675.0 million principal amount of 5.00% senior secured notes due October 30, 2029 (the "2029 Notes"). The 2029 Notes bear interest at an annual rate of 5.00%. Interest on the 2029 Notes is payable in cash semi-annually in arrears on April 30 and October 30 of each year.

On January 2, 2026, Perimeter Holdings completed its offering of $550.0 million in aggregate principal amount of 6.250% senior secured notes due 2034 (the "2034 Notes") in transactions that were exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). The 2034 Notes were issued under an indenture, dated January 2, 2026 (the "Indenture"), by and among Perimeter Holdings, the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and notes collateral agent. The Notes mature on January 15, 2034, and bear interest at a rate of 6.250% per annum, payable in cash semi-annually in arrears on January 15 and July 15 of each year, commencing on July 15, 2026. The Company used the net proceeds of the 2034 Notes, together with cash on hand, to pay the cash consideration for the MMT Acquisition and to pay related fees and expenses.

The 2029 Notes and the 2034 Notes are general, secured, senior obligations of Perimeter Holdings; rank equally in right of payment with all existing and future senior indebtedness of Perimeter Holdings (including, without limitation, the Amended and Restated Revolving Credit Facility); and together with the Amended and Restated Revolving Credit Facility, are effectively senior to all existing and future indebtedness that is not secured by the collateral. The 2029 Notes and the 2034 Notes are subject to customary negative covenants, including but not limited to, certain limitations, including among other things, the ability to declare or pay dividends or make certain other payments, purchase, redeem or otherwise acquire or retire for value any equity interests or otherwise make any restricted payments, conduct certain asset sales, make certain restricted investments; incur certain indebtedness, grant certain liens, enter into certain transactions with affiliates, and consolidate, merge or transfer all or substantially all of the assets of the Company's subsidiaries on a consolidated basis. The indentures governing the 2029 Notes and the 2034 Notes also contain customary events of default and remedies (including acceleration). As of June 30, 2026, the Company was in compliance with all covenants.

Debt issuance costs incurred in connection with securing the 2029 Notes and the 2034 Notes were capitalized and are amortized using the effective interest method over the term of the 2029 Notes and the 2034 Notes and included in interest expense in the accompanying condensed consolidated statements of operations and comprehensive income. The unamortized portion of the debt issuance costs is included as a reduction to the carrying value of the 2029 Notes and the 2034 Notes which have been recorded as long-term debt, net in the accompanying condensed consolidated balance sheets.

The Company incurred $10.1 million of debt issuance costs as a result of the 2034 Notes for the six months ended June 30, 2026.

Long-term debt consists of the following:

In Thousands	June 30, 2026		
Long term debt:	2029 Notes	2034 Notes	Total
Principal	$ 675,000	$ 550,000	$ 1,225,000
Less: unamortized debt issuance costs	(5,177)	(9,576)	(14,753)
Long-term debt, net	$ 669,823	$ 540,424	$ 1,210,247

In Thousands	December 31, 2025
Long term debt:	2029 Notes
Principal	$ 675,000
Less: unamortized debt issuance costs	(5,878)
Long-term debt, net	$ 669,122

Maturities of long-term debt as of June 30, 2026 are as follows (in thousands):

Years Ending December 31,	Amount
2026	$ —
2027	—
2028	—
2029	675,000
2030	—
Thereafter	550,000
Total	$ 1,225,000

Revolving Credit Facility

On December 19, 2025, Perimeter Holdings entered into an amended and restated credit agreement for its five-year Revolving Credit Facility (the "Amended and Restated Revolving Credit Facility"), whereby the total aggregate principal amount was increased from $100.0 million to $200.0 million.

The Amended and Restated Revolving Credit Facility matures on December 19, 2030, subject to a springing maturity ninety-one days prior to the maturity date of the 2034 Notes, as defined below. The Amended and Restated Revolving Credit Facility includes a $40.0 million swingline sub-facility and a $50.0 million letter of credit sub-facility. The Amended and Restated Revolving Credit Facility allows the Company to increase commitments under the Amended and Restated Revolving Credit Facility up to an aggregate amount not to exceed the greater of (i) $315.0 million (or, after the completion of the MMT acquisition, $360.0 million) and (ii) 100.00% of consolidated earnings before interest, taxes, depreciation and amortization ("EBITDA") for the most recent four-quarter period (minus the aggregate outstanding principal amount of certain ratio debt permitted to be incurred thereunder).

Borrowings under the Amended and Restated Revolving Credit Facility bear interest at a rate equal to (i) an applicable margin, plus (ii) at Perimeter Holdings' option, either (x) Secured Overnight Financing Rate for the applicable corresponding tenor ("Term SOFR") as published by CME Group Benchmark Administration, subject to a Floor of 1.00% or (y) a base rate determined by reference to the highest of (a) the prime commercial lending rate published by the Wall Street Journal, (b) the federal funds rate plus 0.50%, (c) the one-month Term SOFR rate plus 1.00% and (d) 1.00%. The applicable margin is 2.75% in the case of Term SOFR-based loans and 1.75% in the case of base rate-based loans, with two step-ups of 0.25% each based upon the achievement of certain leverage ratios.

Solely to the extent that on the last day of the applicable fiscal year, the utilization of the Amended and Restated Revolving Credit Facility (excluding cash collateralized letters of credit and up to $15.0 million of undrawn letters of credit) exceeds 40% of the aggregate commitments, the Amended and Restated Revolving Credit Facility requires compliance on a quarterly basis with a maximum secured net leverage ratio of 7.00:1.00.

The Amended and Restated Revolving Credit Facility is fully and unconditionally guaranteed by the Company and each of Perimeter Holdings' existing and future domestic wholly-owned material restricted subsidiaries, subject to customary exceptions, and is secured by a first priority lien, subject to certain permitted liens, on substantially all of Perimeter Holdings' and each of the guarantors' existing and future property and assets, subject to customary exceptions.

Deferred financing costs incurred in connection with securing the Amended and Restated Revolving Credit Facility are carried as a long-term asset and are amortized on a straight-line basis over the term of the Amended and Restated Revolving Credit Facility and included in interest expense in the accompanying condensed consolidated statements of operations and comprehensive income.

As of June 30, 2026 and December 31, 2025, the Company did not have any outstanding borrowings under the Revolving Credit Facility or the Amended and Restated Revolving Credit Facility and was in compliance with all covenants, including the financial covenants.

Redeemable Preferred Stock

The Company's Certificate of Incorporation authorizes the issuance of 20 million shares of Preferred Stock which are entitled to a preferred annual cumulative right to a dividend equal to 6.50% of its nominal value. The preferred dividend will be paid 40.00% in cash and 60.00% in kind each year within three business days following the Company's annual meeting. Holders of the Preferred Stock have no voting rights (only protective rights). As of June 30, 2026, the Company had issued 10 million shares of Preferred Stock, par value $0.0001 per share, stated value $100.0 million.

The Company, under its Certificate of Incorporation, is mandatorily required to redeem the Preferred Stock at any time prior to the earliest of (i) six months following the latest maturity date of the above-mentioned 2029 Notes, (ii) nine years after the date of issuance of the Preferred Stock or (iii) upon the occurrence of a change of control, as defined in the Company's Certificate of Incorporation.

Due to the fact that the shares of Preferred Stock are mandatorily redeemable, the shares of Preferred Stock are classified as a liability on the accompanying condensed consolidated balance sheets, and $1.9 million and $3.8 million of dividends on these shares of Preferred Stock were recorded as interest expense for the three and six months ended June 30, 2026, respectively, and $1.8 million and $3.7 million were recorded as interest expense for the three and six months ended June 30, 2025, respectively, in the accompanying condensed consolidated statements of operations and comprehensive (loss) income. Preferred dividends in arrears were $19.5 million and $17.2 million at June 30, 2026 and December 31, 2025, respectively.

The shares of Preferred Stock have an aggregate liquidation preference of $100.0 million, plus any accrued and unpaid dividends thereon and are senior to the Company's Common Stock with respect to dividends and with respect to dissolution, liquidation or winding up of the Company. At June 30, 2026 and December 31, 2025, the redemption price was $119.5 million and $117.2 million, respectively.

7. INCOME TAXES

The Company is subject to U.S. federal income tax, U.S. state and local tax and tax in foreign jurisdictions. The Company estimates its annual effective tax rate in recording its quarterly provision for income taxes in the various jurisdictions in which it operates.

The Company's effective tax rate was 17.97% and 36.65% for the three and six months ended June 30, 2026, respectively, and 4.98% and 30.59% for the three and six months ended June 30, 2025, respectively. The primary differences between the effective tax rate and the amount computed by applying the U.S. statutory rate of 21% are primarily due to increased benefits from stock-based compensation, permanently non-deductible compensation, withholding taxes accrued on unremitted earnings and the impact of foreign tax rate differences.

In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company considers the scheduled reversal of deferred tax liabilities (including the impact of available carryback and carryforward periods), projected future taxable income, and tax-planning strategies in making this assessment. While the Company expects to realize the remaining net deferred tax assets, changes in future taxable income or in tax laws may alter this expectation and result in future increases to the valuation allowance. The valuation allowance for deferred tax assets as of June 30, 2026, and December 31, 2025 primarily relates to loss carryforwards that, in the judgment of the Company, are not more likely than not to be realized.

The Company evaluates its tax positions and recognizes only tax benefits that, more likely than not, will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax position is measured at the largest amount of benefit that has a greater than 50.0% likelihood of being realized upon settlement.

8. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

The Company is involved in various claims, actions, and legal proceedings arising in the ordinary course of business, including matters related to the aqueous film forming (AFFF) foam litigation consolidated in the District of South Carolina multi-district litigation and other similar matters pending in other jurisdictions in the United States. The Company's exposure to losses, if any, is not considered probable or reasonably estimable at this time.

Commitments

The Company does not have any material unconditional purchase obligations as of June 30, 2026.

9. EQUITY

The Company is authorized to issue 4,020,000,000 shares of capital stock, consisting of (i) 4,000,000,000 shares of Common Stock and (ii) 20,000,000 shares of Preferred Stock. As of June 30, 2026, there were 189,065,079 and 163,686,923 shares of Common Stock issued and outstanding, respectively. Due to the fact that the shares of Preferred Stock are mandatorily redeemable, the Preferred Stock is classified as a liability on the accompanying condensed consolidated balance sheets. Refer to Note 6, "Long-Term Debt and Preferred Stock" for additional information about the Preferred Stock.

On August 6, 2025, the Board re-established the limit for Common Stock repurchases at $100.0 million. The Company expects to periodically re-establish the limit for Common Stock repurchases. The approximate dollar value of shares that may yet be repurchased under the share repurchase plan was $100.0 million as of June 30, 2026 (the "Share Repurchase Plan"). During the three and six months ended June 30, 2026, the Company did not repurchase any shares under its Share Repurchase Plan. During the three and six months ended June 30, 2025, the Company repurchased 2,886,221 and 3,774,675 shares, respectively. The repurchased shares are recorded at cost and are being held in treasury.

10. STOCK-BASED COMPENSATION

2021 Equity Plan

A total of 31,900,000 shares of Common Stock are authorized and reserved for issuance under the 2021 Equity Incentive Plan (the "2021 Equity Plan") which provides for the grant of stock options (either incentive or non-qualified), stock appreciation rights ("SARs"), restricted stock, restricted stock units ("RSUs"), performance shares, performance share units and other share-based awards with respect to the Common Stock. Shares associated with underlying awards that are expired, forfeited, or otherwise terminated without the delivery of shares, or are settled in cash, and any shares tendered to or withheld by the Company for the payment of an exercise price or for tax withholding will again be available for issuance under the 2021 Equity Plan.

During the six months ended June 30, 2026, the Company granted 1,752,630 performance-based non-qualified stock options ("PBNQSO") to its executive officers, non-employee directors and other members of senior management under the 2021 Equity Plan. The PBNQSO granted consist of two types of vesting criteria. The Company recognizes compensation costs for PBNQSO granted during the six months ended June 30, 2026 based on the estimated fair value of the awards on the date of grant. The Company estimates the grant date fair value, and the resulting stock-based compensation expense, using the Hull-White model or Monte Carlo model, as applicable. The Company records forfeitures as they are incurred. The grant date fair value of the PBNQSO is expensed proportionately for each tranche over the applicable service period. The fair value of PBNQSO is recognized as compensation expense beginning at the time in which the performance conditions are deemed probable of achievement, over the remaining requisite service period.

As of June 30, 2026, there were 13,759,068 PBNQSO outstanding. The exercise prices of these PBNQSO ranged from $2.94 to $32.16 per share and expire ten years from the grant date.

The table below summarizes the PBNQSO activity for the six months ended June 30, 2026:

	Number of Options	Weighted-Average Exercise/ Conversion Price	Weighted-Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2025	14,156,085	$ 8.98		
Granted	1,752,630	$ 26.41		
Exercised	(879,917)	$ 9.06		
Forfeited	(1,269,730)	$ 12.05		
Outstanding at June 30, 2026	13,759,068	$ 10.91	7.48	$ 340,356
Options vested and exercisable	4,500,042	$ 9.12	6.29	$ 119,400

The assumptions used to fair value the PBNQSO granted during the six months ended June 30, 2026 using the Monte Carlo model were as follows:

	June 30, 2026
Dividend yield	— %
Risk-free interest rate	4.05% to 4.42%
Expected volatility	49.00%
Expected term (years)	10.00
Suboptimal exercise multiple	2.50
Weighted average exercise price of options granted	$ 26.41
Weighted average fair value of options granted	$ 15.20

Non-cash stock-based compensation expense recognized by the Company for the three and six months ended June 30, 2026 was $2.9 million and $5.5 million, respectively. Non-cash stock-based compensation expense recognized by the Company for the three and six months ended June 30, 2025 was $2.2 million and $4.9 million, respectively.

Compensation expense is recognized based upon probability assessments of PBNQSO that are expected to vest in future periods. Such probability assessments are subject to revision and, therefore, unrecognized compensation expense is subject to future changes in estimates. As of June 30, 2026, there was approximately $41.8 million of total unrecognized compensation expense related to non-vested PBNQSO expected to vest, which is expected to be recognized over a weighted-average period of 1.7 years.

During the six months ended June 30, 2026, the Company received $7.6 million in proceeds from exercises of PBNQSO. The total intrinsic value of PBNQSO exercised during the six months ended June 30, 2026 was $18.0 million.

Founder Advisory Amounts

On November 9, 2021, the Company assumed the advisory agreement entered into on December 12, 2019 (“Founder Advisory Agreement”) by EverArc Holdings Limited, a company limited by shares incorporated with limited liability in the British Virgin Islands (“EverArc”), with EverArc Founders, LLC, a Delaware limited liability company ("EverArc Founder Entity"), pursuant to which the EverArc Founder Entity, for the services provided to the Company, including strategic and capital allocation advice, is entitled to receive both a fixed amount (the “Fixed Annual Advisory Amount”) and a variable amount (the “Variable Annual Advisory Amount,” each an “Advisory Amount” and collectively, the “Advisory Amounts”) until the years ending December 31, 2027 and 2031, respectively. Under the Founder Advisory Agreement, at the election of the EverArc Founder Entity, at least 50% of the Advisory Amounts will be paid in shares of Common Stock and the remainder in cash.

The Fixed Annual Advisory Amount will be equal to 2,357,061 shares of Common Stock (1.5% of 157,137,410 Ordinary Shares outstanding on November 9, 2021) for each year through December 31, 2027 and is valued using the period end volume weighted average closing share price of the Company's Common Stock for ten consecutive trading days. The Variable Annual Advisory Amount for each year through December 31, 2031 is based on the appreciation of the market price of the Company's Common Stock if such market price exceeds certain trading price minimums at the end of each reporting period and is valued using a Monte Carlo simulation model. Because up to 50% of the Advisory Amounts could be settled through a cash payment, 50% are classified as a liability and the remaining 50% are classified within equity. For Advisory Amounts classified within equity, the Company does not subsequently remeasure the fair value. For the Advisory Amounts classified as a liability, the Company remeasures the fair value at each reporting date. Accordingly, the Company believes that the compensation expense recorded by the Company in the future will depend upon changes in the fair value of the liability-classified Advisory Amounts.

As of June 30, 2026 and December 31, 2025, the fair value of the Fixed Annual Advisory Amount was calculated to be $167.5 million and $131.3 million, respectively, based on the period end volume weighted average closing share price for ten consecutive trading days of $35.53 and $27.89, respectively. As of June 30, 2026 and December 31, 2025, the fair value of the Variable Annual Advisory Amount, determined using a Monte Carlo simulation model, was $1,093.6 million and $750.1 million, respectively.

For the three and six months ended June 30, 2026, the Company recognized an increase in the compensation expense related to the founders advisory fees - related party due to an increase in fair value for the liability-classified Advisory Amounts of $266.3 million and $189.9 million, respectively. For the three and six months ended June 30, 2025, the Company recognized an increase in the compensation expense related to the founders advisory fees - related party due to an increase in fair value for liability-classified Advisory Amounts of $96.9 million and $16.3 million, respectively.

11. FAIR VALUE MEASUREMENTS

Fair Value Measurement

The carrying value of cash and cash equivalents, short-term investments, accounts receivable, accounts payable, accrued expenses and other current liabilities approximates fair value due to the short-term nature of their maturities. Borrowings under the Company's Amended and Restated Revolving Credit Facility accrue interest at a floating rate tied to a standard short-term borrowing index, selected at the Company's option, plus an applicable margin. The carrying amount of this floating rate debt approximates fair value based upon the respective interest rates adjusting with market rate adjustments. The carrying amount of the Company's Preferred Stock equals the redemption price, which approximates fair value. At June 30, 2026 and December 31, 2025, the estimated fair value of the Company's 2029 Notes, calculated using Level 2 inputs, based on bid prices obtained from a broker was approximately $660.6 million and $669.4 million, respectively. At June 30, 2026, the estimated fair value of the Company's 2034 Notes, calculated using Level 2 inputs, based on bid prices obtained from a broker was approximately $550.2 million.

The Company uses valuation approaches that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Company determines fair value based on assumptions that market participants would use in pricing an asset or a liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 inputs: Other than quoted prices in Level 1 inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

Liabilities by Hierarchy Level

The following table sets forth the Company's liabilities that were measured at fair value on a recurring basis, by level, within the fair value hierarchy as of June 30, 2026 and December 31, 2025 (in thousands):

	Fair Value Measurements Using:			
June 30, 2026	**Level 1**	**Level 2**	**Level 3**	**Total**
Liabilities:				
Founders advisory fees payable - related party	$ 83,752	$ —	$ 546,822	$ 630,574
December 31, 2025				
Liabilities:				
Founders advisory fees payable - related party	$ 161,399	$ —	$ 375,024	$ 536,423

The fair value of the founders advisory fees payable - related party is based on the appreciation of the market price of shares if such market price exceeds certain trading price minimums at the end of each reporting period and is valued using a Monte Carlo simulation model, which requires the input of subjective assumptions, including the fair value of the underlying Common Stock, the risk-free interest rate, the expected equity volatility, and the expected term of the Founder Advisory Agreement. See Note 10, "Stock-Based Compensation" for discussion of the fair value estimation on the founders advisory fees payable - related party.

Changes in Level 3 Liabilities

The reconciliation for the portion of founders advisory fees payable - related party which is measured at fair value on a recurring basis using significant unobservable inputs (Level 3) is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	**2025**	**2026**	**2025**
Fair value, beginning of period	$ 312,641	$ 125,262	$ 375,024	$ 194,662
Founders advisory fees - related party, change in fair value	234,181	82,953	171,798	13,553
Fair value, end of period	$ 546,822	$ 208,215	$ 546,822	$ 208,215

12. RELATED PARTIES

As discussed in Note 10, "Stock-Based Compensation," the Company assumed, and agreed to pay, perform, satisfy and discharge in full, all of EverArc's liabilities and obligations under the key terms and conditions of the Founder Advisory Agreement previously executed between EverArc and EverArc Founder Entity.

For 2025, the average price was $27.89 per share of Common Stock. The EverArc Founder Entity was entitled to receive the Fixed Annual Advisory Amount of 2,357,061 shares of Common Stock or a value of $65.7 million, based on an average price of $27.89 per share of Common Stock (the "2025 Fixed Amount"). The EverArc Founder Entity was also entitled to receive a Variable Annual Advisory Amount for 2025 of 14,462,123 shares of Common Stock, or a value of $403.4 million (the "2025 Variable Amount" and together with the 2025 Fixed Amount, the "2025 Advisory Amounts"). The EverArc Founder Entity elected to receive approximately 79.6% of the 2025 Advisory Amounts in shares of Common Stock (13,387,003 shares of Common Stock) and approximately 20.4% of the 2025 Advisory Amounts in cash ($95.7 million). To satisfy the 2025 Advisory Amounts, the Company paid $95.7 million in cash on February 19, 2026 and issued 13,387,003 shares of Common Stock on March 3, 2026.

13. REVENUE RECOGNITION

Disaggregation of revenues

Amounts for products sold are recognized at a point in time, whereas amounts for contract services associated with full-service and portable retardant are recognized over time. Revenues for the three and six months ended June 30, 2026 and 2025 are presented below (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
In Thousands	2026	2025	2026	2025
Revenues from products	$ 178,565	$ 130,773	$ 301,132	$ 199,489
Revenues from services	35,084	31,844	37,463	35,143
Other revenues	161	22	284	37
Total net sales	$ 213,810	$ 162,639	$ 338,879	$ 234,669

14. (LOSS) EARNINGS PER SHARE

Basic (loss) earnings per share represents income available to common stockholders divided by the weighted average number of Common Stock outstanding during the reported period. Diluted (loss) earnings per share is based upon the weighted-average number of shares outstanding during the period plus additional weighted-average potentially dilutive share equivalents during the period when the effect is dilutive.

Basic and diluted weighted average shares outstanding and (loss) earnings per share were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
In Thousands except share and per share data	2026	2025	2026	2025
Net (loss) income	$ (181,635)	$ (32,161)	$ (108,699)	$ 24,525
Weighted-average shares outstanding:				
Weighted average shares used in computing (loss) earnings per share, basic	163,410,894	147,055,804	158,663,642	147,779,470
PBNQSO	—	—	—	1,188,480
Founders advisory fees	—	—	—	7,071,183
Weighted average shares used in computing (loss) earnings per share, diluted	163,410,894	147,055,804	158,663,642	156,039,133
Basic (loss) earnings per share	$ (1.11)	$ (0.22)	$ (0.69)	$ 0.17
Diluted (loss) earnings per share	$ (1.11)	$ (0.22)	$ (0.69)	$ 0.16

The number of anti-dilutive securities not included in the calculation of diluted (loss) earnings per share were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
PBNQSO	7,723,977	1,511,730	3,934,644	235,000
Founders advisory fees	10,797,198	7,071,183	7,755,659	—
Total	18,521,175	8,582,913	11,690,303	235,000

15. SEGMENT INFORMATION

The Company’s products and operations are managed and reported in two operating segments: Fire Safety and Specialty Products. The Fire Safety segment provides fire retardants and fire suppressants, as well as specialized equipment and services typically offered in conjunction with its products. The Specialty Products segment includes operations that develop, produce and market products for non-fire safety markets.

The chief operating decision-maker (“CODM”) is the Company’s CEO. The CODM uses Segment Adjusted EBITDA for each segment predominantly in the annual budget and forecasting process. The CODM considers budget/forecast-to-actual variances on a quarterly basis when making decisions about the allocation of operating and capital resources to each segment.

Segment Adjusted EBITDA is defined as income (loss) before income taxes plus net interest and other financing expenses, and depreciation and amortization, adjusted on a consistent basis for certain non-recurring, unusual or non-operational items. These items include (i) restructuring, (ii) acquisition related costs, (iii) founder advisory fee expenses, (iv) stock-based compensation expense, (v) purchase accounting impact - inventory step up and (vi) foreign currency loss (gain).

Interest income, interest expense, other income (expense) and certain corporate operating expenses are not included in the measures of segment performance reviewed by the CODM. The corporate category is not considered to be a segment.

Information related to net sales, Segment Adjusted EBITDA, depreciation and amortization, purchases of property and equipment, and purchases of intangible assets are summarized below:

	Three Months Ended June 30, 2026		
In Thousands	Fire Safety	Specialty Products	Total
Net sales:			
Product	$ 94,009	$ 84,556	$ 178,565
Services and others	35,084	161	35,245
Total net sales	$ 129,093	$ 84,717	$ 213,810
Less:			
Adjusted cost of goods sold	$ 41,889	$ 45,281	$ 87,170
Adjusted selling, general and administrative expense	8,445	12,605	21,050
Segment Adjusted EBITDA	$ 78,759	$ 26,831	$ 105,590
Less:			
Depreciation and amortization			28,908
Interest and financing expense			19,593
Founders advisory fees - related party			266,255
Non-recurring expenses			2,543
Acquisition costs			3,558
Stock-based compensation expense			2,892
Purchase accounting impact - inventory step up			4,480
Foreign currency gain			(1,203)
Loss before income taxes			$ (221,436)
Depreciation and amortization	$ 14,258	$ 14,650	$ 28,908
Purchases of property and equipment	$ 6,939	$ 5,786	$ 12,725

In Thousands	Three Months Ended June 30, 2025 Fire Safety	Specialty Products	Total
Net sales:			
Product	$ 88,543	$ 42,230	$ 130,773
Services and others	31,741	125	31,866
Total net sales	$ 120,284	$ 42,355	$ 162,639
Less:			
Adjusted cost of goods sold	$ 33,632	$ 24,367	$ 57,999
Adjusted selling, general and administrative expense	8,993	4,309	13,302
Segment Adjusted EBITDA	$ 77,659	$ 13,679	$ 91,338
Less:			
Depreciation and amortization			17,924
Interest and financing expense			9,930
Founders advisory fees - related party			96,883
Non-recurring expenses			40
Acquisition costs			267
Stock-based compensation expense			2,238
Foreign currency gain			(2,096)
Loss before income taxes			$ (33,848)
Depreciation and amortization	$ 13,620	$ 4,304	$ 17,924
Purchases of property and equipment	$ 10,409	$ 2,355	$ 12,764
Purchase of intangible assets	$ 15,226	$ —	$ 15,226

In Thousands	Six Months Ended June 30, 2026 Fire Safety	Specialty Products	Total
Net sales:			
Product	$ 137,051	$ 164,081	$ 301,132
Services and others	37,486	261	37,747
Total net sales	$ 174,537	$ 164,342	$ 338,879
Less:			
Adjusted cost of goods sold	$ 61,084	$ 90,570	$ 151,654
Adjusted selling, general and administrative expense	16,003	24,473	40,476
Segment Adjusted EBITDA	$ 97,450	$ 49,299	$ 146,749
Less:			
Depreciation and amortization			56,047
Interest and financing expense			43,949
Founders advisory fees - related party			189,877
Non-recurring expenses			2,934
Acquisition costs			12,526
Stock-based compensation expense			5,490
Purchase accounting impact - inventory step up			10,070
Foreign currency gain			(2,554)
Loss before income taxes			$ (171,590)
Depreciation and amortization	$ 28,750	$ 27,297	$ 56,047
Purchases of property and equipment	$ 10,327	$ 8,199	$ 18,526

In Thousands	Six Months Ended June 30, 2025 Fire Safety		Specialty Products		Total	
Net sales:						
Product	$	122,575	$	76,914	$	199,489
Services and others		34,872		308		35,180
Total net sales	$	157,447	$	77,222	$	234,669
Less:						
Adjusted cost of goods sold	$	52,214	$	46,987	$	99,201
Adjusted selling, general and administrative expense		17,489		8,558		26,047
Segment Adjusted EBITDA	$	87,744	$	21,677	$	109,421
Less:						
Depreciation and amortization						34,817
Interest and financing expense						19,574
Founders advisory fees - related party						16,270
Non-recurring expenses						947
Acquisition costs						828
Stock-based compensation expense						4,909
Foreign currency gain						(3,255)
Income before income taxes					$	35,331
Depreciation and amortization	$	26,385	$	8,432	$	34,817
Purchases of property and equipment	$	13,671	$	3,906	$	17,577
Purchase of intangible assets	$	15,226	$	—	$	15,226

Total segment assets reconciled to consolidated amounts are as follows:

In Thousands	June 30, 2026 Fire Safety		Specialty Products		Total	
Segment assets	$	297,258	$	262,571	$	559,829
Cash and cash equivalents						82,776
Goodwill						1,365,724
Customer lists, net						904,934
Technology and patents, net						195,537
Tradenames, net						123,064
Tax assets						12,894
Total consolidated assets					$	3,244,758

In Thousands	December 31, 2025 Fire Safety		Specialty Products		Total	
Segment assets	$	191,016	$	148,192	$	339,208
Cash and cash equivalents						325,927
Goodwill						1,065,211
Customer lists, net						628,189
Technology and patents, net						184,804
Tradenames, net						86,330
Tax assets						23,338
Total consolidated assets					$	2,653,007

Net sales by geographical area are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
United States	70%	71%	67%	70%
Canada	6%	13%	4%	9%
Other international sales [(1)]	24%	16%	29%	21%
Total net sales	100%	100%	100%	100%

(1) The Company did not have net sales in excess of 10% in any other countries for the three and six months ended June 30, 2026 and 2025.

Property, plant and equipment, net by geographical area consisted of the following:

In Thousands	June 30, 2026	December 31, 2025
United States	$ 88,305	$ 65,565
Germany	12,712	13,392
Other foreign jurisdictions	8,198	6,181
Total property, plant and equipment, net	$ 109,215	$ 85,138

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

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto included in Part I, Item 1 of this quarterly report on Form 10-Q for the quarter ended June 30, 2026 (this "Quarterly Report"). This Quarterly Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, such statements are subject to the "safe harbor" created by those sections and involve risks and uncertainties. Forward-looking statements are based on our management's beliefs and assumptions and on information available to our management as of the date hereof. As a result of many factors, such as those set forth under "Item 1A. Risk Factors" included in our 2025 Annual Report, our actual results may differ materially from those anticipated in these forward-looking statements, accordingly, you should not place undue reliance on these forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

Overview

Perimeter Solutions, Inc. ("we," "us," "our," or the "Company") is a leading provider of industrial products and services that support critical and complex customer missions across a range of niche applications. Our current operations span firefighting products, lubricant additives, electronic components and highly engineered machinery for the medical device industry. We develop products that address complex customer challenges where there is little margin for error. Our offerings are typically a small part of a much broader solution that serves a growing end market. Our goal is to meet customer needs better than any alternative in every market we serve.

We aim to maximize our organic reinvestment into our business to best serve our customers and to support the rigorous application of our Operational Value Drivers: seeking out profitable new business, structurally improving operational productivity, and sharing in value creation through value-based pricing. These Operational Value Drivers are overseen by general managers that operate in our decentralized operating structure. These managers have full operational autonomy paired with accountability to deliver results for customers and stockholders, with strong alignment between compensation and results.

We believe our Operational Value Drivers maximize our free cash flow. We then seek to maximize long-term per share equity value through a clear focus on the allocation of our capital as well as the management of our capital structure. We expect the combination of free cash flow and incremental borrowing capacity generates substantial capital available to allocate. We believe our capital allocation strategy, which prioritizes first high-return organic reinvestment opportunities, followed by opportunistic share repurchases, and finally the acquisition of new businesses, is a critical factor in achieving Perimeter's dual purposes: serving our customers well while delivering private-equity-like stockholder returns.

We conduct our operations globally, with approximately 76% of our 2025 annual revenues derived in the United States, approximately 10% in Europe and approximately 7% in Canada, with the remaining approximately 7% spread across various other countries.

Our long-term vision is to build a diversified portfolio of high-quality industrial businesses via re-investment in organic growth and further acquisitions. Whether built organically or acquired, we intend to apply our strategy centered on decentralized management, our Operational Value Drivers, and thoughtful capital allocation to ensure we serve our customers well while delivering on our returns promise to stockholders.

Our business is organized and managed in two reporting segments: Fire Safety and Specialty Products.

The Fire Safety segment is a formulator and manufacturer of fire management products that help our customers combat various types of fires, including wildland, industrial, structural, flammable liquids and other types of fires. Our Fire Safety segment also offers specialized equipment and services, typically in conjunction with our fire management products to support our customers' firefighting operations. Our specialized equipment includes airbase retardant storage, mixing, and delivery equipment; mobile retardant bases; retardant ground application units; mobile foam equipment; and equipment that we custom design and manufacture to meet specific customer needs. Our service network can meet the emergency resupply needs of approximately 150 air tanker bases in North America, as well as many other customer locations globally. The Fire Safety segment is built on the premise of superior technology, exceptional responsiveness to our customers' needs, and a “never-fail” service network. The Fire Safety segment sells products to government agencies and commercial customers around the world.

Our Specialty Products segment develops, produces and markets products for non-fire safety markets. The Specialty Products segment includes Phosphorus Derivatives, Inc., which produces Phosphorus Pentasulfide (“P_2S_5”) based lubricant additives. P_2S_5 is also used in pesticide and mining chemicals applications, and emerging electric battery technologies. The Specialty Products segment also includes Intelligent Manufacturing Solutions (“IMS”), which is a manufacturer of electronic or electro-mechanical components of larger solutions. IMS has a flexible, vertically integrated production facility that allows it to acquire and produce a variety of product lines across a range of end markets, including communications infrastructure, energy infrastructure, defense systems, and industrial systems, with a substantial focus on aftermarket repair and replacement. The Specialty Products segment also includes Medical Manufacturing Technologies, LLC (“MMT”), which provides highly engineered machinery and associated aftermarket consumables, parts, and services to support the production of complex medical devices as well as select highly engineered industrial and aerospace and defense use cases. MMT’s capabilities include original equipment manufacturing, including application-specific equipment and automation solutions for medical devices such as complex catheters, guidewires and microcoils, as well as aftermarket parts, services, and consumables. MMT’s full solution suite encompasses both original machinery and recurring aftermarket parts, services, and consumables. MMT has a global footprint of manufacturing locations serving approximately 50 countries.

We operate six business units within our two reporting segments. The business unit structure is meant to promote decentralized execution and accountability, and maintain the geography and product-specific focus and granularity necessary to drive continued improvement in our key operational value drivers. Each business unit has a business unit manager, who is responsible for achieving targeted financial and operational results.

On July 30, 2026, the Company acquired the outstanding capital stock of Monaco Enterprises (“Monaco”) for a total cash purchase price, net of cash acquired of $120.0 million which was funded with cash on hand and proceeds from existing credit facilities.

Our focus is on maintaining our existing customers, expanding their utilization of our products and services, growing our business in the emerging technologies markets and growth through business acquisitions. When analyzing changes in the Results of Operations section below, we define our base business as our existing operations plus operations of an acquired business once it has been owned for a full four quarters after the date of acquisition.

Known Trends and Uncertainties

Fire Safety Segment

The effective prevention, mitigation, and suppression of fires, including wildland, structural, and other types of fires, protects lives, homes and critical infrastructure while reducing harmful air quality levels caused by wildfire smoke and the release of CO_2 emissions into the environment. Fire Safety products are mission critical and held to the highest quality standards given the extreme cost of failure.

Key trends in the Fire Safety industry include:

- ***Higher acres burned and longer fire seasons:*** The USDA Forest Service data of the last 40 years shows that the acreage burned in the United States has increased over time. The ten-year trailing average of acres burned in the United States has increased from a ten-year trailing average of 3.3 million acres burned in 1997, to a ten-year trailing average of 7.0 million acres burned in 2025. The U.S. fire season is also lengthening on a consistent basis. According to a 2024 report published by U.S. Department of Agriculture, the U.S. fire season is on average 78 days longer than it was in the 1970s. If acreage burned continues to increase and the fire season continues to lengthen, we expect the demand and usage of fire retardant to increase. In addition, proactive initial attack strategies by government agencies can drive earlier and more consistent use of fire retardant throughout the fire season.

- ***Increasing wildland urban interfaces:*** Urban development is pushing farther out of cities and into the wilderness for both primary and secondary residences. As of 2020, the Wildland-Urban Interface (“WUI”) now includes 32% of all homes in the United States although it occupies 9.4% of the land area in the United States. According to Proceedings of the National Academy of Sciences of the United States of America, when homes are built in the

WUI, we expect that there will be more wildfires due to human ignitions, and wildfires that occur will pose a greater risk to lives and homes. As the WUI expands and the number of homes at risk from wildland fires increases, we expect the use of retardant to protect property and life from threatening wildfires to increase.

- ***Increasing firefighting aircraft capacity and usage:*** The size and capacity of the firefighting aircraft fleet is a key driver of the amount of fire retardant consumed annually because demand for retardant typically outpaces available aircraft capacity, as evidenced by data regarding the inability to fill aerial firefighting requests published by the National Interagency Fire Center. Since 2010, U.S. aircraft capacity increased significantly and is expected to further increase. Increasing air tanker capacity and modernization is a global trend, with more, larger, and more sophisticated tankers being used in various parts of the world.

- ***Move toward Fluorine Free Firefighting Foams:*** There is an accelerating transition in the fire suppression market towards products that do not contain intentionally added Per- and polyfluoroalkyl substances. We expect Fluorine-Free Foams ("FFF") to account for a growing percentage of the firefighting foam market over the next several years. We believe that we are a leader in the FFF market.

Specialty Products Segment

P_2S_5 is primarily used in the preparation of lubricant additives. The consumption of lubricant additives is driven by the social and economic trends globally of increased vehicle production and miles driven. The number of global miles driven has generally increased over time resulting in more engine wear and tear and increased demand for motor oil. Secondary markets for P_2S_5 include agricultural applications in the production of intermediates for pesticides and insecticides, flotation chemistry in the mining industry, for certain battery technologies, and for hydraulic and cutting fluids. IMS demand is primarily driven by recurring aftermarket repair and replacement needs for installed systems across its end markets. In our MMT business, demand for our machinery, parts, and consumables may be impacted by end user demand for medical procedures involving catheters and guidewires, and new medical device launch cadence by our customers. Demand for engineered machinery may be impacted by capital investment plans by medical device manufacturers.

Weather Conditions and Climate Trends

Our financial condition and results of operations are significantly impacted by weather as well as environmental and other factors affecting climate change, which impact the number and severity of fires in any given year. Historically, sales of our products have been higher in the summer season in the northern hemisphere of each fiscal year due to weather patterns which are generally correlated to a higher prevalence of wildfires. This is in part offset by the disbursement of our operations in both the northern and southern hemispheres, where the summer seasons alternate.

Global Economic Environment

In recent years, the global economy and labor markets have experienced significant inflationary pressures attributable to ongoing economic recovery and supply chain issues, in part due to the impacts of the conflicts in Ukraine and the Middle East. While the Company has limited exposure in regions with active conflicts, it continues to monitor and take actions with its customers and suppliers to mitigate the impact of these inflationary pressures in the future. Actions to mitigate inflationary pressures with suppliers include aggregation of purchase requirements to achieve optimal volume benefits, negotiation of cost-reductions and identification of more cost competitive suppliers. While these actions are designed to offset the impact of inflationary pressures, the Company cannot provide assurance that they will be successful in fully offsetting increased costs resulting from inflationary pressure. In addition, interest payments for borrowings under the Company's Amended and Restated Revolving Credit Facility (as defined below) are based on variable rates, and any continued increase in interest rates may reduce the Company's cash flow available for other corporate purposes.

Additionally, amid broader volatility in the global economy, certain raw materials and components used in our manufacturing processes may be subject to announced tariffs on imported goods by the United States, Canada, and other countries. However, tariffs have not had, and we do not currently expect tariffs to have, a material impact on our financial position or results of operations, as substantially all of the Company's products sold in the United States are supported by domestic manufacturing capabilities. The Company prioritizes sourcing raw materials domestically and continues to maintain alternative supply sources. Although the ultimate impact of tariff policies, coupled with broader macroeconomic challenges, remains uncertain, the Company is actively monitoring developments to identify necessary actions to maintain its competitiveness and adapt to changing economic conditions.

Results of Operations

Three Months Ended June 30, 2026 Compared to the Three Months Ended June 30, 2025

Consolidated

The following table sets forth our results of operations for each of the periods indicated:

In Thousands	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Change $	Change %
Net sales	$ 213,810	$ 162,639	$ 51,171	31%
Cost of goods sold	95,942	61,143	34,799	57%
Gross profit	117,868	101,496	16,372	16%
Operating expenses:				
Selling, general and administrative expense	26,993	15,967	11,026	69%
Amortization expense	24,025	14,604	9,421	65%
Founders advisory fees - related party	266,255	96,883	169,372	175%
Other operating expense	3,614	268	3,346	1249%
Total operating expenses	320,887	127,722	193,165	151%
Operating loss	(203,019)	(26,226)	(176,793)	674%
Other expense (income):				
Interest expense, net	19,593	9,930	9,663	97%
Foreign currency gain	(1,203)	(2,096)	893	(43%)
Other expense (income), net	27	(212)	239	(113%)
Total other expense, net	18,417	7,622	10,795	142%
Loss before income taxes	(221,436)	(33,848)	(187,588)	554%
Income tax benefit	39,801	1,687	38,114	2259%
Net loss	$ (181,635)	$ (32,161)	$ (149,474)	465%

Net Sales. Net sales increased by $51.2 million for the three months ended June 30, 2026, compared to the same period in 2025. Net sales in the Fire Safety segment increased by $8.8 million, representing higher fire retardant sales of $6.4 million and higher suppressant sales of $2.4 million. Fire retardant sales increased $7.3 million in North America, offset by a decrease of $0.9 million in other geographies. Fire suppressant sales increased $5.9 million outside North America, offset by a decrease of $3.5 million in North America. Net sales in the Specialty Products segment increased $42.4 million, including a $47.9 million increase in revenue due to recently acquired businesses, offset by a $5.5 million decrease in base businesses. The Company considers that revenue attributable to base businesses includes revenue from acquired businesses that have been owned for a full four quarters after the date of acquisition.

Cost of Goods Sold. Cost of goods sold increased $34.8 million for the three months ended June 30, 2026 compared to the same period in 2025, primarily due to recently acquired businesses.

Selling, General and Administrative Expense. Selling, general and administrative expense increased by $11.0 million for the three months ended June 30, 2026 compared to the same period in 2025, primarily due to recently acquired businesses.

Amortization Expense. Amortization expense increased by $9.4 million for the three months ended June 30, 2026 compared to the same period in 2025, primarily due to recently acquired businesses.

Founder Advisory Fees - related party. Founder advisory fees - related party represents the change in the fair value of the liability-classified Fixed Annual Advisory Amount and Variable Annual Advisory Amount (collectively, the “Annual Advisory Amounts”). The increase in the fair value of the Annual Advisory Amounts for the three months ended June 30, 2026 of $266.3 million was primarily due to an increase in the period end volume weighted average closing share price of the Company’s Common Stock for ten consecutive trading days (the “Average Price Per Share”) from $21.93 as of March 31, 2026 to $35.53 as of June 30, 2026. The increase in the fair value of the Annual Advisory Amounts for the three months ended June 30, 2025 of $96.9 million was primarily due to an increase in the Average Price Per Share from $9.67 as of March 31, 2025, to $13.62 as of June 30, 2025.

Other Operating Expense. Other operating expense increased $3.3 million for the three months ended June 30, 2026, compared to the same period in 2025, primarily due to costs related to the Company's recent acquisitions.

Interest Expense, net. Interest expense, net increased $9.7 million for the three months ended June 30, 2026, compared to the same period in 2025, primarily due to higher average debt outstanding resulting from the Company's offering of the 2034 Notes in January 2026.

Income Tax Benefit. Income tax benefit was $39.8 million for the three months ended June 30, 2026, compared to income tax benefit of $1.7 million in the same period in 2025. The change is primarily due to increased benefits from stock-based compensation, permanently non-deductible compensation, withholding taxes accrued on unremitted earnings and the impact of foreign tax rate differences.

Six Months Ended June 30, 2026 Compared to the Six Months Ended June 30, 2025

Consolidated

The following table sets forth our results of operations for each of the periods indicated:

	Six Months Ended June 30,		Change	
In Thousands	2026	2025	$	%
Net sales	$ 338,879	$ 234,669	$ 104,210	44%
Cost of goods sold	170,224	105,020	65,204	62%
Gross profit	168,655	129,649	39,006	30%
Operating expenses:				
Selling, general and administrative expense	50,054	32,266	17,788	55%
Amortization expense	46,624	28,703	17,921	62%
Founders advisory fees - related party	189,877	16,270	173,607	1067%
Other operating expense	12,632	829	11,803	1424%
Total operating expenses	299,187	78,068	221,119	283%
Operating (loss) income	(130,532)	51,581	(182,113)	(353%)
Other expense (income):				
Interest expense, net	43,949	19,574	24,375	125%
Foreign currency gain	(2,554)	(3,255)	701	(22%)
Other income, net	(337)	(69)	(268)	388%
Total other expense, net	41,058	16,250	24,808	153%
(Loss) income before income taxes	(171,590)	35,331	(206,921)	(586%)
Income tax benefit (expense)	62,891	(10,806)	73,697	(682%)
Net (loss) income	$ (108,699)	$ 24,525	$ (133,224)	(543%)

Net Sales. Net sales increased by $104.2 million for the six months ended June 30, 2026, compared to the same period in 2025. Net sales in the Fire Safety segment increased by $17.1 million, representing higher fire suppressant sales of $15.8 million and higher fire retardant sales of $1.3 million. Fire suppressant sales increased $12.1 million outside North America and $3.7 million in North America. Fire retardant sales increased $1.5 million outside North America, offset by a decrease of $0.2 million in North America. Net sales in the Specialty Products segment increased $87.1 million, including a $88.5 million increase in revenue due to recently acquired businesses, offset by a $1.4 million decrease in base businesses. The Company considers that revenue attributable to base businesses includes revenue from acquired businesses that have been owned for a full four quarters after the date of acquisition.

Cost of Goods Sold. Cost of goods sold increased $65.2 million for the six months ended June 30, 2026 compared to the same period in 2025, primarily due to recently acquired businesses.

Selling, General and Administrative Expense. Selling, general and administrative expense increased by $17.8 million for the six months ended June 30, 2026 compared to the same period in 2025, primarily due to recently acquired businesses.

Amortization Expense. Amortization expense increased by $17.9 million for the six months ended June 30, 2026 compared to the same period in 2025, primarily due to recently acquired businesses.

Founder Advisory Fees - related party. Founder advisory fees - related party represents the change in the fair value of the Annual Advisory Amounts. The increase in the fair value of the Annual Advisory Amounts for the six months ended June 30, 2026 of $189.9 million was primarily due to an increase in the Average Price Per Share from $27.89 as of December 31, 2025 to $35.53 as of June 30, 2026. The increase in the fair value of the Annual Advisory Amounts for the six months ended June 30, 2025 of $16.3 million was primarily due to an increase in the Average Price Per Share from $12.85 as of December 31, 2024, to $13.62 as of June 30, 2025.

Other Operating Expense. Other operating expense increased $11.8 million for the six months ended June 30, 2026, compared to the same period in 2025, primarily due to costs related to the Company's recent acquisitions.

Interest Expense, net. Interest expense, net increased $24.4 million for the six months ended June 30, 2026, compared to the same period in 2025, primarily due to higher average debt outstanding resulting from the Company's offering of the 2034 Notes in January 2026.

Income Tax Benefit (Expense). Income tax benefit was $62.9 million for the six months ended June 30, 2026, compared to income tax expense of $10.8 million for the same period in 2025. The change is primarily due to increased benefits from stock-based compensation, permanently non-deductible compensation, withholding taxes accrued on unremitted earnings and the impact of foreign tax rate differences.

Business Segments

Segment Adjusted EBITDA is defined as income (loss) before income taxes plus net interest and other financing expenses, and depreciation and amortization, adjusted on a consistent basis for certain non-recurring, unusual or non-operational items. These items include (i) restructuring, (ii) acquisition related costs, (iii) founder advisory fee expenses, (iv) stock-based compensation expense, (v) purchase accounting impact - inventory step up and (vi) foreign currency loss (gain). We use Segment Adjusted EBITDA, to evaluate operating performance by segment, for business planning purposes and to allocate resources. The following tables provide information for our net sales and Segment Adjusted EBITDA (in thousands) for the three and six months ended June 30, 2026 compared to the same period in 2025:

	Three Months Ended June 30, 2026			Three Months Ended June 30, 2025		
In Thousands	Fire Safety	Specialty Products	Total	Fire Safety	Specialty Products	Total
Net sales	$ 129,093	$ 84,717	$ 213,810	$ 120,284	$ 42,355	$ 162,639
Segment Adjusted EBITDA	$ 78,759	$ 26,831	$ 105,590	$ 77,659	$ 13,679	$ 91,338

Segment Adjusted EBITDA for our Fire Safety segment increased by $1.1 million during the three months ended June 30, 2026 compared with the same period in 2025. The increase was primarily due to higher net sales, as described above. Costs grew at a slower pace than revenues due to strong cost control, product mix and fixed costs leverage.

Segment Adjusted EBITDA for our Specialty Products segment increased by $13.2 million during the three months ended June 30, 2026 compared with the same period in 2025. The increase was primarily due to contributions from recently acquired businesses.

	Six Months Ended June 30, 2026			Six Months Ended June 30, 2025		
In Thousands	Fire Safety	Specialty Products	Total	Fire Safety	Specialty Products	Total
Net sales	$ 174,537	$ 164,342	$ 338,879	$ 157,447	$ 77,222	$ 234,669
Segment Adjusted EBITDA	$ 97,450	$ 49,299	$ 146,749	$ 87,744	$ 21,677	$ 109,421

Segment Adjusted EBITDA for our Fire Safety segment increased by $9.7 million during the six months ended June 30, 2026 compared with the same period in 2025. The increase was primarily due to higher net sales, as described above. Costs grew at a slower pace than revenues due to strong cost control, product mix and fixed costs leverage.

Segment Adjusted EBITDA for our Specialty Products segment increased by $27.6 million during the six months ended June 30, 2026 compared with the same period in 2025. The increase was primarily due to contributions from recently acquired businesses.

The following table provides a reconciliation of financial measures that are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") to non-GAAP measures. The Company believes that these non-GAAP financial measures are useful to investors because they provide investors with a better understanding of the Company's past financial performance and future results. The Company's management uses these non-GAAP financial measures when it internally evaluates the performance of its business and makes operating decisions, including internal operating budgeting, performance measurement, and discretionary compensation. Segment Adjusted EBITDA should not be considered an alternative to net income (loss), operating income (loss), cash flows provided by (used in) operating activities or any other measure of financial performance or liquidity presented in accordance with U.S. GAAP:

(Unaudited)	**Three Months Ended June 30, 2026**			**Three Months Ended June 30, 2025**		
In Thousands	**Fire Safety**	**Specialty Products**	**Total**	**Fire Safety**	**Specialty Products**	**Total**
Loss before income taxes	$ (179,329)	$ (42,107)	$ (221,436)	$ (27,068)	$ (6,780)	$ (33,848)
Depreciation and amortization	14,258	14,650	28,908	13,620	4,304	17,924
Interest and financing expense	8,594	10,999	19,593	6,180	3,750	9,930
Founders advisory fees - related party	233,180	33,075	266,255	83,319	13,564	96,883
Non-recurring expenses (1)	1,217	1,326	2,543	27	13	40
Acquisition costs	—	3,558	3,558	96	171	267
Stock-based compensation expense	2,009	883	2,892	2,007	231	2,238
Purchase accounting impact - inventory step up (2)	—	4,480	4,480	—	—	—
Foreign currency gain	(1,170)	(33)	(1,203)	(522)	(1,574)	(2,096)
Segment Adjusted EBITDA	$ 78,759	$ 26,831	$ 105,590	$ 77,659	$ 13,679	$ 91,338

(1) For the three months ended June 30, 2026, $1.4 million was related to restructuring and other non-recurring costs and $1.1 million was related to litigation costs arising from a contractual dispute regarding control of the P_2S_5 facility, which is currently operated by Flexsys Chemical Company. For the three months ended June 30, 2025, $0.1 million was related to restructuring and other non-recurring costs.

(2) For the three months ended June 30, 2026, $4.5 million was primarily related to the impact of purchase accounting on the cost of inventory sold. The acquired inventory was recorded at fair value, resulting in a step-up in basis.

(Unaudited)	**Six Months Ended June 30, 2026**			**Six Months Ended June 30, 2025**		
In Thousands	**Fire Safety**	**Specialty Products**	**Total**	**Fire Safety**	**Specialty Products**	**Total**
(Loss) income before income taxes	$ (117,202)	$ (54,388)	$ (171,590)	$ 31,810	$ 3,521	$ 35,331
Depreciation and amortization	28,750	27,297	56,047	26,385	8,432	34,817
Interest and financing expense	19,049	24,900	43,949	12,134	7,440	19,574
Founders advisory fees - related party	166,290	23,587	189,877	13,992	2,278	16,270
Non-recurring expenses (1)	1,349	1,585	2,934	261	686	947
Acquisition costs	10	12,516	12,526	96	732	828
Stock-based compensation expense	2,725	2,765	5,490	3,583	1,326	4,909
Purchase accounting impact - inventory step up (2)	—	10,070	10,070	—	—	—
Foreign currency (gain) loss	(3,521)	967	(2,554)	(517)	(2,738)	(3,255)
Segment Adjusted EBITDA	$ 97,450	$ 49,299	$ 146,749	$ 87,744	$ 21,677	$ 109,421

(1) For the six months ended June 30, 2026, $1.5 million was related to restructuring and other non-recurring costs and $1.4 million was related to litigation costs arising from a contractual dispute regarding control of the P_2S_5 facility, which is currently operated by Flexsys Chemical Company. For the six months ended June 30, 2025, $0.6 million was related to restructuring and other non-recurring costs and $0.4 million was related to the Redomiciliation Transaction.

(2) For the six months ended June 30, 2026, $10.1 million was primarily related to the impact of purchase accounting on the cost of inventory sold. The acquired inventory was recorded at fair value, resulting in a step-up in basis.

Liquidity and Capital Resources

We have historically funded our operations primarily through cash flows from operations, borrowings under our Amended and Restated Revolving Credit Facility, and the issuance of debt and equity securities. However, future cash flows are subject to a number of variables, including the length and severity of the fire season, growth of the wildland urban interface and the availability of air tanker capacity, and higher costs from inflation, all of which could negatively impact revenues, earnings and cash flows, and potentially our liquidity if we do not moderate our expenditures accordingly.

We believe that our existing cash and cash equivalents of $82.8 million, net cash flows generated from operations and availability under the Amended and Restated Revolving Credit Facility as of June 30, 2026 will be sufficient to meet our current capital expenditures, working capital, and debt service requirements for at least 12 months from the filing date of this Quarterly Report. As of June 30, 2026, we expect our remaining fiscal year 2026 capital expenditure budget to cover both our maintenance and growth capital expenditures. We may also raise capital through other various financing sources available to us, including the issuance of equity and/or debt securities through public offerings or private placements, to fund our acquisitions, the Annual Advisory Amounts and long-term liquidity needs. Our ability to complete future offerings of equity or debt securities and the timing of these offerings will depend upon various factors including prevailing market conditions and our financial condition.

We have the following financing arrangements in place to, among other things, fund our operations and supplement our liquidity position.

Revolving Credit Facility

On December 19, 2025, a wholly owned subsidiary of the Company entered into a credit agreement for its five-year revolving credit facility (the “Amended and Restated Revolving Credit Facility”), which provides for a senior secured revolving credit facility in an aggregate principal amount of up to $200.0 million. The Amended and Restated Revolving Credit Facility matures on December 19, 2030. The Amended and Restated Revolving Credit Facility includes a $40.0 million swingline sub-facility and a $50.0 million letter of credit sub-facility.

Borrowings under the Amended and Restated Revolving Credit Facility bear interest at a rate equal to (i) an applicable margin, plus (ii) at the Company’s option, either (x) Secured Overnight Financing Rate for the applicable corresponding tenor (“Term SOFR”) as published by CME Group Benchmark Administration, subject to a Floor of 1.00% or (y) a base rate determined by reference to the highest of (a) the prime commercial lending rate published by the Wall Street Journal, (b) the federal funds rate plus 0.50%, (c) the one-month Term SOFR rate plus 1.00% and (d) 1.00%. The applicable margin is 2.75% in the case of Term SOFR-based loans and 1.75% in the case of base rate-based loans, with two step-ups of 0.25% each based upon the achievement of certain leverage ratios.

As of June 30, 2026, the Company did not have any outstanding borrowings under the Amended and Restated Revolving Credit Facility and was in compliance with all covenants, including the financial covenants.

Senior Notes

On November 9, 2021, Perimeter Holdings, LLC (“Perimeter Holdings”), an indirect wholly owned subsidiary of the Company, assumed $675.0 million principal amount of 5.00% senior secured notes due October 30, 2029 (the “2029 Notes”), under an indenture dated as of October 22, 2021. The 2029 Notes bear interest at an annual rate of 5.00%. Interest on the 2029 Notes is payable in cash semi-annually in arrears on April 30 and October 30 of each year.

On January 2, 2026, Perimeter Holdings, completed its offering of $550.0 million in aggregate principal amount of 6.250% senior secured notes due 2034 (the “2034 Notes”) in transactions that were exempt from the registration requirements of the Securities Act. The 2034 Notes were issued under an indenture, dated as of January 2, 2026. The 2034 Notes mature on January 15, 2034, and bear interest at a rate of 6.250% per annum, payable in cash semi-annually in arrears on January 15 and July 15 of each year, commencing on July 15, 2026. The Company used the net proceeds of the 2034 Notes, together with cash on hand, to pay the cash consideration for the acquisition of MMT and related fees and expenses.

The 2029 and the 2034 Notes are general, secured, senior obligations of Perimeter Holdings; rank equally in right of payment with all existing and future senior indebtedness of Perimeter Holdings (including, without limitation, the Amended and Restated Revolving Credit Facility); and together with the Amended and Restated Revolving Credit Facility, are effectively senior to all existing and future indebtedness that is not secured by the collateral.

The 2029 Notes and the 2034 Notes are subject to customary negative covenants, including but not limited to, certain limitations, including among other things, the ability to declare or pay dividends or make certain other payments, purchase, redeem or otherwise acquire or retire for value any equity interests or otherwise make any restricted payments, conduct certain asset sales, make certain restricted investments; incur certain indebtedness, grant certain liens, enter into certain transactions with affiliates, and consolidate, merge or transfer all or substantially all of the assets of our subsidiaries on a consolidated basis. The indentures governing the 2029 Notes and the 2034 Notes also contain customary events of default and remedies (including acceleration). As of June 30, 2026, the Company was in compliance with all covenants, including financial covenants.

Debt issuance costs incurred in connection with securing the 2029 Notes and the 2034 Notes were capitalized and are amortized using the effective interest method over the term of the 2029 Notes and the 2034 Notes and included in interest expense in the accompanying condensed consolidated statements of operations and comprehensive (loss) income. The unamortized portion of the debt issuance costs is included as a reduction to the carrying value of the 2029 Notes and the 2034 Notes which have been recorded as long-term debt, net in the accompanying condensed consolidated balance sheets. The Company incurred $10.1 million of debt issuance costs as a result of the 2034 Notes for the six months ended June 30, 2026.

For additional information about our long-term debt, refer to Note 6, “Long-Term Debt and Preferred Stock,” in the notes to the condensed consolidated financial statements included in this Quarterly Report.

Share Repurchase Plan

Under the share repurchase plan (the “Share Repurchase Plan”), we are authorized to repurchase, from time-to-time, shares of our Common Stock through open market purchases, in privately negotiated transactions or in such other manner as permitted by securities law and as determined by management at such time and in such amounts as management may decide. The Share Repurchase Plan does not obligate us to repurchase any specific number of shares and may be modified, suspended or discontinued at any time. The timing, manner, price and amount of any repurchases are determined by management in its discretion and depend on a variety of factors, including legal requirements, price and economic and market conditions.

On August 6, 2025, the Board re-established the limit for Common Stock repurchases at $100.0 million. The Company expects to periodically re-establish the limit for Common Stock repurchases.

The approximate dollar value of shares that may yet be repurchased under the Share Repurchase Plan was $100.0 million as of June 30, 2026. During the three and six months ended June 30, 2026, the Company did not repurchase any shares under its Share Repurchase Plan. During the three and six months ended June 30, 2025, the Company repurchased 2,886,221 and 3,774,675 shares, respectively. The repurchased shares are recorded at cost and are being held in treasury.

Founder Advisory Agreement

On November 9, 2021, the Company assumed the advisory agreement entered into on December 12, 2019 by EverArc (“Founder Advisory Agreement”) with EverArc Founders, LLC, a Delaware limited liability company (“EverArc Founder Entity”), pursuant to which the EverArc Founder Entity, for the services provided to the Company, including strategic and capital allocation advice, is entitled to receive both a fixed amount (the “Fixed Annual Advisory Amount”) and a variable amount (the “Variable Annual Advisory Amount,” each an “Advisory Amount” and collectively, the “Advisory Amounts”) until the years ending December 31, 2027 and 2031, respectively. Under the Founder Advisory Agreement, at the election of the EverArc Founder Entity, at least 50% of the Advisory Amounts will be paid in shares of Common Stock and the remainder in cash.

For 2025, the EverArc Founder Entity was entitled to receive a Fixed Annual Advisory Amount of 2,357,061 shares of Common Stock or a value of $65.7 million, based on an average price of $27.89 per share of Common Stock (the “2025 Fixed Amount”). The EverArc Founder Entity was also entitled to receive a Variable Annual Advisory Amount for 2025 of 14,462,123 shares of Common Stock, or a value of $403.4 million (the “2025 Variable Amount” and together with the 2025 Fixed Amount, the "2025 Advisory Amounts"). The EverArc Founder Entity elected to receive approximately 79.6% of the 2025 Advisory Amounts in shares of Common Stock (13,387,003 shares of Common Stock) and approximately 20.4% of the 2025 Advisory Amounts in cash ($95.7 million). To satisfy the 2025 Advisory Amounts, the Company paid $95.7 million in cash on February 19, 2026 and issued 13,387,003 shares of Common Stock on March 3, 2026.

For additional information about the Founder Advisory Agreement, refer to Note 10, "Stock-Based Compensation," Note 11 "Fair Value Measurements" and Note 12, "Related Parties," in the notes to the condensed consolidated financial statements included in this Quarterly Report.

Cash Flows:

The summary of our cash flows is as follows:

In Thousands	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Cash (used in) provided by:		
Operating activities	$ (89,615)	$ 20,894
Investing activities	(700,820)	(42,803)
Financing activities	547,212	(40,560)
Effect of foreign currency on cash and cash equivalents	72	4,671
Net change in cash and cash equivalents	$ (243,151)	$ (57,798)

Operating Activities

Cash used in operating activities was $89.6 million for the six months ended June 30, 2026 and cash provided by operating activities was $20.9 million for the six months ended June 30, 2025. For the six months ended June 30, 2026, the primary components of operating cash flows were net loss of $108.7 million, non-cash charges of $186.0 million and net operating asset investments of $166.9 million. For the six months ended June 30, 2025, the primary components of operating cash flows were net income of $24.5 million, non-cash charges of $48.9 million and net operating asset investments of $52.5 million.

Investing Activities

Cash used in investing activities was $700.8 million and $42.8 million for the six months ended June 30, 2026 and 2025, respectively. During the six months ended June 30, 2026, we purchased a business for $682.3 million and purchased property and equipment of $18.5 million. During the six months ended June 30, 2025, we purchased property and equipment of $17.6 million, purchased intangible assets of $15.2 million, and purchased a business for $10.0 million.

Financing Activities

Cash provided by financing activities was $547.2 million for the six months ended June 30, 2026 and cash used in financing activities was $40.6 million for the six months ended June 30, 2025. During the six months ended June 30, 2026, we received proceeds from an issuance of long term debt of $550.0 million and received proceeds from exercises of options of $7.6 million, offset by payment of debt issuance costs of $10.1 million and $0.3 million in principal payments on finance lease obligations. During the six months ended June 30, 2025, we repurchased shares of outstanding Common Stock for $40.4 million, made $0.5 million in principal payments on finance lease obligations, and received proceeds from exercises of options of $0.3 million.

Critical Accounting Estimates and Policies

The discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements which have been prepared in accordance with U.S. GAAP. Our significant accounting policies and estimates are consistent with those discussed in Note 2, "Summary of Significant Accounting Policies and Recent Accounting Pronouncements" of our consolidated financial statements included in our 2025 Annual Report filed on Form 10-K with the SEC on February 26, 2026. Significant estimates made by management in connection with the preparation of the accompanying condensed consolidated financial statements include the fair value of purchase consideration and assets acquired and liabilities assumed in a business combination, stock options and founder advisory fees. We are not presently aware of any events or circumstances that would require us to update our estimates, assumptions or revise the carrying value of our assets or liabilities. Our estimates may change, however, as new events occur and additional information is obtained. As a result, actual results may differ significantly from our estimates, and any such differences may be material to our financial statements. For information on the impact of recently issued accounting pronouncements, see Note 2, “Recent Accounting Pronouncements” in the notes to the condensed consolidated financial statements included in this Quarterly Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk from changes in foreign currency exchange rates, short-term interest rates and price fluctuations of certain material commodities in the ordinary course of our business. We do not engage in significant hedging activities with respect to the market risks to which we are exposed. From time to time, we may enter into limited arrangements to manage specific risk exposures. However, such activity is not material to our overall risk profile or financial results.

Foreign Currency Risk

Foreign currency exchange risks are attributable to sales to foreign customers and purchases from foreign suppliers not denominated in a location’s functional currency, foreign plant operations, intercompany indebtedness, intercompany investments and include exposures to the Euro, Canadian dollar, Norwegian krone and Australian dollar. Transactions that are paid in a foreign currency are remeasured into U.S. dollars and recorded in the condensed consolidated financial statements at prevailing currency exchange rates. A reduction in the value of the U.S. dollar against currencies of other countries could result in the use of additional cash to settle operating, administrative and tax liabilities.

Interest Rate Risk

For variable rate debt, interest rate changes generally do not affect the fair market value of such debt, but do impact future earnings and cash flows, assuming other factors are held constant. We are subject to market risk exposure related to changes in interest rates on borrowings under the Amended and Restated Revolving Credit Facility. Interest on borrowings under the Amended and Restated Revolving Credit Facility is based on Term SOFR, plus or base rate plus, an applicable margin. At June 30, 2026, we had no borrowings outstanding under the Amended and Restated Revolving Credit Facility.

In addition, on November 9, 2021, the Company issued 10 million 6.50% Preferred Stock, valued at $100.0 million. The holders of Preferred Stock are entitled to a preferred annual cumulative right to a dividend equal to 6.50%. The shares of Preferred Stock are mandatorily redeemable on occurrence of certain events, but no later than April 30, 2030. If we fail to timely redeem the shares of Preferred Stock, the dividend on the shares of Preferred Stock will permanently increase to the interest rate currently being paid (whether default or not) under the Amended and Restated Revolving Credit Facility plus 10.00%.

Commodity Price Risk

Our realized margins depend on the differential of sales prices over our total supply costs. Generally, we attempt to maintain an inventory position that is substantially balanced between our purchases and sales, including our future delivery obligations. However, market, weather or other conditions beyond our control may disrupt our expected supply of product, and we may be required to obtain supply at increased prices that cannot be passed through to our customers. For example, some of our material supply contracts follow market prices, which may fluctuate through the year, while our product sales prices may be fixed on a quarterly or annual basis, and therefore, fluctuations in our material supply may not be passed through to our customers and can produce an adverse effect on our margins.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) under the Exchange Act, at June 30, 2026, the Company has evaluated, under the supervision and with the participation of the Company’s management, including the Company’s principal executive officer and principal financial officer, the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act). Our controls and procedures are designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC, and that the information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is accumulated and communicated to the Company’s management, including the principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon this evaluation, the Company’s principal executive officer and principal financial officer have concluded that the Company’s disclosure controls and procedures were effective as of June 30, 2026.

Changes in Internal Control Over Financial Reporting

There were no changes to the Company’s internal control over financial reporting (as defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We are involved in various claims, actions, and legal proceedings arising in the ordinary course of business, including matters related to the aqueous film forming (AFFF) foam litigation consolidated in the District of South Carolina multi-district litigation and other similar matters pending in other jurisdictions in the United States. We do not believe that such claims, actions, and legal proceedings will have a material adverse effect on our results of operations or financial position.

Item 1A. Risk Factors.

There have been no material changes to the Company's risk factors disclosed in Part I, Item 1A. "Risk Factors" of the Company's 2025 Annual Report.

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

Under the Share Repurchase Plan, we are authorized to repurchase, from time-to-time, shares of our Common Stock through open market purchases, in privately negotiated transactions or in such other manner as permitted by the securities laws and as determined by management at such time and in such amounts as management may decide. The Share Repurchase Plan does not obligate us to repurchase any specific number of shares and may be modified, suspended or discontinued at any time. The timing, manner, price and amount of any repurchases are determined by management in its discretion and depend on a variety of factors, including legal requirements, price and economic and market conditions.

Below is a summary of Common Stock repurchases for the quarter ended June 30, 2026.

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions) (1)
April 1, 2026 - April 30, 2026	—	$ —	—	$ 100.0
May 1, 2026 - May 31, 2026	—	$ —	—	$ 100.0
June 1, 2026 - June 30, 2026	—	$ —	—	$ 100.0
Total	—		—	

(1) On August 6, 2025, the Board re-established the limit for Common Stock repurchases at $100.0 million.

Item 3. Defaults Upon Senior Securities.

Not Applicable

Item 4. Mine Safety Disclosures.

Not Applicable

Item 5. Other Information.

10b5-1 Trading Plans

During the three months ended June 30, 2026, none of our officers (as defined in Rule 16a-1(f) of the Exchange Act) or directors adopted or terminated 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.

Item 6. Exhibits.

Exhibit Number	Description
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101).

* Filed herewith.
** Furnished herewith.

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.

		Perimeter Solutions, Inc.
Date: July 31, 2026	By:	/s/ Haitham Khouri
		Haitham Khouri
		Chief Executive Officer and Director
		(Duly Authorized Officer)
Date: July 31, 2026	By:	/s/ Kyle Sable
		Kyle Sable
		Chief Financial Officer
		(Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

Certification of Principal Executive Officer
pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Haitham Khouri, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Perimeter Solutions, Inc.;
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;
    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: July 31, 2026

By: /s/ Haitham Khouri
Haitham Khouri
Chief Executive Officer and Director
(Duly Authorized Officer)

Exhibit 31.2

Certification of Principal Financial Officer
pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kyle Sable, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Perimeter Solutions, Inc.;
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;
   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: July 31, 2026

By: /s/ Kyle Sable
Kyle Sable
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

Exhibit 32.1

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

In accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Haitham Khouri, Chief Executive Officer of Perimeter Solutions, Inc. (the "Registrant"), and Kyle Sable, Chief Financial Officer of the Registrant, each hereby certifies that, to the best of his knowledge on the date hereof:

1. the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2026 (the "Quarterly Report"), to which this Certification is attached as Exhibit 32.1, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Perimeter Solutions, Inc.

Date: July 31, 2026

By: /s/ Haitham Khouri
Haitham Khouri
Chief Executive Officer and Director
(Duly Authorized Officer)

Date: July 31, 2026

By: /s/ Kyle Sable
Kyle Sable
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

This certification accompanies the Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Registrant specifically incorporates it by reference.